

N09000008046

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*Amended And
Restated Act/MR*

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LEARNING 1 TO 1, INC.
(a Not For Profit Corporation)**

Pursuant to Section 617.1007 of the Florida Not For Profit Corporation Act, Learning 1 to 1, Inc., a Florida not-for-profit corporation (the "Corporation"), certifies that:

1. The original Articles of Incorporation of the Corporation were filed on August 17, 2009. The Corporation's document number is N09000008046.
2. The Articles of Incorporation are hereby amended and restated in their entirety to read as follows:

ARTICLE I

NAME; PRINCIPAL OFFICE AND MAILING ADDRESS

The name of the corporation shall now be Learning One to One Foundation, Inc. (hereinafter, the "Corporation"). The principal office, street address, and mailing address of the Corporation is 2555 Collins Ave., #2010, Miami Beach, FL 33140.

ARTICLE II

PURPOSE

The Corporation is organized to operate exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

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ARTICLE IIIPOWERS

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized, to raise funds by any legal means for the encouragement of its purposes; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and shall have such other powers as are granted to corporations not for profit under Florida Statutes and case law.

ARTICLE IVLIMITATIONS

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, directors, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

B. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

C. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by (a) an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, and its regulations, as they now exist or as they may hereafter be amended, or (b) an organization,

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contributions to which are deductible under Section 170 (c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

D. In the event that the Corporation is deemed to be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, then:

1. The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

2. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

3. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

4. The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

5. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

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ARTICLE V

DISTRIBUTIONS OF SURPLUS ON LIQUIDATION

Upon the liquidation, dissolution or other discontinuance of the charitable activities and operations of the Corporation, no surplus remaining after payment of the just debts and liabilities of the Corporation shall be distributed to or amongst any members or directors of the Corporation, but after making provision for the payment of all of the just debts and liabilities of the Corporation, the remaining assets shall be distributed as selected by the Board of Directors, to such other organization or organizations as are exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any later federal tax laws, or to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of in accordance with the foregoing provisions shall be distributed by order of a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, to such organization or organizations, as such court shall determine, that are organized and operated exclusively for exempt purposes.

ARTICLE VI

MEMBERSHIP

The Corporation shall not have any voting members, as described in Section 617.0601, Florida Statutes.

ARTICLE VII

BOARD OF DIRECTORS

The number of members of the Board of Directors and the manner of their election shall be set forth in the Bylaws of the Corporation; provided, however, that the number of Directors shall not be

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fewer than three (3). All other matters concerning the Board of Directors shall be governed by the Bylaws of the Corporation.

ARTICLE VIII

OFFICERS

The Corporation shall have such officers as the Board of Directors shall determine, and the method of appointment and election of such officers shall be as specified in the Bylaws. All other matters concerning the officers shall be governed by the Bylaws of the Corporation.

ARTICLE IX

REGISTERED AGENT

The address of the registered office of the Corporation is 2555 Collins Ave., #2010, Miami Beach, FL 33140, and the name of the registered agent of the Corporation at that address is Erika T. Twani.

ARTICLE X

BY-LAWS

Bylaws are adopted, altered, amended or repealed by the Board of Directors and as provided in the Bylaws themselves. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE XI

AMENDMENTS

The Board of Directors may amend, alter, or repeal these Articles of Incorporation or any provisions thereof, and may adopt new Articles of Incorporation or provisions not inconsistent with any provisions of law, at any meeting of the Board of Directors at which a quorum is present, by the affirmative vote of a majority of the Directors, provided that any notice or waiver of notice of such

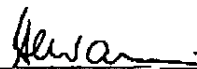
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meeting shall fairly summarize or set forth the proposed action with regard to the Articles of Incorporation. Alternatively, the Board of Directors may amend, alter, or repeal these Articles of Incorporation or any provisions thereof, and may adopt new Articles of Incorporation or provisions not inconsistent with any provisions of law by the unanimous written consent signed by all of the members of the Board of Directors and filed in the minutes of the proceedings of the Board of Directors.

3. There are no members entitled to vote on the foregoing Amended and Restated Articles of Incorporation. The Amended and Restated Articles of Incorporation were adopted by the Directors of the Corporation on the 17th day of Oct., 2011.

4. The effective date of the foregoing Amended and Restated Articles of Incorporation shall be the date of filing with the Florida Department of State, Division of Corporations.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of the 17th day of Oct., 2011.


By: Erika Twani
Vice President and Chief Executive Officer

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