

1/8/2021

F11000002114

Florida Department of State
Division of Corporations
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To:

Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
EDCOA INC.**

Certificate of Status	0
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PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F11000002114

(Document number of corporation (if known))

1. EDCOA INC.

(Name of corporation as it appears on the records of the Department of State)

2. California

3. 05/18/2011

(Incorporated under laws of)

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 10/15/2020

5. CARRINGTON COLLEGE (CA), INC.

(Name of corporation after the amendment, adding suffix: "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction:

(New jurisdiction)

8. 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

(Florida street address)

New Registered Office Address:

Florida

(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

9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
<hr/>	<hr/>	<hr/>	Add
<hr/>	<hr/>	<hr/>	<input type="checkbox"/> Remove
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10. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.



(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Michael S. Abril

(Typed or printed name of person signing)

Secretary

(Title of person signing)

FILING FEE \$35.00

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Secretary of State
State of California

OCT 15 2020

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF****EDCOA, INC.**
A California corporation

The undersigned hereby certify that:

1. They are the Chief Executive Officer and Secretary, respectively, of EdCOA, Inc., a California corporation.
2. The Articles of Incorporation of this Corporation as previously amended are amended and restated to read as follows:

ARTICLE I - NAME

The name of this Corporation is:

Carrington College (CA), Inc.

ARTICLE II - PURPOSE

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.

ARTICLE III - CAPITAL STRUCTURE

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 hundred thousand (100,000).

ARTICLE IV - LIMITATION OF LIABILITY OF DIRECTORS

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

ARTICLES V. - INDEMNIFICATION OF AGENTS.

The Corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) for breach of duty to the Corporation and its shareholders through bylaw provisions or through agreements with the agents, or both, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject to the limits on such excess indemnification set forth in Section 204 of the California Corporations Code.

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STATE
SECRETARY OF STATE
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3. The foregoing Amended and Restated Articles of Incorporation has been duly approved by the Board of Directors.

4. The foregoing Amended and Restated Articles of Incorporation have been duly approved by the required vote of shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the Corporation is one hundred thousand (100,000). The number of shares voting in favor of the Amended and Restated Articles of Incorporation equaled or exceeded the vote required. The percentage vote required was more than fifty percent (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: July 22, 2020.


Michael D. Perry, Chief Executive Officer


Michael S. Abril, Secretary

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**CARRINGTON
COLLEGE®**

LETTER OF CONSENT TO USE OF NAME

October 13, 2020

To the Secretary of State of California:

Re: Consent to Use of Name

I, Michael S. Abril, the Secretary of Carrington College, Inc., a corporation organized and existing under the laws of the State of Arizona, hereby gives express consent to the use of the name Carrington College (CA), Inc. for amendment of the name of a duly organized corporation in the State of California. Consent to the use of the name is given to Michael S. Abril, the Secretary of EdCOA Inc. to amend the name of EdCOA Inc. to Carrington College (CA), Inc.

Carrington College, Inc., an Arizona corporation

By: Michael S. Abril

Name: Michael S. Abril

Its: Secretary