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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
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NAME: SOUTHERN TAMPA LEARNING CENTER, INC.

AUDIT NUMBER.....H98000000729

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION  
OF  
SOUTHERN TAMPA LEARNING CENTER, INC.

\*\*\*\*\*  
The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is: SOUTHERN TAMPA LEARNING CENTER, INC., a Florida Corporation which is not a member of any affiliated group.

ARTICLE II

DURATION

The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSE

The general purpose for which the corporation is organized are:

1. To engage in the business of providing technology, educational and tutorial services and materials to individuals and to do all other things which are incidental to the foregoing or are necessary or desirable in order to accomplish the foregoing and any related activities essential to carry out the foregoing.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or to engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue One Hundred (100). Such shares shall be of one class, and shall have a par value of One Dollar (\$1.00) per share. All issued stock shall be held of record by no more than thirty (30) shareholders. Stock

This instrument was prepared by:

D. Kay Carr, Esquire

P.O. Box 965

Ruskin, Florida 33570

813-645-1123 or 813-645-5902

FBNo. 327964

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will be issued or transferred only to natural persons for money and other property. In addition, no stock shall be issued or transferred to a non-resident alien.

ARTICLE V

**PREEMPTIVE RIGHTS**

Stockholders of the corporate stock shall have preemptive rights upon stock issuance if they so desire.

ARTICLE VI

**REGISTERED OFFICE**

The street address of the initial principal office of the corporation is: 1117 Lakemont Drive, Valrico, Florida 33594. The principal office and the registered office are the same address.

I HEREBY ACCEPT APPOINTMENT AS REGISTERED AGENT OF THE ABOVE CORPORATION.

*Lynda L. Bowes*  
LYNDA L. BOWES  
1117 Lakemont Drive  
Valrico, Florida 33594

ARTICLE VII

**DIRECTORS**

The initial Board of Directors of the corporation shall consist of two (2) persons and the corporation shall, at all times have no fewer than one (1) Director and no more than five (5) Directors.

The names and address of the first Board of Directors are as follows:

LYNDA L. BOWES

1117 Lakemont Drive  
Valrico, Florida 33594

RICHARD C. REMENIH

1117 Lakemont Drive  
Valrico, Florida 33594

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**ARTICLE VIII**

**INCORPORATOR**

The name and address of the incorporator is:

LYNDA L. BOWES  
1117 Lakemont Drive  
Valrico, Florida 33594

**ARTICLE IX**

**BY-LAWS**

The power to make, alter, amend or repeal the By-Laws of the corporation is vested in the Board of Directors.

**ARTICLE X**

**STOCK TRANSFER--AUTHORIZATION OF RESTRICTIONS**

All of the issued and outstanding shares of the corporation may be made subject to restrictions on transferability by agreement between the holders of such shares and the corporation. A copy of such agreement, if any, shall be kept on file with the secretary of the corporation, and shall be subject to inspection by stockholders of record and bonafide creditors of the corporation at reasonable times during business hours.

**ARTICLE XI**

**"S" ELECTION AND SMALL BUSINESS CORPORATION ELECTION**

This corporation, until otherwise further determined, shall operate as a "S" corporation as authorized under the Internal Revenue Service Code and as a Small Business Corporation.

**ARTICLE XII**

**COMMENCEMENT OF EXISTENCE**

This corporation shall be deemed to commence its existence upon the filing of these Articles with the Secretary of the State of Florida.

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IN WITNESS WHEREOF, the undersigned Incorporator of the foregoing corporation has set his hand and seal on the 9<sup>th</sup> day of Jan., 1998.

Lynda L Bowes  
INCORPORATOR  
LYNDA L. BOWES

ADDRESS:  
1117 Lakemont Drive  
Valrico, Florida 33594

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

On the 9 day of Jan., 1998, personally appeared LYNDA L. BOWES, who is known to me to be the person who signed the foregoing Articles of Incorporation and she acknowledged that she has signed same for the uses and purposes therein expressed.

SWORN TO AND SUBSCRIBED before me on this 9 day of Jan., 1998.

[Signature]  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE  
MY COMMISSION EXPIRES:



D. Kay Carr  
My Commission CC630302  
Expires April 20, 2001

Personally Known: ✓  
Type of I.D. Presented: \_\_\_\_\_

This instrument was prepared by:  
D. Kay Carr, Esquire  
P.O. Box 965  
Ruskin, Florida 33570  
813-645-1123 or 813-645-5902

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