

723 113

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

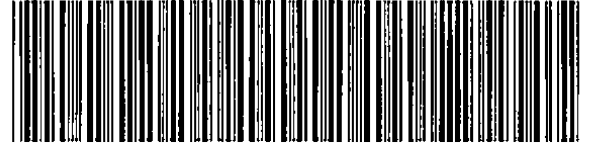
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



500331655365

07/11/19--01010--003 \*\*35.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2019 JUN 31 10 08 AM

FILED

AUG 1 2019

# BRADLEY | LEGAL GROUP P.A.

*Litigation – Intellectual Property – Entertainment – New Media – Mediation*

John F. Bradley, Esq.

*Admitted to Practice in Florida and Tennessee*

Caysee Kamenetsky, Esq.

*Admitted to Practice in Florida*

1217 E. Broward Boulevard  
Ft. Lauderdale, FL 33301  
P 954.523.6160  
www.bradlegal.com

*Of Counsel:*

Geoffrey Robinson, Esq.

Dan Polley, Esq.

July 8, 2019

Department of State  
Division of Corporations  
Corporate Filings Section  
P O Box 6327  
Tallahassee, FL. 32314

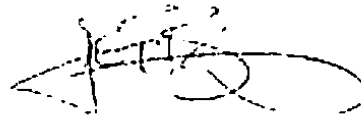
Re: *Learning Disabilities Association of Florida, Inc.*

Dear Sir or Madam:

Please find attached original executed and notarized Restated and Amended Articles of Incorporation for the above-referenced corporation for filing. Enclosed is a check in the amount of \$35.00 representing your fee for this filing.

If you require anything further, please do not hesitate to contact this office. Thanking you for your attention to this matter, I am

Sincerely yours,  
**Bradley Legal Group, P.A.**



John F. Bradley, Esq.

JB/tf  
Enclosures  
cc: client



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 19, 2019

BRADLEY LEGAL GROUP P.A.  
1217 E BROWARD BLVD  
FT LAUDERDALE, FL 33301

SUBJECT: LEARNING DISABILITIES ASSOCIATION OF FLORIDA, INC.  
Ref. Number: 723113

We have received your document for LEARNING DISABILITIES ASSOCIATION OF FLORIDA, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Tracy L Lemieux  
Regulatory Specialist II

Letter Number: 319A00014771

RESTATED AND AMENDED  
ARTICLES OF INCORPORATION  
OF

FILED

LEARNING DISABILITIES ASSOCIATION OF FLORIDA, INC.

2019 JUL 31 P 00 00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 617 of the Florida Statutes, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation.

**ARTICLE I**  
**NAME**

The name of this corporation is Learning Disabilities Association of Florida, Inc.

**ARTICLE II**  
**ARTICLES OF AMENDMENT**

The following Amendments to the Articles of Incorporation are hereby adopted and approved by a resolution approved by the Board of Directors on July 1, 2019. Members are not entitled to vote on the amendments.

**ARTICLE III**  
**PURPOSE**

The Corporation is organized to operate exclusively for charitable, scientific, literary or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation.

The purposes for which the Corporation is organized include but are not limited to promoting and supporting the education and general welfare of individuals with learning disabilities and their families. That purpose shall also allow the Corporation:

To acquire, own, purchase, lease, dispose of and deal with real and personal property and interests, either absolutely or in trust therein and to apply gifts, grants, bequests, and devises and the proceeds thereof in furtherance of the purposes of the organization: and

To do such things and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by Section 501(c)(3) of the code, with all powers conferred on nonprofit corporations under the laws of the State of Florida.

**ARTICLE IV**  
**POWERS**

The Corporation shall possess and exercise all the powers and privileges granted by Chapter 607 and 617 of the Florida Statutes as they now exist or as they may be hereafter amended, or by any

other law of Florida applicable in any manner to not for profit corporations limited only by the restrictions set forth in the Articles of Incorporation and in said Chapter 607 and 617 of the Florida Statutes.

No part of the net earnings of the Corporation shall ensure to the benefit of, or be distributable to its members, 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 in Article Three hereof.

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.

Upon the dissolution 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 corresponding section of any future federal tax 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.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by an corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or 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 corresponding section of any future federal tax code.

## **ARTICLE V**

### **NONSTOCK MEMBERSHIP CORPORATION**

The Corporation shall be organized as a nonstock membership corporation. Qualification for members and the manner of their admission to membership in the Corporation shall be as regulated by the Bylaws of the Corporation.

All corporate powers 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, except as may be otherwise provided in these articles of Incorporation or in the Bylaws of the Corporation, or as may be otherwise required by any of the provisions of chapters 607 or 617 of the Florida Statutes as they now exist or as they may be hereafter amended. The numbers of Directors shall be determined and fixed pursuant to the Bylaws of the Corporation but shall consist of at least three (3) persons. The manner in which the Directors shall be elected or appointed shall be set forth in the Bylaws.

**ARTICLE VI**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The registered office and Registered Agent of the Corporation is:

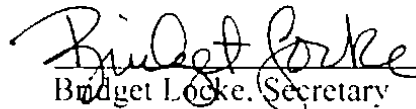
Kimberley Spire-Oh, Esq.  
2749 Exchange Court  
First Floor  
West Palm Beach, FL 33409 US

**ARTICLE VII**  
**BYLAWS**

The power to adopt, change, amend and repeal the Bylaws of the Corporation shall be vested solely in the Board of Directors of the Corporation.

**ARTICLE VIII**  
**TERM OF EXISTENCE**

This Corporation is to exist perpetually.

  
Bridget Locke, Secretary

STATE OF FLORIDA  
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared Bridget O. Locke

( ) to me personally known to be the person described herein and who executed the foregoing instrument and acknowledged under oath that she executed the same.

OR

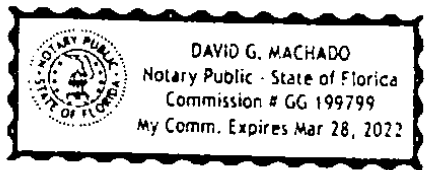
() who produced identification in the form of FL Driver License, and  
Acknowledged under oath before me that she executed the same.

WITNESS my hand and official seal in the County and State aforesaid this 3<sup>rd</sup> day of July 2019.

[Handwritten Signature]

Notary Public

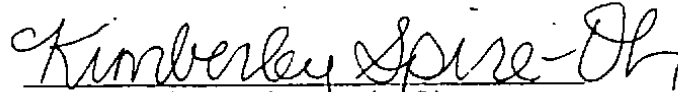
DAVID MACHADO  
Type/print Name of Notary



My Commission Expires: 03/28/2022

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, F.S.

  
Registered Agent's Signature