

ARTICLES OF INCORPORATION
OF
THOMAS LEARNING CENTER, INC.

19940805000245581 Pg 1/8 .00
Shelby Cnty Judge of Probate, AL
08/05/1994 13:09:40 FILED/CERTIFIED

KNOW ALL MEN BY THESE PRESENTS that, the undersigned, as incorporators of a corporation under the Code of Alabama, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Thomas Learning Center, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purposes for which this corporation is formed

are:

- (a) To engage in providing child care and kindergarten education for children and to offer training services in the computer field.
- (b) To do and engage in any business which a natural person can do.
- (c) To manufacture, purchase, or otherwise acquire, own, pledge, sell, assign, and transfer or otherwise dispose of, and invest, trade and deal in and with goods, wares and merchandise of every class and description, whether or not the same specifically pertain to the classes of business above specified.
- (d) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, country, state, body politic or government or colony or dependency thereof.
- (e) To purchase, acquire, hold, improve, sell, convey, assign, exchange, mortgage, encumber, lease, hire and

08/05/1994-24558
01:09 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
AL

Jim Rios

1994-24558

deal in real and personal property of every kind and character.

(f) To purchase, acquire, hold, subdivide, develop, and operate real estate to erect buildings thereon, and to sell, lease, maintain, own, repair and operate such properties.

(g) To borrow and lend money and to give or take security therefor by way of mortgage, pledge, transfer or assignment of real or personal property of every nature and description.

(h) To purchase or otherwise acquire its own shares of stock (so far as may be permitted by law) and its bonds, debentures, notes, scrip or other securities, or evidence of indebtedness, and to hold, sell, transfer or reissue the same.

(i) Generally to purchase, take or lease, or exchange, hire, or otherwise acquire any real and personal property or any rights or privileges therein, which this corporation may think necessary or convenient for the purposes of its business, and to buy, own, and hold real property for the purposes of securing debts due the corporation, and to sell and dispose of the same at will, and to make any and all necessary instruments of conveyance therefor.

(j) To issue bonds, debentures, or obligations of this corporation from time to time, for any of the objects of other purposes of the corporation, and to secure the same

by mortgage, pledge, deed of trust, or otherwise.

(k) To do all and everything necessary and proper for the accomplishment of the objects herein enumerated or necessary or incidental to the protection and benefit of the corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the purposes of the corporation, whether such business is similar in nature to the objects and powers hereinabove set forth or otherwise; but nothing herein contained is to be construed as authorizing this corporation to carry on the business of banking or that of a trust company or that of the business of insurance in any of its branches.

The foregoing clauses shall be construed as the objects and purposes of the corporation in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is One Hundred (100) of the par value of Ten and No/100 Dollars (\$10.00) per share.

FIFTH: The address of the initial registered office of the corporation is 200 Ridge Road, Pelham, Alabama 35124 and the name of its initial registered agent at such address is Robert F. Thomas.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is two (2) and the names and

addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Robert F. Thomas	200 Ridge Road Pelham, Alabama 35124
Joyce E. Thomas	200 Ridge Road Pelham, Alabama 35124

SEVENTH: The names and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Robert F. Thomas	200 Ridge Road Pelham, Alabama 35124
Joyce E. Thomas	200 Ridge Road Pelham, Alabama 35124

IN WITNESS WHEREOF, the undersigned incorporators have hereunto subscribed their signatures to these Articles of Incorporation on this the 15th day of July, 1994.

RF Thomas
Robert F. Thomas

Joyce E. Thomas
Joyce E. Thomas

This instrument was prepared by:
Jim Pino, Esq.
JIM PINO & ASSOCIATES, P.C.
Suite 202
Shelby Medical Building
P.O. Drawer 623
Alabaster, AL 35007

**VERIFIED STATEMENT RELATIVE TO SUBSCRIPTION
TO CAPITAL STOCK OF
THOMAS LEARNING CENTER, INC.**

STATE OF ALABAMA:

COUNTY OF SHELBY:

Before me, the undersigned, a Notary Public in and for said County and State, personally appeared Robert F. Thomas and Joyce E. Thomas, who, being by me first duly sworn, depose and say as follows:

That they are the agents or persons designated by themselves, as incorporators of Thomas Learning Center, Inc., a proposed corporation, to receive subscriptions to the capital stock of said corporation.

That, as shown by the subscription list attached hereto and marked as Exhibit "A", the amount of capital stock paid in is One Thousand and No/100 Dollars (\$1,000.00) which said amount is the minimum amount required by law.

That the said Robert F. Thomas and Joyce E. Thomas, have paid in cash and/or contributions to the capital assets to affiant as such agents for the said incorporators and none of the capital stock subscribed has been paid in by contracts in writing calling for the performance of stipulated labor or services.

RF Thomas
Robert F. Thomas

Joyce E. Thomas
Joyce E. Thomas

Sworn to and subscribed before me on this 1st day of July, 1994.

Notary Public
Notary Public

EXHIBIT "A"

SUBSCRIPTION LIST TO CAPITAL STOCK OF
THOMAS LEARNING CENTER, INC.

STATE OF ALABAMA:

COUNTY OF SHELBY:

We, the undersigned, do hereby severally subscribe for and agree to take and pay for in cash and/or contributions to capital assets, the amount of stock set opposite our respective names, said stock to be issued by an Alabama corporation to be styled "Thomas Learning Center, Inc." and with its initial principal office to be located in Shelby County, Alabama, it being further understood and agreed by us that the said stock will be paid for by the undersigned, incorporators of said Alabama corporation upon the formation of the same.

Common stock is Ten and No/100 Dollars (\$10.00) per share.

NAME OF SUBSCRIBER	NO. OF SHARES SUBSCRIBED FOR	CONSIDERATION
Robert F. Thomas	50	\$ 500.00
Joyce E. Thomas	50	\$ 500.00

Done this the 1st day of July, 1994.

RF Thomas
Robert F. Thomas

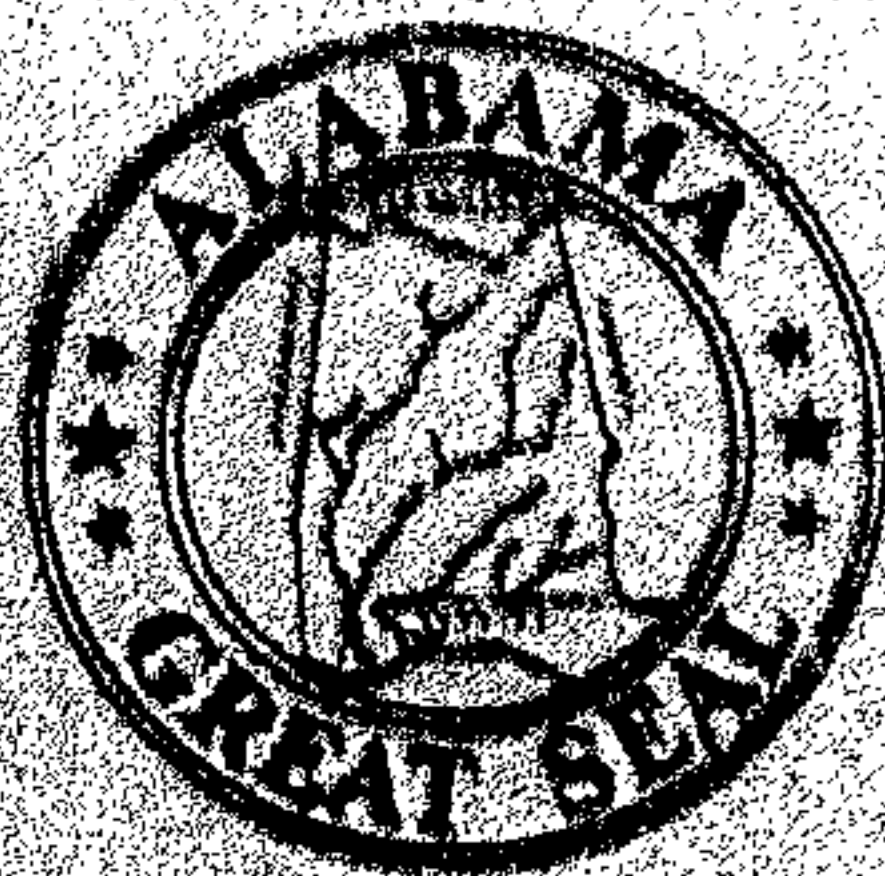
Joyce E. Thomas
Joyce E. Thomas

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2A-26, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Thomas Learning Center, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Robert F Thomas, 240 Shanderbrook Drive, Pelham, AL 35124 for a period of one hundred twenty days beginning June 17, 1994 and expiring October 16, 1994.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

June 17, 1994

Date

Jim Bennett

Jim Bennett

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION
OF

THOMAS LEARNING CENTER, INC.

The undersigned, as Judge of Probate of SHELBY
State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of
incorporation of THOMAS LEARNING CENTER, INC.
signed pursuant to the provisions of the Alabama Business Corporation Act have been
received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority
vested in him by law, hereby issues this Certificate of Incorporation of
THOMAS LEARNING CENTER, INC.
hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 5 day of

AUGUST, 19 94

Thomas C. Smith

Judge of Probate

Inst # 1994-24558

08/05/1994-24558
01:09 PM CERTIFIED

SHS CMTY JUDGE OF PROBATE
AL