

№9000007969

(Requestor's Name)

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(City/State/Zip/Phone #)

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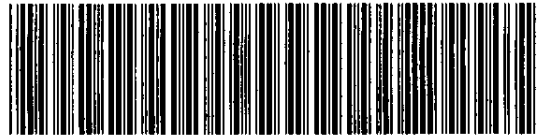
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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C.COULLETTE

DEC 31 2009

EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: NEW BEGINNINGS EDUCATIONAL ALLIANCE, INC.

DOCUMENT NUMBER: N09000007969

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Adrian McWilliams

(Name of Contact Person)

NEW BEGINNINGS EDUCATIONAL ALLIANCE, INC.

(Firm/ Company)

9142 Royal Gate Drive

(Address)

Windermere, FL 34786

(City/ State and Zip Code)

amcwilliams@daytonabeachcdc.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Adrian McWilliams

(Name of Contact Person)

at (321) 262-6993

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

\$35 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

\$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Amended + Restated
Articles of Amendment
to
Articles of Incorporation
of

NEW BEGINNINGS EDUCATIONAL ALLIANCE, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

N09000007969

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or " Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:
(Principal office address **MUST BE A STREET ADDRESS**)

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TALLAHASSEE, FLORIDA

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C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

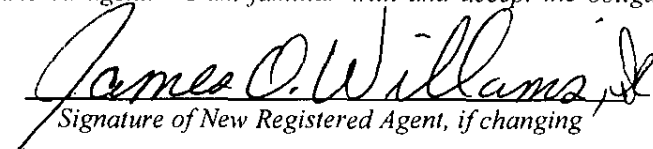
Name of New Registered Agent: James O. Williams

New Registered Office Address: 9142 Royal Gate Drive
(Florida street address)

Windermere, Florida 34786
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.


Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
<u>D</u>	<u>LIGHTNER, PATRICIA</u>	<u>35535 CALLA COURT</u> <u>LEESBURG FL 34788 US</u>	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
<u>D</u>	<u>Gilmore, Ella</u>	<u>333 W ELLA J GILMORE ST</u> <u>APOPKA FL 32703</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
<u> </u>	<u> </u>	<u> </u>	<input type="checkbox"/> Add <input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

See attached

The date of each amendment(s) adoption: December 15, 2009

Effective date if applicable: December 16, 2009
(date of adoption is required)
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated December 15, 2009

Signature 

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

James Williams
(Typed or printed name of person signing)

Chairman
(Title of person signing)

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NEW BEGINNINGS EDUCATIONAL ALLIANCE, INC.
A FLORIDA CORPORATION NOT FOR PROFIT**

These Amended and Restated Articles of Incorporation were approved by a majority of the Board of Directors on December 15, 2009.

**ARTICLE I
NAME AND ADDRESS**

The name of this Corporation shall be: **NEW BEGINNINGS EDUCATIONAL ALLIANCE, INC.** The principal office of the Corporation is located at 9142 Royal Gate Drive, Windermere, Florida 34786, and the mailing address is 9142 Royal Gate Drive, Windermere, Florida 34786.

**ARTICLE II
CORPORATE EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE III
CORPORATE PURPOSES**

The Corporation shall be a nonprofit, nonsectarian organization formed and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, which purposes shall be to promote education and to encourage, stimulate and promote the health and physical welfare of the youth in the State of Florida by teaching practicing and applying evidence based methods conducive to that end. The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code and to which deductible contributions may be made under Sections 170, 2055, or 2522 of the Internal Revenue Code, as applicable. No part of the assets or the net earnings of the Corporation shall inure to the benefit of any officer, director, member, or any other person. No substantial part of the activities of the Corporation shall be dedicated to attempting to influence legislation by propaganda or otherwise. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions on any subsequent federal tax laws. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its Regulations as then now exists or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and its Regulations as they now exist or as they hereafter be amended.

ARTICLE IV
CORPORATE POWERS

The Corporation shall have and exercise all powers accorded corporations not for profit under the laws of the State of Florida which are not in conflict with the Corporation's exempt purposes as provided in Article III above.

ARTICLE V
CAPITAL STOCK

The Corporation shall not have capital stock.

ARTICLE VI
MEMBERS

The Corporation shall have no voting members. The Board of Directors may authorize the establishment of nonvoting membership from time to time. The designation of one or more classes of membership, the qualifications and rights of the members of each class, and the manner of their admission to membership shall be regulated by the Bylaws of the Corporation.

ARTICLE VII
BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors, the number of which may be either increased or decreased from time to time as regulated by the Bylaws but shall consist of not fewer than three. The manner and method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Board of Directors shall have all the rights, powers, and privileges prescribed by law of directors of corporations for profit.

The Board of Directors of the Corporation shall consist of the three (3) members, as set forth below, who shall hold office for such terms as provided in the Bylaws of the Corporation and until their successors have been elected and qualified or until their earlier resignation, removal from office, inability to act, or death:

James O. Williams
9142 Royal Gate Drive
Windermere, FL 34786

Adrian McWilliams
P.O. Box 951975
Lake Mary, FL 32795

Ella Gilmore
333 W Ella J. Gilmore St
Apopka, FL 32703

ARTICLE VIII
AMENDMENTS

These Articles of Incorporation may be amended by the affirmative vote of at least three-fifths of the members of the Board of Directors present at any regular or special meeting provided proper notice of the changes to be made has been given and a quorum is present, or without a meeting if a consent in writing, signed by the number of Directors whose votes would be necessary to authorize such amendment at a meeting, is filed in the minutes of the Corporation. Within ten days after obtaining such authorization by written consent, notice summarizing the action shall be given to those Directors who have not consented in writing.

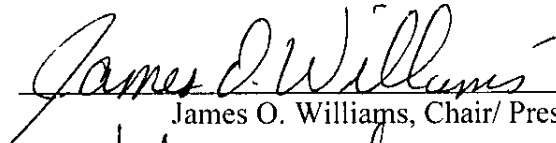
ARTICLE IX
DISSOLUTION

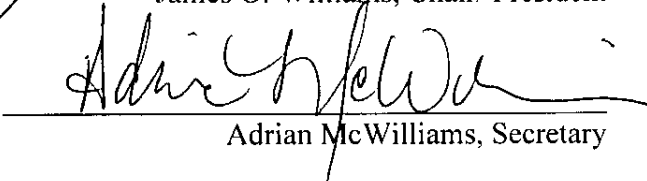
Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. None of the assets shall be distributed to any officer, director, or member of the Corporation, or any other person or organization not described in the preceding sentence.

ARTICLE X
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Registered Office of the Corporation is 9142 Royal Gate Drive, Windermere, Florida, 34786, and the name of the Registered Agent at such address is **JAMES O. WILLIAMS**.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Amended and Restated Articles of Incorporation on this 16 day of December, 2009.


James O. Williams, Chair/ President


Adrian McWilliams, Secretary