

L01000016762

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

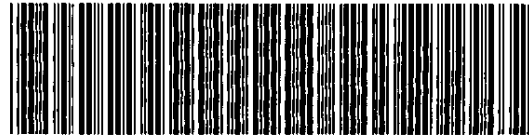
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10 SEP 27 PM 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. MCLEOD

SEP 28 2010

EXAMINER

CARLTON FIELDS

ATTORNEYS AT LAW

ATLANTA
MIAMI
ORLANDO
ST. PETERSBURG
TALLAHASSEE
TAMPA
WEST PALM BEACH

Kenneth R. Uncapher
407.244.8254 direct
kuncapher@carltonfields.com

CNL Center at City Commons
450 S. Orange Avenue, Suite 500
Orlando, Florida 32801-3336
P.O. Box 1171
Orlando, Florida 32802-1171

407.849.0300
407.648.9099 fax
www.carltonfields.com

September 24, 2010

Florida Department of State
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

VIA FEDERAL EXPRESS

Re: The Kimball Companies, LLC
Our File No. 00576-52531

Dear Sir/Madam:

Enclosed please find the following:

1. Articles of Dissolution for A+ Tutor U, LLC (**please file first, and please note the Affidavit authorizing Learning Centers of Central Florida, LLC to use the name**)
2. Articles of Amendment for Learning Centers of Central Florida, LLC.

I have enclosed our check in the amount of \$50.00 for your fee.

Very truly yours,

Kenneth R. Uncapher / bb
Kenneth R. Uncapher

KRU/bb
Enclosures

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Learning Centers of Central Florida, LLC
Name of Limited Liability Company

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kenneth R. Uncapher

Name of Person

Carlton Fields, P.A.

Firm/Company

450 S. Orange Ave., Suite 500

Address

Orlando, FL 32801

City/State and Zip Code

kuncapher@carltonfields.com

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

For further information concerning this matter, please call:

Kenneth R. Uncapher

Name of Person

at (407)

849-0300

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$25.00 Filing Fee

☐ \$30.00 Filing Fee &
Certificate of Status

☐ \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☐ \$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

Learning Centers of Central Florida, LLC

(Name of the Limited Liability Company as it now appears on our records.)

(A Florida Limited Liability Company)

The Articles of Organization for this Limited Liability Company were filed on 10-1-2001 and assigned Florida document number L01000016762.

This amendment is submitted to amend the following:

A. If amending name, enter the new name of the limited liability company here:

A+ Tutor U, LLC

The new name must be distinguishable and end with the words "Limited Liability Company," the designation "LLC" or the abbreviation "L.L.C."

Enter new principal offices address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

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10 SEP 27 PM 4:31
CLERK OF STATE
TALLAHASSEE, FLORIDA

B. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent:

New Registered Office Address:

Enter Florida street address

_____, Florida

City

Zip Code

New Registered Agent's Signature, if changing Registered Agent:

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 as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

If Changing Registered Agent, Signature of New Registered Agent

If amending the Managers or Managing Members on our records, enter the title, name, and address of each Manager or Managing Member being added or removed from our records:

MGR = Manager

MGRM = Managing Member

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

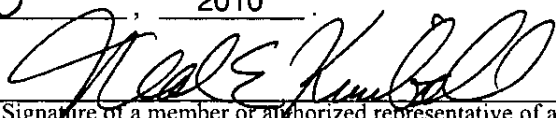
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

D. If amending any other information, enter change(s) here: *(Attach additional sheets, if necessary.)*

Dated September 23, 2010



Signature of a member or authorized representative of a member

Neal Kimball

Typed or printed name of signee

CONSENT OF THE MEMBERS OF
LEARNING CENTERS OF CENTRAL FLORIDA, LLC
TO ACTION IN LIEU OF A SPECIAL MEETING OF
THE MEMBERS OF LEARNING CENTERS OF CENTRAL FLORIDA, LLC

The undersigned being all the Members of LEARNING CENTERS OF CENTRAL FLORIDA, LLC (hereinafter referred to as the "Company") hereby consent to, authorize, adopt, and approve the following corporate actions and resolutions by written consent in lieu of a special meeting of the Members of the Company pursuant to Florida Statutes:

RESOLVED, that, the name of the Company be changed to **A+ TUTOR U, LLC** once A+ Tutor U, LLC has been dissolved and the name "A+ Tutor U, LLC subsequently becomes available;

FURTHER RESOLVED, that Manager of the Company is hereby authorized to file the Articles of Amendment with the Florida Secretary of State in the form attached hereto as Exhibit A, which form is hereby approved;

FURTHER RESOLVED, that the Manager of the Company is hereby authorized, empowered and directed for, in the name and on behalf of the Company, to do all such acts and things and to execute such documents, agreements, and certificates in the name of and on behalf of the Company, and to deliver or file such documents, agreements and certificates when executed, and to take all such other action, with any such person, as is necessary to effectuate the foregoing resolutions, and to pay all fees, expenses and charges as they, or any of them, may deem necessary, proper or advisable to effectuate the foregoing resolution and the full intent and purposes thereof, and to the extent previously executed and delivered and paid, any such act, action, payment, execution or delivery shall be and hereby is ratified and affirmed.

Dated this 23 day of September, 2010.

LEARNING CENTERS OF CENTRAL
FLORIDA, LLC

By: 

Neal Kimball, Managing Member