

RECEIVED  
JAN 11 1960  
U.S. AIR FORCE

**OFFICE USE ONLY**

SOLD 1583419  
-01/12/96--01074---014  
\*\*\*\*127.50 \*\*\*\*127.50

1.	(Corporation Name)	(Document #)
2.	(Corporation Name)	(Document #)
3.	(Corporation Name)	(Document #)
4.	(Corporation Name)	(Document #)

☐ **Certified Copy**

## ☐ Certificate of Status

<b>AMENDMENTS</b>	
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

**Examiner's Initials**

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 17, 1996

GARY R. WEAVER  
2451 MCMULLEN BOOTH ROAD STE 305  
CLEARWATER, FL. 34619

SUBJECT: GULFCOAST EDUCATION CENTER, INC.  
Ref. Number: W96000001268

We have received your document for GULFCOAST EDUCATION CENTER, INC. and check(s) totaling \$127.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 296A00002119

ARTICLES OF INCORPORATION

OF

Gulfcoast Education Center, Inc.

The undersigned, for the purpose of forming a corporation under the Florida Corporation Act hereby adopts the following articles of incorporation:

ARTICLE I. CORPORATE NAME

The name of this Corporation is Gulfcoast Education Center, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II. DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III. PURPOSE

This corporation shall be empowered to engage in any lawful business authorized under the laws of the State of Florida and not prohibited by the Articles.

It shall have in addition to the powers set forth above, all of those powers which may be exercised by a corporation under the laws of the State of Florida, including, but limited to the following:

Having succession by its corporate name for the period limited in its Certificate of Incorporation, and if not so limited, in perpetuity.

Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

Adopt and use a common corporate seal and alter the same.

Appoint such officers and agents as its affairs shall require and allow them suitable compensation.

Adopt, change, amend and repeal By-Laws not inconsistent with law or its Certificate of Incorporation for the exercise of its corporate powers, the management, regulation and government of its affairs and property, the transfer on its records of its stock or other evidence of interest or membership and the calling and holding of meetings of its stockholders.

Increase or diminish by vote of its stockholders, shareholders or members, cast as these Articles or as the By-laws direct, the number of directors, managers or trustees, provided that the number shall never be less than three.

Make and enter into all contracts necessary and proper for the conduct of its business.

Conduct business, have one or more offices, buy, hold mortgage, sell, convey

property; buy, hold mortgages; sell; convey, or otherwise dispose of franchises, in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in foreign countries.

Purchase the corporate assets of any other corporation and engage in the same character of business.

Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interests thereunder or therein.

Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock, or any bonds, securities or other evidence or indebtedness created by any other corporation of this State; and any other state or government; while owner of such stock, to exercise all of the rights, powers and privileges of ownership, including the right to vote such stock.

Purchase, hold, sell and transfer shares of its own capital stock out of earned surplus and to hold, sell and transfer the same.

Do all and everything necessary and proper for the accomplishment of the objects enumerated or incidental to the benefit and protection of the corporation; and to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects enumerated in its Certificate of Incorporation.

Contract debts and borrow money at such rates of interest not to exceed the lawful interest rate and upon such terms as its or its Board of Directors may deem necessary or expedient and shall authorize or agree upon; issue and sell or pledge bonds, secured or unsecured; and execute such mortgages, or other instruments upon or encumbering its property or credit, to secure the payment of money borrowed or owing by it as occasion may require and the Board of Directors deem expedient.

Make gifts for education, scientific, religious or for charitable purposes.

#### ARTICLE IV. CAPITAL STOCK

The amount of the total authorized capital stock of the Corporation shall be Fifty Million (50,000,000) shares divided into three classes, designated as follows:

1,000,000 "Cumulative Preferred Shares" par value of Fifteen Dollars per share (\$15 par value) issuable in series; and Fifteen Dollars per share (\$15 par value) issuable in series; and

29,000,000 "Common Shares Class A" with par value of \$.001 per share issuable in series; and

20,000,000 "Common Shares Class B" with par Value of \$.001 per share.

The preferences, limitations and relative rights of the shares of each class shall be as follows:

The holders of the Cumulative Preferred Shares shall be entitled to receive, when, and if declared by the Board of Directors out of funds legally available therefor, Cumulative preferential dividends in cash at the rate of the interest rate as stated on the series, but not exceeding, twelve (12%) of the par value per annum, payable quarterly on the first days of March, June, September, and December in each year. Such dividends on each share of Cumulative Preferred Shares shall commence to accrue and be cumulative, whether or not earned or declared, from and after the date of issue of such share. So long as any of the Cumulative Preferred Shares remains outstanding, in no event shall any dividend whatever be paid upon or declared or set apart for the Common Shares, nor shall Common Shares be redeemed, purchased, retired or otherwise acquired by the corporation unless and until all dividends on the then outstanding shares of Cumulative Preferred Shares for all past quarterly dividend periods shall have been paid or declared and set apart for payment, but without interest, and the full dividends thereon for the then current quarterly dividend period shall have been concurrently paid or declared and set apart for payment. After such full dividends on the Cumulative Preferred Shares shall have been so paid or declared and set apart for payment, then and not otherwise dividends may be declared and paid on the Common Shares when and as determined by the Board of Directors out of funds legally available for dividends. In the instance of default upon six consecutive quarterly dividends, the Cumulative Preferred Shareholders shall have the right to elect two directors to the Board of Directors at the next annual stock holders meeting following the default of the six consecutive quarterly dividends.

Such election however shall be effective no later than two years after the incurred default in the payment of fixed dividends. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the corporation, the holders of the Cumulative Preferred Shares shall be entitled to receive for each share thereof an amount equal to fifteen Dollars (\$15.00) plus the interest percent as stated on the series of the par value per annum for each year in which the share has been outstanding to the date of such payment, less the sum of any dividends paid thereon, without interest, before any distribution of the assets of the corporation shall be made to the holders of Common Shares regardless to class. After such payment shall have been made in full to the holders of the outstanding Cumulative Preferred Shares or funds necessary for such payment shall have been set aside in trust for the account of the holders of the outstanding Cumulative Preferred Shares so as to be and continue available therefor, the holders of the outstanding Cumulative Preferred Shares shall be entitled to no further participation in such distribution of the assets of the corporation. Thereafter, the remaining assets of the corporation shall be divided and distributed among the holders of the Common Shares then outstanding according to their respective shares. If, upon such liquidation, dissolution or winding up, the assets of the corporation distributable as aforesaid among the holders of the Cumulative Preferred Shares shall be insufficient to permit the payment to them of all amounts payable thereon, the entire assets shall be distributed ratably among the holders of the Cumulative Preferred Shares. A consolidation or merger of the corporation, a sale or transfer of all or substantially all of its assets, or any purchase or redemption of shares of the corporation of any class or series, shall not be regarded as a "Liquidation, dissolution, or winding up" within the meaning of

this paragraph. The corporation at the option of the Board of Directors may at any time or from time to time redeem all or any part of the Cumulative Preferred Shares then outstanding upon notice duly given as hereinafter provided, by paying for each share thereof an amount equal Fifteen Dollars (\$15.00) plus the interest percent as stated on the series of the par value per annum for each year in which the share has been outstanding to the date fixed for redemption, less the sum of any dividends paid thereon, without interest. In case less than all of the outstanding shares of Cumulative Preferred Shares are to be redeemed, the shares to be redeemed shall be selected pro rate or by lot or by such other equitable method as the Board of Directors may determine. Notice of redemption of any shares of Cumulative Preferred Shares shall be mailed, postage prepaid, to the holders of record of the shares to be redeemed at their respective addresses then appearing on the record of shareholders of the corporation, not less than fifteen (15) nor more than sixty (60) days prior to the date designated for such redemption. If such days prior to the date designated for such redemption. If such notice of redemption shall have been duly given, and if on or before the redemption date named therein the funds necessary for such redemption shall have been set aside by the corporation in trust for the account of the holders of the Cumulative Preferred Shares so called for redemption so as to be and continue available therefor, then from and after the giving of such notice and the setting aside of such funds, notwithstanding that any certificate for shares of Cumulative Preferred Shares so called for redemption shall not have been surrendered for cancellation the shares represented thereby shall no longer be deemed outstanding, and the holders of such certificates shall have with respect to such shares no rights in or with respect to the corporation except the right to receive for each share thereof an amount equal to Fifteen Dollars (\$15.00) plus the interest percent as stated on the series of the par value per annum for each year in which the share has been outstanding to the date fixed for redemption, less the sum of any dividends paid thereon, without interest, upon the surrender of such certificate or certificates. The holders of Cumulative Preferred Shares shall have voting privilege of one share on vote.

The holders of Class A Common Shares shall have voting privilege of one common share one vote. There shall be no priority or amount of participation in earnings or assets as against any other class of common stock.

The holders of Class B Common Shares shall have voting privilege of three votes per share. There shall be no priority or amount of participation in earnings or assets as against any other class of common stock.


The whole or any part of the capital stock of said Corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation to be fixed by the Board of Directors.

## ARTICLE V. ADDRESS AND REGISTERED AGENT

2451 The principal office and place of business of this Corporation shall be located in Clearwater, Pinellas County, Florida, except as from time to time as may be changed pursuant to the direction of the Board of Directors of this Corporation, that this Corporation may establish and maintain offices at other places in the United States of America, at colonies or dependencies and any foreign country that the Board of Directors shall from time to time determine.

The registered agent is: Gary R. Weaver  
2451 McMullen Booth Rd., Suite #305  
Clearwater, FL. 34619

*The above is also the corporate mailing address.*  
"I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"

  
Gary R. Weaver

## ARTICLE VI. DIRECTORS

The business and affairs of this corporation and all corporate authority and powers shall be exercised by or under authority of the Board of Directors, subject to limitations imposed by law, these articles of incorporation, or the by-laws as to action which requires authorization or approval by the shareholders. The control and management shall be vested in a Board of Directors consisting of not less than Two (2) members and not to Exceed Seven (7) in number.

The original directors who shall hold office until the first stockholders' meeting are:

Gary R. Weaver	Chairman
Carol S. Weaver	Director

## ARTICLE VII. SUBSCRIBERS

The name and addresses of the subscribers of these Articles of Incorporation are:

Gary R. Weaver  
2451 McMullen Booth Rd. Suite 305  
Clearwater, FL. 34619

Carol S. Weaver  
2451 McMullen Booth Rd. Suite 305  
Clearwater, FL. 34619

The subscribers of these Articles of Incorporation hereby assign to the Corporation their rights under section 607.16, Florida Statutes, to constitute a corporation, and they hereby assign to those persons designated by the shareholders and rights they may have as subscribers to acquire any of the capital stock of this Corporation, this assignment becomes effective when these Articles of Incorporation have been filed with and approved by the Secretary of State of Florida, and the filing fee and filing tax paid to that official.

#### ARTICLE VIII. OFFICERS

The officers of the Corporation shall be a President, and Vice President. The names of the persons who are to serve as officers of this Corporation until the first annual meeting are:

PRESIDENT	Gary R. Weaver
SECRETARY/TREASURER	Carol S. Weaver

#### ARTICLE IX. SPECIAL CHARTER PROVISIONS

No contract, or other transaction, between this Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the shareholders, individually or jointly, is or is interested in, or is a director or officer of such other corporation, and may be a part or party to, or may be interested in any such contracts or transaction of the Corporation or in which the Corporation is interested, and no contract, act or transaction of the Corporation with any person or person, firm or corporation in the absence of fraud, shall be affected or invalidated by the fact that any shareholder of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or person, firm or corporation, and each and every person who may become a shareholder of the Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be otherwise interested. Any shareholder of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he is also a shareholder or director of such subsidiary or controlled company.



## ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

## ARTICLE XI. INDEMNIFICATION


(1) PERSONS. The Corporation shall indemnify, to the extent provided in Paragraph 2 of this Article, these person:

- (a) Any director, officer, agent or employee of the Corporation, and
- (b) Any former director, officer, agent or employee of the Corporation, and
- (c) Any person who may have served at the Corporation's request as a director, officer, agent or employee of any other Corporation in which the Corporation owns or has owned stock, or of which it is or has been a creditor.

(2) EXTENT. The indemnification shall be against expenses actually and necessarily incurred by such person in connection with the defense of any action, suit, or proceeding to which he or she is made a party by reason of being or having been a Director or officer. The indemnification herein provided shall also cover expenditures incurred in good faith in anticipation of, or in preparation for, threatened or proposed litigation. It shall also cover the good-faith settlement of any action, suit or proceeding, whether formally instituted or not. No indemnification shall be available for any officer or Director adjudicated to be liable for negligence or misconduct in the performance of his or her corporate duties. The indemnification herein provided shall not be deemed exclusive of any other rights by which a Director or officer may be entitled under any By-Law, agreement, vote of shareholders, or otherwise.

IN WITNESS WHEREOF, WE, the undersigned subscribers, have hereunto set our hands and seals this \_\_\_\_\_ day of \_\_\_\_\_, A.D., 1995, for the purpose of forming this Corporation under the laws of the State of Florida, and we hereby make and file in the office of the Secretary of State of the State of Florida, these Articles of Incorporation, and certify that the facts stated are true.

  
Gary R. Weaver

  
Carol S. Weaver

STATE OF FLORIDA  
COUNTY OF Pinellas

I HEREBY CERTIFY that on this day, before me, a notary public authorized in the State and County named above to take acknowledgements, personally appeared Gary R. Weaver and Carol S. Weaver to me known to be the persons described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation.

8 WITNESS my hand and official seal in the county and State named above, this day of Jan., A.D., 1996



M BEARD  
My Commission DC390680  
Expires Aug. 11, 1996  
Bonded by HAI  
800-422-1555

M Beard  
Notary Public

My Commission Expires:

FILED  
96 JAN 17 PM 1:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**P96000006477**

**GULFCOAST EDUCATION CENTER**  
Providing Continuing Education For  
Doctors • CPAs • Insurance Agents

**GULFCOAST EDUCATION CENTER**  
2451 McMullen Booth Rd, #303  
Mailing Address: P.O. Box 14123  
Clearwater, FL 33766

August 6, 1997

State of Florida  
Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

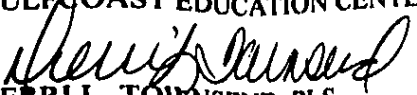
700002262857--5  
-08/11/97--D1043--022  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

To Whom It Shall Concern:

You will find enclosed herewith our check in the amount of \$35 representing the filing fee for the enclosed Articles of Amendment. Should you have questions in such regard, please advise me accordingly.

Sincerely,

GULFCOAST EDUCATION CENTER, INC.

  
DERRI L. TOWNSEND, PLS

:dl  
Enclosures

FILED  
97 SEP -3 AM 10:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

See 9/3

Amend

**AMENDMENT TO ARTICLES OF INCORPORATION**

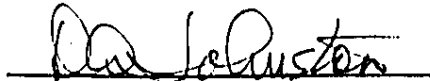
This Amendment is to the Articles of Incorporation for Gulfcoast Education Center, Inc., a Florida corporation, which are hereby amended as follows:

The president of the corporation is David A. Johnston, P.O. Box 265, Ozone, Florida 34660.

The secretary of the corporation is David A. Johnston, P.O. Box 265, Ozone, Florida 34660.

This amendment was adopted and made effective this 28<sup>th</sup> day of July, 1997, by a unanimous vote of the shareholders.

GULFCOAST EDUCATION CENTER, INC.

A handwritten signature in dark ink, appearing to read "David A. Johnston", is written over a horizontal line.

DAVID A. JOHNSTON, president and secretary

FILED  
97 SEP -3 AM 10:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Mortham  
Secretary of State

August 20, 1997

**DERRI L. TOWNSEND**  
**GULF COAST EDUCATION CENTER, INC.**  
P.O. BOX 14123  
CLEARWATER, FL 33766

**SUBJECT: GULF COAST EDUCATION CENTER, INC.**  
Ref. Number: P96000006477

We have received your document for GULF COAST EDUCATION CENTER, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown  
Corporate Specialist

Letter Number: 997A00042092