

F120000003007

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

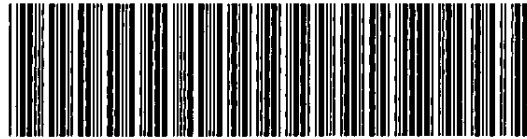
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

~~W12-35546~~

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07/02/12--01019--024 **87.50

FILED
12 JUL 18 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

114

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: EdVantages, Inc.
Name of Corporation – must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", or "Certificate of Good Standing" and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Patrick A. Sadowski
Name of Person

Eastman & Smith Ltd.
Firm/Company

510 South Main Street
Address

Findlay, Ohio 45840
City/State and Zip Code

pasadowski@eastmansmith.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Patrick A. Sadowski at (419) 424-5847
Name of Person Area Code & Daytime Telephone Number

MAILING ADDRESS:
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 3, 2012

PATRICK A. SADOWDKI
EASTMAN & SMITH LTD
510 SOUTH MAIN STREET
FINDLAY, OH 45840

SUBJECT: EDVANTAGES, INC.
Ref. Number: W12000035546

We have received your document for EDVANTAGES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of your corporation is not available in Florida. An out-of-state corporation whose name is not available must adopt an alternate corporate name for use in Florida. The alternate corporate name must contain "Incorporated," "Company," "Corporation," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp." Please enter the alternate corporate name in the space provided in number one of the application.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, and Inc.

Please return the corrected original and one copy of 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) 245-6052.

Valerie Herring
Regulatory Specialist II
New Filing Section

Letter Number: 512A00018046

APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA


IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

1. EdVantages Academies, Inc.
(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. Ohio 3. 26-0005260
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 8, 2002 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. N/A
(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S., to determine penalty liability.)
7. Edvantages, Inc., Two Easton Oval Drive, Ste. 526, Columbus, Ohio 43219
(Principal office address)
- Edvantages, Inc., Two Easton Oval Drive, Ste. 526, Columbus, Ohio 43219
(Current mailing address)
8. See Attached Exhibit A.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)
- Name: C T Corporation System
- Office Address: 1200 South Pine Island Road
- Plantation, Florida 33324
(City) (Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CT Corporation System


(Registered agent's signature)
Gil S. Apels, Asst. Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED
JUL 18 PM 2:00
CLERK OF STATE
TALLAHASSEE, FLORIDA

FILED

12 JUL 18 PM 2:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Clint Satow, do hereby certify
(Name)

that this Resolution of the Board of Directors of EdVantages

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Ohio,
was duly adopted on _____, 2012.

Be it resolved, that EdVantages,
(Corporate Name)

organized and existing in the State of Ohio, hereby adopts the name
EdVantages Academies, Inc. for use in Florida.

Dated: 7/12/12


Signature of either Chairman, Vice Chairman or any officer

Clint Satow

Type or print name

Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**RESOLUTION OF THE BOARD OF DIRECTORS
OF
EDVANTAGES**
(an Ohio non-profit corporation)

FILED

12 JUL 18 PM 2:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Columbus, Ohio
July 12, 2012

WHEREAS, in accordance with Article III, Sections 3.8 and 3.9, a telephonic meeting of the Board of Directors was held on the date set forth above.

WHEREAS, a quorum was present at said meeting.

WHEREAS, EdVantages, an Ohio non-profit Corporation, wishes to adopt the name EdVantages Academies, Inc. for use in the State of Florida.

NOW THEREFORE, EdVantages, an Ohio non-profit Corporation, hereby adopts the name EdVantages Academies, Inc. for use in the State of Florida.

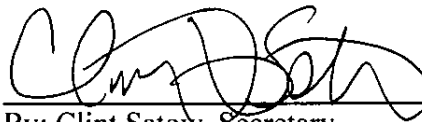
Motion was made by: Toby Pinkerton

Seconded by: Myrrha Satow

Discussion: Clint Satow discussed the issues raised by the Florida Secretary of State and the needed modification to the Florida trade name

Vote: Myrrha Satow, Chairman: Yea
Rob Shively, Vice-Chair: Yea
Toby Pinkerton, Treasurer: Yea
Clint Satow, Secretary: Yea
Kevin Kirby, Member: Absent
Mindy Hoffbauer: Absent

EdVantages



By: Clint Satow, Secretary

FILED

12 JUL 18 PM 2:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: See Attached Exhibit B.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Attached Exhibit B.

Address: _____

Vice President: _____

Address: _____


Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Myrrha Satow, CEO
(Typed or printed name and capacity of person signing application)

APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA
FOR
EDVANTAGES, INC.

EXHIBIT A

EdVantages, Inc. (the "Corporation") is organized and will be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) ("Code"). The Corporation will act exclusively as a supporting organization, as such term is defined by Code Section 509 (a)(3), of certain public and private Florida schools that qualify as organizations exempt from Federal income tax by reason of being described in Code Section 501(c)(3) and as public charities by reason of being described in Code Section 509(a)(1) or (2) ("Supported Schools"). Specifically, the Corporation's purposes may include:

(1) providing the Supported Schools with the personnel, equipment, supplies, facilities, fiscal services, administrative services and technical assistance needed to support their educational mission;

(2) undertaking any other activity that will advance the efficient and effective operation of the Supported Schools;

(3) making distributions to the Supported Schools;

(4) soliciting, receiving, holding and applying funds, gifts, bequests and endowments or the process thereof to any of the purposes herein described; and

(5) engaging in any other lawful activity that may be conducted by a Florida nonprofit public benefit corporation that qualifies as exempt from Federal income tax by reason of being described in Code Section 501(c)(3) and as a public charity by reason of being described in Code Section 509(a)(3).

No part of the net earnings of the Corporation shall inure 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 hereinabove. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or not permitted to be carried on by a supporting organization, as such term is defined by Code Section 509(a)(3).

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all of the assets (or proceeds from the sale thereof) of the Corporation exclusively in furtherance of the purposes of the Corporation to one or more entities organized and operated exclusively for educational and/or charitable purposes which qualify as exempt organizations under Code Section 501(c)(3) (or the corresponding provision of any future United States Internal Revenue law) including without limitation one or more of the Supported Schools. Any such assets not disposed of in accordance with the foregoing shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes, as said court shall determine.

APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

FOR
EDVANTAGES, INC.

FILED
12 JUL 18 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT B

1. Director/Officer: CEO – Myrrha Satow – 4137 Sudbrook Sq. E New Albany OH 43054
2. Director/Officer: COO – Clint Satow – 4137 Sudbrook Sq. E New Albany OH 43054
3. Director/Officer: Treasurer – Toby Pinkerton – 1275 Westbrook Rd. Dayton OH 45415
4. Director: Robert Shively – 816 Maplecrest Dr. Troy OH 45373
5. Director: Kevin Kirby – 1523 Meriline Ave. Dayton 45410
6. Director: Mindy Hoffbauer – 956 Mead Rd. Bellbrook OH 45305

**United States of America
State of Ohio
Office of the Secretary of State**

FILED

12 JUL 18 PM 2:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show EDVANTAGES, an Ohio not for profit corporation, Charter No. 1286984, having its principal location in Trotwood, County of Montgomery, was incorporated on January 08, 2002 and is currently in GOOD STANDING upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 23rd day of May, A.D. 2012*

Jon Husted

Ohio Secretary of State