



State of Rhode Island

Department of State - Business Services Division

Application for Certificate of Authority

FOREIGN Business Corporation

→ Filing Fee: \$310.00 minimum

RECEIVED
DEPT OF STATE
SOS DIV
2021 DEC - 6 PM 3:01

Pursuant to the provisions of RIGL 7-1.2-1405, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is: Teacher Created Materials, Inc.		
2. It is incorporated under the laws of: California		
3. The name, if different, which it elects to use in Rhode Island is: (a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation", "company", "incorporated", or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island: (b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:		
4. The date of its incorporation is: 08/29/1983 And the period of its duration is: CHECK ONE BOX ONLY <input checked="" type="checkbox"/> Perpetual (on-going) <input type="checkbox"/> Date certain for dissolution _____		
5. The address of its principal office is: 5301 Oceanus Drive Huntington Beach CA 92649		
6. The name and address of the initial registered agent/office in Rhode Island: Agent Name CT Corporation System Street Address (NOT a P.O. Box) 450 Veterans Memorial Parkway Suite 7A City/Town East Providence State RHODE ISLAND Zip Code 02914		

MAIL TO:

Division of Business Services

148 W. River Street, Providence, Rhode Island 02904-2615

Phone: (401) 222-3040

Website: www.sos.ri.gov

FILED

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7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:

Provider of Supplemental Educational Content and Professional Services to Teachers, Schools and School Districts.

8. (a) The names and respective addresses of its directors (optional, unless directors are required under the laws of the state or country of which it is incorporated):

NAME	ADDRESS

Check the box to indicate an attachment ☐

8. (b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated):

OFFICE	NAME	ADDRESS
PRESIDENT	Corinne Burton	5301 Oceanus Drive Huntington Beach CA 92649
VICE PRESIDENT	Deanne Mendoza	5301 Oceanus Drive Huntington Beach CA 92649
TREASURER		
SECRETARY		

Check the box to indicate an attachment ☐

9. The aggregate number of shares which it has authority to issue; itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

NUMBER OF SHARES	CLASS	SERIES	PAR VALUE OR STATE NO PAR VALUE
1100	Common	A	No Par
1900	Common	B	No Par

10. An estimate, as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located. (Note: Percentage obtained from worksheet.)

0 _____ %

11. An estimate, as a percentage, of the proportion of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year compared to the gross amount thereof which will be transacted by the corporation during the following year. (Note: Percentage obtained from worksheet.)

.02 _____ %

12. This application must be accompanied by a Certificate of Good Standing/Letter of Status from the state or country of formation dated within 60 days of the date of this filing.

13. Date when the Certificate of Authority will be effective: **CHECK ONE BOX ONLY**

☐ Date received (Upon filing)

☒ Later effective date (Date must be no more than 90 days from the date of filing) _____

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Type or Print Name of Authorized Officer

Date

Corinne Burton

11/17/2021

Signature of Authorized Officer of the Corporation

Corinne Burton

State of California

Secretary of State

CERTIFICATE OF STATUS

ENTITY NAME:

TEACHER CREATED MATERIALS, INC.

FILE NUMBER: C1209618
FORMATION DATE: 08/29/1983
TYPE: DOMESTIC CORPORATION
JURISDICTION: CALIFORNIA
STATUS: ACTIVE (GOOD STANDING)

I, SHIRLEY N. WEBER, PH.D. Secretary of State of the State of California hereby certify:

The entity is authorized to exercise all of its powers, rights and privileges in California.

This certificate relates to the status of the entity on the Secretary of State's records and does not reflect documents that are pending review or other events that may affect status.

No information is available from this office regarding the financial condition, status of licenses, if any, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of October 26, 2021.

Shirley N. Weber, Ph.D.
Secretary of State

1209618

FILED

In the office of the Secretary of State
of the State of California

AUG 29 1983

RECEIVED FOR THE SECRETARY OF STATE

Belinda V. Faust

By

Deputy

ARTICLES OF INCORPORATION
OF
TEACHER CREATED MATERIALS, INC.

I

The name of this corporation is TEACHER CREATED MATERIALS, INC.

II

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

The name and address in the State of California of this corporations' initial agent for service of process is:

Mary D. Smith
3441 Quickstep Circle
Huntington Beach, California 92649

IV

This corporation is authorized to issue only one class of shares of stock; and the total number of shares which this corporation is authorized to issue is One Thousand (1,000).

DATED: August 22, 1983

Mary D. Smith
Mary D. Smith

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.

Mary D. Smith
MARY D. SMITH



I hereby certify that the foregoing transcript of 1 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

OCT 26 2021 *SW*

A handwritten signature in cursive script, appearing to read "Shirley N. Weber".

SHIRLEY N. WEBER, Ph.D., Secretary of State

#1209618 A459962

FILED *JL*
In the office of the Secretary of State
of the State of California

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

APR 19 1995

Bill Jones
Secretary of State

Rachelle Coombs and Mary Smith certify that:

1. They are the President and Secretary, respectively, of Teacher Created Materials, Inc., a California corporation.
2. The Articles of Incorporation of the Corporation shall be amended and restated to read in full as follows:

"I

The name of the Corporation is:
Teacher Created Materials, Inc.

II

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California, other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

This Corporation is authorized to issue only one class of shares of stock which shall be designated as common stock; the total number of shares which the Corporation is authorized to issue is 2,000. The shares of Common Stock may be issued from time to time in two series, designated, respectively, Common Stock, of which the Corporation is authorized to issue 1,000 shares, and Series B Non-Voting Common Stock, of which the Corporation is authorized to issue 1,000 shares. The rights, preferences, privileges and restrictions of the Common Stock and the Series B Non-Voting Common Stock shall be equal and identical in all respects, except that, unless otherwise provided by law, the holders of shares of Common Stock shall have and possess the exclusive right to notice of shareholders' meetings and shall have exclusive voting rights and power and the holders of the Series B Non-Voting Common Stock shall not be entitled to notice of any shareholders' meetings or to vote upon the election of directors or upon any other matters.

IV

The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

V

The Corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) through bylaw provisions, agreements with agents, vote of shareholders or disinterested directors or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject only to the applicable limits set forth in Section 204 of the California Corporations Code with respect to actions for breach of duty to the Corporation and its shareholders."

3. The foregoing amendment and this Certificate have been duly approved by the Board of Directors of the Corporation.

4. The foregoing amendment has been duly approved by a majority of the shareholders of the Corporation in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of this Corporation is 1,000. The number of shares voting in favor of the amendment exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

DATED: 4-17, 1995


Rachelle Coombs, President


Mary Smith, Secretary



I hereby certify that the foregoing
transcript of 1 page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

OCT 26 2021 *for*

Shirley N. Weber

SHIRLEY N. WEBER, Ph.D., Secretary of State

FILED
In the office of the Secretary of State
of the State of California

AUG 16 2002

Bill Jones

BILL JONES, Secretary of State

**RESIGNATION OF AGENT UPON
WHOM PROCESS MAY BE SERVED**

Please take notice that the undersigned hereby resigns as agent upon whom process may be

served in California for C1209618
(Corporate Number)

TEACHER CREATED MATERIALS, INC.
(Corporate Name)

a corporation organized under the laws of the State of California

Richard E. Streza

(Typed or Printed Name of Agent Resigning)

Richard E. Streza

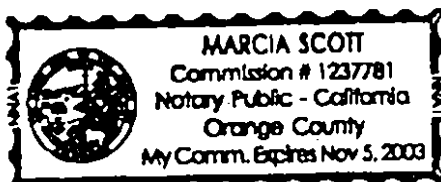
(Signature of Agent Resigning)

STATE OF CALIFORNIA

COUNTY OF ORANGE

On August 14, 2002 before me, Marcia Scott, Notary Public
(Date) (Notary Public)

personally appeared Richard E. Streza personally known to me ~~(or proved to me on the basis of satisfactory evidence)~~ to be the person whose name is subscribed to the within instrument and acknowledged to me that he ~~she~~ executed the same in his ~~her~~ authorized capacity, and that by his ~~her~~ signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.



WITNESS my hand and official seal.

Marcia Scott

(Signature of Notary Public)

EC/IRC/A

R0026568



I hereby certify that the foregoing transcript of _____ page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

OCT 26 2021 *SW*

A handwritten signature in cursive script, appearing to read "Shirley N. Weber".

SHIRLEY N. WEBER, Ph.D., Secretary of State



**Secretary of State
Business Programs Division**

Business Entities - Records, P.O. Box 944260, Sacramento, CA 94244-2600

Date: October 26, 2021

Employee Initials: BTB

RE: TEACHER CREATED MATERIALS, INC.

This is response to your request for information.

- ☒ A refund for overpayment in the amount of \$ 20.50 will be processed and mailed in approximately six to eight weeks. Note: Refunds cannot be applied to future requests.
- ☐ The 'not to exceed' or blank check submitted with your request has been completed in the amount of \$ _____.
- ☐ The California Secretary of State is not able to determine the intended purpose of the enclosed payment. Please provide the entity name, entity number and the reason you are submitting the payment. Enclosed please find the Business Entities Records – Information & Fees and Order Form.
- ☐ The payment received is insufficient to cover the cost of the order. The current cost of this order is \$ _____. You may resubmit your request with the appropriate fees.

For more information, go to www.sos.ca.gov/business/be/information-requests.htm.



State of Rhode Island

Department of State | Office of the Secretary of State

Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island,

hereby certify that this document, duly executed in accordance with the provisions

of Title 7 of the General Laws of Rhode Island, as amended, has been filed in this

office on this day:

December 06, 2021 03:01 PM

A handwritten signature in blue ink, reading "Nellie M. Gorbea". The signature is fluid and cursive.

Nellie M. Gorbea
Secretary of State

