

N140000009719

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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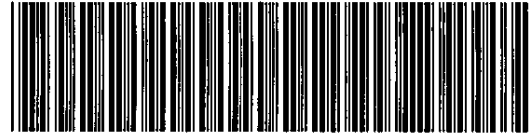
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CRm  
11-17-14

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: INTERNATIONAL CENTER FOR TEACHER VOICE AND ASPIRATIONS INC.

DOCUMENT NUMBER: N14000009719

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

Please return all correspondence concerning this matter to the following:

Michael J. Faehner, Esq.

(Name of Contact Person)

M Faehner Esq. LLC

(Firm/ Company)

600 Bypass Drive, Suite 100

(Address)

Clearwater, FL 33764

(City/ State and Zip Code)

mfaehner@mfaehner.com

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

For further information concerning this matter, please call:

Michael Faehner

(Name of Contact Person)

at 727 443 5190

(Area Code & Daytime Telephone Number)

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

- |   |  |   |  |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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

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Articles of Amendment  
to  
Articles of Incorporation  
of

INTERNATIONAL CENTER FOR TEACHER VOICE AND ASPIRATIONS INC.

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

N14000009719

(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:

n/a

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:

n/a

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

n/a

(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: n/a

(Florida street address)

New Registered Office Address:

n/a

(City)

, Florida

(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

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STATE

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)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	<u>See attached</u>	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change	_____	_____	_____
<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

Substantive  
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The date of each amendment(s) adoption: October 27, 2014, if other than the date this document was signed.

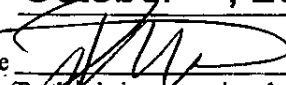
Effective date if applicable: October 27, 2014  
(no more than 90 days after amendment file date)

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 October 27, 2014

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)

Russ Quaglia

(Typed or printed name of person signing)

President

(Title of person signing)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
FOR  
INTERNATIONAL CENTER FOR  
TEACHER VOICE AND  
ASPIRATIONS, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**  
Name of Corporation

The name of this not-for-profit corporation shall be INTERNATIONAL CENTER FOR TEACHER VOICE AND ASPIRATIONS INC.

**ARTICLE II**  
Principal Office

The principal office and mailing address of the corporation is located at 1292 Milano Circle, Dunedin, FL 34698

**ARTICLE III**  
Purposes

The corporation shall be organized as a not-for-profit corporation under Chapter 617, Florida Statutes, incorporated on a non-stock basis. The corporation is to be formed exclusively for charitable, educational, and scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue law. Specifically, the corporation is dedicated to amplifying the voice of teachers in order for them to realize their aspirations and reach their fullest potential. This will be accomplished by promoting and embedding the principles of Self Worth, Engagement, and Purpose in the teaching profession and learning communities around the world. In furtherance of these purposes, the corporation may engage in any lawful act or activity for which corporations may be organized under the Florida Not-For-Profit Corporation Act.

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## ARTICLE IV

### Duration

The corporation shall have perpetual duration.

## ARTICLE V

### Powers

This corporation shall have all of the corporate powers enumerated as it may be amended from time to time and set forth in Chapter 617 of the Florida Statutes provided, however, that none of the powers granted to this corporation shall be used in any manner whatsoever in contravention of the purpose or purposes for which the corporation has been formed as set in Article III.

## ARTICLE VI

### Prohibited Acts

This corporation shall operate exclusively for charitable, educational, and scientific purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, in the course of which operation:

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers 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 herein.

**B. No substantial part of the activities of the corporation shall be 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 distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.**

C. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## ARTICLE VII

### Dissolution

The corporation may be dissolved with the assent given in writing and signed by not less than two thirds (2/3) of the voting membership. Upon dissolution of the corporation, the



Board of Directors, after paying or making provisions for the payment of all of the liabilities of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future Internal Revenue Code), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

### **ARTICLE VIII**

#### **Board of Directors and Officers**

The management of the affairs of this corporation is vested in its Board of Directors which shall consist of not less than three (3) members. All members of the Board shall be elected or appointed in the manner and for the terms prescribed in the Bylaws of the corporation, and shall hold office until their respective successors are duly elected or appointed. The Board of Directors, at its annual meeting, shall elect a President, Vice President, Secretary and a Treasurer, and such other officers and Directors as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the corporation, such officers to hold office at the pleasure of the Board or until their successors are duly elected and qualified. The officers of the corporation shall have such duties as may be specified by the Board or by the Bylaws of this corporation.

### **ARTICLE IX**

#### **Board of Directors and Officers**

The Board of Directors and its officers shall be comprised of the following individuals, each of whom is to hold office until the first election to be held under the provisions of the Articles or the provisions of the Bylaws:

Dr. Russell J. Quaglia, President  
1292 Milano Circle  
Dunedin, FL 34698

Dr. Lisa Kinnaman  
4519 North Stampede Way  
Meridian, ID 83646

Mr. Ray McNulty  
Dean, School of Education  
Southern New Hampshire University  
2500 N. River Road  
Hookset, NH 03106

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Ms. Lisa Shaw  
Corwin  
2455 Teller Road  
Thousand Oaks, CA 91320

Dr. Brian Connelly  
Quaglia Institute  
29 Falmouth Street  
Portland, ME 04103

Mr. Gavin Dykes  
20 Bandon Rise  
Wallington  
Surrey SM6 8PT  
United Kingdom

Dr. Peter DeWitt  
18 Davis Ave.  
Albany, NY 12203

## **ARTICLE X**

### **Bylaws**

The Bylaws of the corporation shall be adopted by the initial Board of Directors, as constituted under Article IX above, at the organizational meeting of the Board, and said Bylaws may thereafter be amended, by the affirmative vote of at least two thirds (2/3) of the Board of Directors present and voting.

## **ARTICLE XI**

### **Amendment of Articles of Incorporation**

These Articles of Incorporation may be amended by the affirmative vote of at least two thirds (2/3) of the Board of Directors of this corporation, present and voting, at any meeting of the Board of Directors called specifically for that purpose.

## **ARTICLE XII**

### **Registered Agent**

The name of the registered agent of this corporation is Michael J. Faehner, Esq. and is located at 600 Bypass Drive, Suite 100, Clearwater, FL 33764 in Pinellas County, Florida.

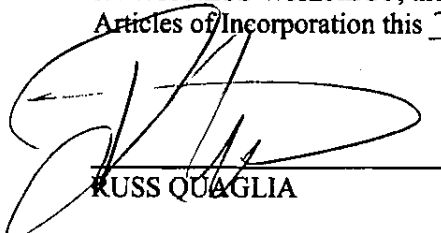
**ARTICLE XIII**  
Indemnification

The corporation shall indemnify any officer or Director, or any former officer or Director, to the fullest extent permitted by law.

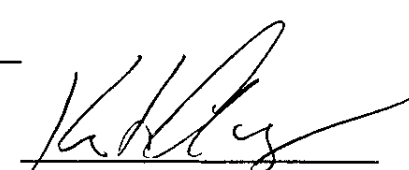
**ARTICLE XIV**  
Incorporators

The name and address of the incorporator is RUSS QUAGLIA, 1292 Milano Circle  
Dunedin, FL 34698

IN WITNESS WHEREOF, the undersigned incorporators have executed these Amended  
Articles of Incorporation this 27 day of October, 2014.

  
\_\_\_\_\_  
RUSS QUAGLIA

In the Presence Of:


  
\_\_\_\_\_  
Cali Quaglia

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14 OCT -9 PM 12:31  
CLERK OF DISTRICT COURT  
JANUARY 14 2015

**ACCEPTANCE OF DESIGNATION**  
**AS REGISTERED AGENT**

**ACKNOWLEDGMENT:**

Having been named to accept service of process for INTERNATIONAL CENTER FOR TEACHER VOICE AND ASPIRATIONS INC. at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.

  
Michael J. Faehner, Registered Agent

In the Presence Of:



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA