



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

Office of the Clerk

1111010038

1111010038

November 1, 2011

PONYA PARKS
A+ TUTORS FOR SCHOLARS
2077 RUSSET WOODS TRAIL
BIRMINGHAM, AL 35244

RECEIPT

RE: A+ Tutors for Scholars, Inc.

ID: F187827 - 3

DCN: 11-10-31-1200

Dear Customer:

This is your receipt for \$75.00, to cover the fees for filing an application for a certificate of authority to transact business in Virginia with this office.

This is also your receipt for \$125.00 to cover the fee(s) for expedited service(s).

The effective date of the certificate is November 1, 2011.

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

Joel H. Peck
Clerk of the Commission

CORFACPT
CISMAF

ENTITY NAME: A+ Tutors For Scholars, Inc
(A+ Tutors For Scholars)

Name availability done in:

Initials:

Conflict with ID #:

eFile: CSB

ENTITY ID #: _____

CIS: CSB

DCN #: CSB

111031 1200

\$200

CHARTER EXAMINER WORKSHEET

CHARTER / ENTRANCE FEE

50

JURISDICTION: AL

FILING FEE

25

SPECIAL EFFECTIVE DATE / TIME

EXPEDITE FEE(S)

Next day

100

25 (FAX)

TOTAL FEES

200

INDUSTRY CODE: _____

AMENDMENT OR OTHER INFORMATION:

SEND COPY TO: _____

Micki

11/1/11

COPYWORK REQUESTED:

CORRESPONDENT:

AMOUNT AVAILABLE FOR COPYWORK:

MAIL

CALL

FAX

FED EX

F187827-3



SCC21.2
(04/09)

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION
CLERK'S OFFICE
1300 E MAIN ST
RICHMOND, VA 23219
(804) 371-9733
(866) 722-2551 Toll-free in Virginia

Expedited Service Request

Business Entity Filing

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1110311200

****Read Information & Instructions pages before completing this form****

This form MUST be completed and placed on top of EACH document submission (so it can be readily identified as a request for expedited review and processing).

Entity Name: A+ Tutors For Scholars, Inc.	Entity's SCC ID No. (if known):
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Return Evidence of Filing To: (Correspondent's name and address) ATT: Ponya Parks A+ Tutors For Scholars 2077 Russet Woods Trail Birmingham, AL 35244 Contact Person: <u>Robert Allen</u> Phone Number: (808) <u>258</u> - <u>2726</u> ext _____ Fax Number: (703) <u>997</u> - <u>7157</u> E-mail: <u>robert@APTFS.com</u>	Return Evidence of Filing By: (mark all that apply) <input type="checkbox"/> Hold for Pickup (Available at 4:00 p.m.) <input type="checkbox"/> First-Class Mail <input type="checkbox"/> USPS Express Mail (Prepaid envelope required.) <input type="checkbox"/> Overnight via <input type="checkbox"/> UPS <input type="checkbox"/> Fed Ex (Completed airbill with account number required.) <input checked="" type="checkbox"/> Fax (Additional charge of \$25. Only available for Expedited Filings, Categories A and C.) Complete, if not correspondent: Name: _____ Fax No.: () _____ - _____
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<p>~~~ See Information & Instructions for description of categories. ~~~</p> <p>Expedited Service(s) Requested: (mark service requested)</p> <p>***Expedite Fee(s): ***(does not include filing fee(s) - see footnote)</p> <p><input checked="" type="checkbox"/> Category A Expedite Business Entity Document listed in Schedule A</p> <p style="margin-left: 40px;"> <input type="checkbox"/> Same Day Service (In by Noon) \$ 200 <input checked="" type="checkbox"/> Next Day Service (In by 4:00 p.m.) \$ 100 </p> <p><input type="checkbox"/> Category B Preliminary Review of a Document listed in Schedule A (2nd Business Day Service Only - In by 4:00 p.m.) \$ 50 (Note: No fee if document is a preliminary review resubmission within 30 days of initial submission.)</p> <p><input type="checkbox"/> Category C Expedite Business Entity Document listed in Schedule C (Next Day Service Only - In by 4:00 p.m.) \$ 50</p> <p style="margin-left: 40px;"><input type="checkbox"/> Reinstatement Packet \$ 50</p>	<p>FOR OFFICE USE ONLY</p> <p>111031 1200</p> <p>I/O <input type="checkbox"/></p>
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***** Remember to include payment for all applicable fees (e.g., charter/entrance, reinstatement, filing, fax and expedite fees)**

**** Transmit Conf. Report ****

P.1

Nov 1 2011 11:31am

Fax/Phone Number	Mode	Start	Time	Page	Result	Note
917039977157	Normal	01:11:30am	0'51"	3	* O K	

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Commonwealth of Virginia**State Corporation Commission****Clerk's Office**

1300 E. Main St., Tyler Bldg., Richmond, VA 23219

Facsimile Cover SheetTo: Robert Allen

Company: _____

Phone: 808-258-2726Fax: 703-997-7157From: Melinda FenickPhone: (804) 371-9018Fax: (804) 371-9654Date: November 1, 2011

Pages including this

cover page: 3**Comments:**1 - Filing receipt1 - Certificate of Authority

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, NOVEMBER 1, 2011

The State Corporation Commission has found the accompanying application for a certificate of authority to transact business in Virginia submitted on behalf of

A+ Tutors for Scholars, Inc.

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

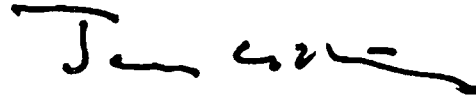
CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN VIRGINIA

be issued and admitted to record with the application in the Office of the Clerk of the Commission, effective November 1, 2011.

The corporation is authorized to transact business in Virginia, subject to all Virginia laws applicable to the corporation and its business.

STATE CORPORATION COMMISSION

By



James C. Dimitri
Commissioner



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

SCC759/921
(07/05)

APPLICATION FOR A CERTIFICATE OF AUTHORITY
TO TRANSACT BUSINESS IN VIRGINIA

Name of the corporation (include, **if required**, any "for use in Virginia" name in parentheses):

A+ Tutors For Scholars, Inc.

State or other jurisdiction of incorporation Alabama

Date of incorporation: 5/30/2008 Period of duration: Perpetual

(Mark if applicable:) The corporation was previously authorized or registered with the Commission to transact business in Virginia as a foreign business entity. (See instructions.) *Set forth the additional required information on an attachment.*

The corporation's principal office address, including the street and number, if any, is

2800 Woodlawn Drive, Suite 101 Honolulu HI 96822
(number/street) (city or town) (state) (zip)

The name of the **VIRGINIA** registered agent is National Registered Agents, Inc.

The registered agent is (mark appropriate box):

- (1) an individual who is a resident of Virginia **and**
 - an officer of the corporation.
 - a director of the corporation.
 - a member of the Virginia State Bar.
- OR**
- (2) a domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized to transact business in Virginia.

The foreign corporation's **VIRGINIA** registered office address, including the street and number, if any, which is identical to the business office of the registered agent, is

4001 North 9th Street SC 227 Arlington VA 22203
(number/street) (city or town) (zip)

which is physically located in the county or city of Arlington

OFFICERS: NAME AND TITLE BUSINESS ADDRESS

Robert S. Allen, President 2800 Woodlawn Drive, Suite 101
Honolulu, HI 96822

Nancy Watts, Secretary same

DIRECTORS: NAME BUSINESS ADDRESS

Robert Allen 2800 Woodlawn Drive, Suite 101
Honolulu, HI 96822

STOCK: NUMBER OF SHARES AUTHORIZED TO BE ISSUED CLASS AND SERIES

10,000 Common

The undersigned executes this application in the name of the corporation and declares the facts stated herein to be true:

Robert S. Allen President 10/11/2011
(signature) (printed name) (corporate title) (date)

Telephone number (optional): 808-258-2726

See **important** instructions on the reverse

Beth Chapman
Secretary of State

P. O. Box 5616
Montgomery, AL 36103-5616

SECRET

STATE OF ALABAMA

I, Beth Chapman, Secretary of State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

as appears on file and of record in this office, the pages hereto attached, contain a true, accurate, and literal copy of the Articles of Formation filed on behalf of A+ Tutors For Scholars, Inc., as received and filed in the Office of the Secretary of State on 05/30/2008.

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.

10/28/2011

Date

Beth Chapman

Beth Chapman

Secretary of State

20111028000003361

ARTICLES OF INCORPORATION
OF
TUTORS FOR SCHOLARS, INC.

20080530000731680 1/2
Bk: LR200806 Pg: 22957
Jefferson County, Alabama
I certify this instrument filed on
05/30/2008 09:48:26 AM INC
Judge of Probate- Alan L. King

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- 1. The name of the corporation is Tutors for Scholars, Inc. *Johnston*
- 2. The duration of the corporation is perpetual.
- 3. The purpose of the corporation is to provide educational services or any other lawful purposes.
- 4. The corporation shall have the authority to issue 10,000 shares, par value 0.01.
- 5. The street address of the initial registered agent shall be Goodrich Law Firm, LLC, 15 Richard Arrington Jr. Blvd. N., Suite 301, Birmingham, Alabama, 35203.
- 6. The name of the initial registered agent is Brice M. Johnston.
- 7. The name and street address of the initial director is:

# 257492	
Posted by: <i>[Signature]</i>	Checked by: <i>[Signature]</i>

Robert S. Allen
3593 A Akaka Place
Honolulu, HI 96822

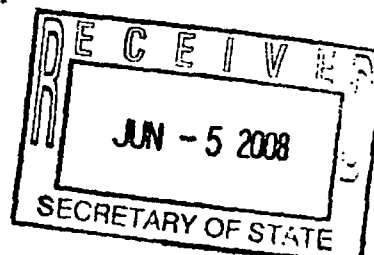
The number of directors constituting the board of directors shall be between one and five, the exact number within such range to be determined by resolution of the shareholders at the annual meeting.

- 8. The name of the incorporator is Brice M. Johnston, and the street address of the incorporator is 15 Richard Arrington Jr. Blvd. N., Suite 301, Birmingham, AL 35203.
- 9. The corporation shall indemnify any director or officer who was or is a party or is threatened, to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably, incurred by him in connection with such action, suit or proceeding to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has caused this document to be executed as of the 30th day of May, 2008.

[Signature]
Incorporator

This instrument prepared by:
Goodrich Law Firm, LLC
15 Richard Arrington Jr. Blvd N, Suite 301
Birmingham, AL 35203



Beth Chapman
Secretary of State

P. O. Box 5616
Montgomery, AL 36103-5616

SECRET

STATE OF ALABAMA

I, Beth Chapman, Secretary of State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

as appears on file and of record in this office, the pages hereto attached, contain a true, accurate, and literal copy of the Legal Name Change filed on behalf of A+ Tutors For Scholars, Inc., as received and filed in the Office of the Secretary of State on 01/18/2011.

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.

10/28/2011

Date



Beth Chapman

Secretary of State

20111028000003361

Posted By: [Signature] Checked by: [Signature]

20110118000064310 1/1
Bk: LR201101 Pg: 12392
Jefferson County, Alabama
I certify this instrument filed on
01/18/2011 12:43:57 PM PAMEND
Judge of Probate- Alan L. King

110118000064310

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
CHANGING NAME OF TUTORS FOR SCHOLARS, INC.
TO A+ TUTORS FOR SCHOLARS, INC.**

Pursuant to Section 10A-2-10.06 of the Alabama Business Corporation Law, the undersigned hereby adopts the following Articles of Amendment to its Articles of Incorporation:

ONE: The name of the corporation is Tutors for Scholars, Inc. (the "Company").

TWO: The date the Articles of Incorporation of the Company were filed was May 30, 2008.

THREE: By consent of Robert S. Allen, the sole shareholder and director of the Company, the Articles of Organization are hereby amended as follows:

Article I is hereby deleted in its entirety, and the following is substituted in lieu thereof:

ARTICLE I

The name of the corporation shall be A+ Tutors for Scholars, Inc. *Allen*

Dated: January 18, 2011

THE COMPANY

[Signature]

By: Robert S. Allen
Its: Sole Shareholder/ Director

This instrument prepared by:
Johnston Law Firm, P.C.
Brice M. Johnston
15 Richard Arrington Jr. Blvd. N., Suite 301
Birmingham, AL 35203
(205) 328-9445 ext. 600

20110118000064310 1/1
Bk: LR201101 Pg: 12392
Jefferson County, Alabama
01/18/2011 12:43:57 PM PAMEND
Fee - \$27.00

Total of Fees and Taxes-\$27.00
HATCHERK

SECRET

Jefferson County

I, the Undersigned, as Judge of Probate in and for said County, in said State, hereby certify that the foregoing is a full, true and correct copy of the instrument with the filing of same as appears of

record in this office in vol. 201101 page 2392

Given under my hand and official seal, this the 15th

day of JANUARY, 2011.

Alan J. King
Judge of Probate

