

L08000026106

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

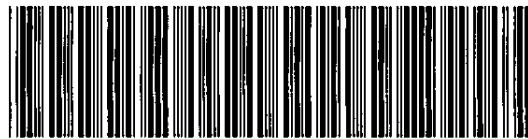
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000132064950

07/09/08--01004--004 **60.00

RECEIVED
08 JUL - 9 AM 9:30
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
08 JUL - 9 AM 10:45
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

JUL - 9 2008

EXAMINER

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Oldsmar Learning
Center LLC

FILED
08 JUL -9 AM 10:45
TALLAHASSEE, FLORIDA

- ___ Art of Inc. File
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ___ L.C. File
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ___ Merger File
- ___ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ✓ ___ Cert. Copy
- ___ Photo Copy
- ___ Certificate of Good Standing
- ✓ ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval

Signature

Requested by: *Seh*

Name

Date

Time

7/9 9:00

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

Oldsmar Learning Center, LLC
(Name of the Limited Liability Company as it now appears on our records.)
(A Florida Limited Liability Company)

FILED
08 JUL -9 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Organization for this Limited Liability Company were filed on March 12, 2008 and assigned
Florida document number 108000026106

This amendment is submitted to amend the following:

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

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)

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:

Jean F. Nicholas

New Registered Office Address:

504 St Petersburg Drive, E
(Enter Florida street address)

Oldsmar, Florida 34677
(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.

Jean F. Nicholas
(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

Title	Name	Address	Type of Action
MGRM	Jean F Nicholas	504 St Petersburg Dr. E Oldsmar, FL 34617	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
MGR	Carmen S. Harp	1133 Bramblebrush St Tampa, FL 33626	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
MGRM	John A. Harp	1133 Bramblebrush St Tampa, FL 33626	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
MGRM	Laura L Delgado	2413 Phillippe Pkwy Safety Harbor, FL 34695	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
MGRM	Jacqueline K. White	504 St Petersburg Dr. E Oldsmar, FL 34617	<input checked="" 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.)

See attached amended and
restated Articles of Organization.

Dated:

July 3, 2008

Laura Delgado
Signature of a member or authorized representative of a member

Laura Delgado
Typed or printed name of signer

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
OLDSMAR LEARNING CENTER, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and restates the following Articles of Organization.

ARTICLE 1 – NAME

The name of the limited liability company shall be **OLDSMAR LEARNING CENTER, LLC**, ("Company").

ARTICLE 2 – ADDRESS

The principal place of business of the Company in Florida shall be 504 St. Petersburg Drive, Oldsmar, FL 34677 and the mailing address shall be the same.

ARTICLE 3 – EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 4 – DURATION

Subject to the provisions of Article 9, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE 5 – PURPOSES AND POWERS

The general purpose for which the Company is organized is to transact any lawful business for which a limited Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE 6 – REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the registered agent of this company is Jean F. Nicholas.

ARTICLE 7 – ADMISSION OF NEW MEMBERS

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE 8 – TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.

ARTICLE 9 – NAME

The Company shall be managed by a manager or manager(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names of all such manager(s) who is/are to serve as manager(s) is/are:

Operating Manager: Jean F. Nicholas

Secretary: Jean F. Nicholas

Whose address shall be the same as the principal office of the Company.

ARTICLE 10 – INDEMNIFICATION

The Company shall indemnify managers and officers of the Company who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the manager or officer was a party because the manager or officer is or was a manager or officer of the Company against reasonable attorney fees and expenses incurred by the manager or officer in connection with the proceeding. The Company may indemnify an individual made a party to a proceeding because the individual is or was a manager, officer, employee or agent of the company against liability if authorized in the specific case after determination, in the manner required by the member(s), that indemnification of the manager, officer, employee or agent, as the case may be, is permissible in the circumstances because the manager, officer, employee or agent has met the standard of conduct set forth by the member(s). The indemnification and advancement of attorney fees and expenses for managers, officers, employees and agents of the Company shall apply when such persons are serving at the Company's request while a manager, officer, employee or agent of the Company, as the case may be, as a manager, officer, employee or agent of another foreign or domestic Company, partnership, joint venture, trust employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Company. The Company also may pay for or reimburse the reasonable attorney fees and expenses incurred by a manager, officer, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding. The Company also may purchase and maintain insurance on behalf of the proceeding. The Company also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a manager, officer, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding. The Company also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a manager, officer, employee or agent of the Company, whether or not the Company would have power to indemnify the individual against the same liability under the law. All references in these Articles of Organization are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a manager, officer, employee or agent of the Company or the ability of the Company otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Organization to "manager", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.