

CAPITAL CONNECTION, INC.

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Learning Centers of
Southwest Florida, Inc

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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- ☒ Art of Inc. File _____
- ___ LTD Partnership File _____
- ___ Foreign Corp. File _____
- ___ L.C. File _____
- ___ Fictitious Name File _____
- ___ Trade/Service Mark _____
- ___ Merger File _____
- ___ Art. of Amend. File _____
- ___ RA Resignation _____
- ___ Dissolution / Withdrawal _____
- ___ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- ___ Photo Copy _____
- ___ Certificate of Good Standing _____
- ___ Certificate of Status _____
- ___ Certificate of Fictitious Name _____
- ___ Corp Record Search _____
- ___ Officer Search _____
- ___ Fictitious Search _____
- ___ Fictitious Owner Search _____
- ___ Vehicle Search _____
- ___ Driving Record _____
- ___ UCC I or 3 File _____
- ___ UCC II Search _____
- ___ UCC II Retrieval _____
- ___ Courier _____

Signature _____

Requested by: Cher

Name

Date 10.2

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Walk-In _____

Will Pick Up _____

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**ARTICLES OF INCORPORATION
FOR
LEARNING CENTERS OF SOUTHWEST FLORIDA, INC.**

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The undersigned, desiring to form a corporation under and by virtue of the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit, states as follows:

**ARTICLE I
NAME AND ADDRESS OF CORPORATION**

The name of this corporation shall be LEARNING CENTERS OF SOUTHWEST FLORIDA, INC., and the principal business and mailing address is 2960 South McCall Road, Suite 201, Englewood, Florida 34224.

**ARTICLE II
OBJECTS AND PURPOSES OF CORPORATION**

The objects and purposes of the corporation and the general nature of the business or businesses to be transacted shall be:

1. To engage in any lawful businesses permitted or allowed by the Florida General Corporation Act.
2. To make and enter into all contracts necessary and proper for the conduct of its business or businesses.
3. To borrow money from any person, firm, or corporation; to issue bonds, debentures, or obligations of this corporation from time to time for any of the objects or purposes of the corporation; and to secure same by mortgage, pledge or by any other lawful means.
4. To have offices, conduct its business and promote its objects within or without the State of Florida, in other states, the District of Columbia, the territories and possessions of the United States, and in foreign countries without restriction as to place or amount.
5. To do any and all things necessary, suitable and proper for the accomplishment of any of its objects or for the exercise of any of the powers set forth above, whether herein specified or not, either alone or in connection with other firms, individuals, or corporations, whether in the State of Florida,

or throughout the United States, or elsewhere, and to do any other act or acts, thing or things incidental or pertinent to or connected with the businesses hereinbefore described, or any part or parts thereof, if not consistent with the laws of the State of Florida.

6. In general, this corporation shall have and exercise all the powers conferred by the laws of the State of Florida upon corporations for profit. It is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner such general powers.

ARTICLE III TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE IV DESIGNATION OF REGISTERED AGENT AND ACCEPTANCE

The name of the initial registered agent of this corporation is MARTIN S. GOODWIN, SR., and the address of the initial registered office of this corporation shall be 2960 South McCall Road, Suite 201, Englewood, Florida 34224.

The undersigned is familiar with, and accepts, the obligations attendant upon his appointment as registered agent of the corporation.

ARTICLE V CAPITAL STOCK

The capital stock of the corporation shall consist of 500 shares of common stock with a par value of \$1.00 per share.

ARTICLE VI BOARD OF DIRECTORS

The business of the corporation shall be conducted by a board of at least one director. The name and post office address of the initial director of the corporation is Martin S. Goodwin, Sr., 6187 Helm Street, Port Charlotte, Florida, 33981.

The director named above shall hold office for the first year of the existence of the corporation or until his successors are elected and have qualified.

**ARTICLE VII
INITIAL CAPITAL**

The amount of capital with which the corporation shall begin business is \$500.00.

**ARTICLE VIII
CORPORATE OFFICERS**

The officers of the corporation shall be President, one or more Vice-Presidents, a Secretary and a Treasurer. The number of Vice-Presidents may be fixed and determined by the Board of Directors from time to time. Until the first meeting of the Board of Directors or until their successors are elected and have qualified, the following shall be the officers of the corporation:

President:	Martin S. Goodwin, Sr. 6187 Helm Street Port Charlotte, Florida 33981
Vice-President:	Vacant
Secretary:	Vacant
Treasurer:	Vacant

**ARTICLE IX
IDENTITY OF INCORPORATOR; PRE-EMPTIVE RIGHTS**

The name and address of the incorporator is Martin S. Goodwin, Sr., 6187 Helm Street, Port Charlotte, Florida 33981.

Every shareholder of the corporation, upon sale of for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

**ARTICLE X
ANNUAL MEETING OF SHAREHOLDERS**

1. The annual meeting of the shareholders shall be held on the first Monday of January of each year, or at other such time as may be fixed by the By-Laws, at which time the Board of Directors shall be elected and such other business as may

properly come before the meeting may be considered and transacted.

2. The officers of the corporation shall be elected annually by the Board of Directors at a meeting of the Board to be held annually following the annual shareholders meeting.
3. The time, place and manner of calling meetings of the shareholders or directors shall be fixed by the By-Laws of the corporation. The Board of Directors may provide for the election of and prescribe the duties of such other officers and agents as the Board may deem advisable and proper, and may take such action not consistent with the Articles of Incorporation, and the By-Laws of the corporation and the laws of the State of Florida, as such Board may deem advisable for the conduct and operation of the business of the corporation.
4. The Board of Directors shall appoint a resident agent as required by the State of Florida.

ARTICLE XI
COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.167, Florida Statutes, the date when the corporation existence shall commence is as of the date of filing these Articles of Incorporation with the Secretary of State.

ARTICLE XII
LIMITS OF LIABILITY

The highest amount of liability to which this corporation can, at any time, subject itself, shall be unlimited.

A special meeting of the incorporator and his assigns shall be held, upon the call of the President, for the purposes of completing the organization of the corporation and adoption of the By-Laws and the transaction of other such business as may be desired.

The undersigned incorporator has executed these Articles of Incorporation in the State of Florida, this 1st day of October, 1997.

Martin S. Goodwin, Sr.
Martin S. Goodwin, Sr.

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