

TRANSMITTAL LETTER

P99000076326

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: PANDA BEAR CHRISTIAN ACADEMY INCORPORATION  
(Proposed corporate name - must include suffix)

500002971045--1  
-08/26/99--01062--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: Rowland V. Williams  
Name (Printed or typed)

6325 ARLINGTON ROAD  
Address

JACKSONVILLE FL 32211-5422  
City, State & Zip

504-744-2439  
Daytime Telephone number

APPROVED  
AND  
FILED  
69 AUG 26 PM 12:16  
RECEIVED  
99 AUG 26 PM 12:07  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32314

NOTE: Please provide the original and one copy of the articles.

8/8/99

**ARTICLES OF INCORPORATION  
OF  
PANDA BEAR CHRISTIAN ACADEMY INCORPORATION**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

93 AUG 26 PM 12:16

APPROVED  
AND  
FILED

The undersigned incorporator to these Articles of Incorporation, a natural person  
Competent to contract, hereby forms a corporation under the laws of the state of  
Florida.

**ARTICLE I**

The name of this corporation is: PANDA BEAR CHRISTIAN ACADEMY INCORPORATION

**ARTICLE II**

The general nature of the business to be transacted by this corporation is:

To engage in any activity or business permitted under the laws of the United States  
And of this state.

To the same extent as natural persons might or could do, to purchase or otherwise  
Acquire, and to hold , own, maintain, work, develop, sell. Lease, exchange, hire, convey,  
Mortgage or otherwise to dispose of and deal in, lands and leaseholds, and any interest,  
Estate, and rights in real property, and personal or mixed property, and franchises,  
Rights, licenses or privileges necessary, convenient appropriate for any of the purposes  
Herein expressed.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell,  
Assign, transfer, or otherwise to dispose of, and to invest in, deal in and with, goods,  
Wares, merchandise, real and personal property, and services of every class, kind and  
Description, now or hereafter permitted by law.

To conduct business in, have one or more offices in and to buy, hold, mortgage, sell,

**Convey, lease, or otherwise to dispose of real and personal property. Including  
Franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in  
All other states and countries.**

**To contract debts and borrow money, issue and sell pledge bonds, debentures, notes  
And other evidences of indebtedness, and to execute such mortgages, transfers of  
Corporate indebtedness as required.**

**To purchase the corporate assets of any other corporation and engage in the same  
or other character of business.**

**To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise  
acquire or dispose of the shares of the capital stock of, or any bonds, securities, or  
other evidences of indebtedness created by any other corporation of the State of  
Florida, or any other state or government, and while owner of such stock to exercise all  
Rights, powers and privileges of ownership, including the right to vote such stock.**

**To exercise all the powers now granted to this type of corporation under Florida law,  
And all powers subsequently authorized or granted by law to private corporations.**

**The foregoing clauses shall be construed both as objects and powers, and it is  
Hereby expressly provided that the foregoing enumeration of specific powers shall not  
Be held to limit or restrict in any manner the powers of this corporation.**

### **ARTICLE III**

**The maximum number of shares of stock that this corporation is authorized to have  
Outstanding at any one time is:**

**7,500 Shares of Common Stock of  
par value of \$1.00 per share.**

**The shareholders shall have preemptive rights.**

**Cumulative voting shall not be permitted.**

**The shareholders may, by by-law provision or by written shareholders' agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of this Corporation as they may see fit.**

#### **ARTICLE IV**

**This corporation is to exist perpetually, and its corporate existence shall begin upon Filing.**

#### **ARTICLE V**

**The Board of Directors may from time to time move the principal office to any other Address in Florida. The initial address of the principal office of this corporation in the State of Florida is:**

**1822 WEST 30<sup>TH</sup> STREET JACKSONVILLE, FLORIDA 32209**

#### **ARTICLE VI**

**The number of directors may be increased or diminished from time to time by By-laws adopted by the Stockholders, but shall never be less than one. Initially, the Number of directors shall be *Two*.**

#### **ARTICLE VII**

**The name and post office address of the members of the first Board of Directors Are:**

<b><u>Name</u></b>	<b><u>Address</u></b>
<b>LEONA M. TYLER</b>	<b>1274 NIPIGON AVENUE ATLANTIC BEACH FLORIDA 32233</b>
<b>JAMES TYLER</b>	<b>1274 NIPIGON AVENUE ATLANTIC BEACH FLORIDA 32233</b>

### **ARTICLE VIII**

**The name and post office address of each incorporator to these Articles of Incorporation:**

**Name**  
**Rowland V. Williams**

**Address**  
**6325 Arlington Road**  
**Jacksonville, Florida 32211**

### **ARTICLE IX**

**The corporation shall indemnify any and all persons who may serve or who have Served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or Officers of another corporation in which the corporation at such time owned or may Own shares of stock of which it was or may be a creditor, and their respective heirs, Administrators, successors and assigns, against any and all expenses, including Amounts paid upon judgment, counsel fees, and amounts paid in settlement (before or After suit is commenced), actually and necessarily incurred by such persons in Connection with the defense or settlement of any claim, action, suit, or proceeding in Which they, or any of them, are made parties, or a party, or which may be asserted Against them or any of them. by reason of being or having been directors or officers or A director or officer of the corporation, or of such other corporation, except in relation To matters as to which any such director or officer or former director or officer or Person shall be adjudged in any action, suit, or proceeding to be liable for his own Negligence or misconduct in the performance of his duty. Such indemnification shall be In addition to any other rights to which those indemnified may be entitled under any Law, by-law, agreement, vote of stockholders, or otherwise, and the corporation shall Indemnify any officer of director, or ant former officer or director, to the full extent permitted by law.**

**ARTICLE X**

**The registered office shall be 6325 Arlington Road, Jacksonville, Florida 32211,  
And the registered agent at that same address is ROWLAND V. WILLIAMS.**

**ARTICLE XI**

**These Articles of Incorporation may be amended in the manner provided by law.  
Every amendment shall be approved by the holder or holders of a majority of the stock  
Entitled to vote thereon.**

  
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**ROWLAND V. WILLIAMS**

**STATE OF FLORIDA**

**COUNTY OF DUVAL**

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared ROWLAND V. WILLIAMS, to me well known to be the person described as the Incorporator in and who executed the foregoing Articles of Incorporation, and he Acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS MY HAND AND OFFICIAL SEAL IN THE County and State above, this

26<sup>th</sup> day of August A.D., 1999.



My Commission expires:

Sandra D. Carter  
Notary Public

**ACKNOWLEDGEMENT AND ACCEPTANCE OF  
REGISTERED AGENT**

I hereby am familiar with and accept the duties and responsibilities as  
Registered agent for said corporation.

Rowland V. Williams  
ROWLAND V. WILLIAMS  
Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 AUG 26 PM 12:16

APPROVED  
AND  
FILED