

L14000150679

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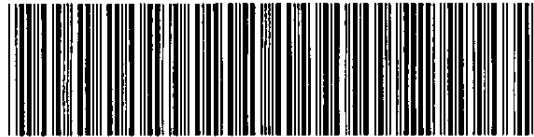
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D. BRUCE

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 101962 5011226

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ 25.00

ORDER DATE : April 13, 2016

ORDER TIME : 3:14 PM

ORDER NO. : 101962-005

CUSTOMER NO: 5011226

DOMESTIC AMENDMENT FILING

NAME: PAXEN LEARNING SERVICES, LLC

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Melissa Zender -- EXT# 62956

EXAMINER'S INITIALS: _____

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
PAXEN LEARNING SERVICES, LLC**

PAXEN LEARNING SERVICES, LLC (the "Company"), a Florida limited liability company, filed its original Articles of Organization with the Florida Department of State on September 25, 2014 (the "Original Articles"), with an effective date of November 20, 1984, and was assigned document number L14000150679. These Amended and Restated Articles of Organization were duly adopted by the Company and were prepared in accordance with Section 605.0202, *Florida Statutes*.

**ARTICLE I
NAME**

The name of the Company is: PAXEN LEARNING SERVICES, LLC.

**ARTICLE II
COMPANY'S PRINCIPAL OFFICE AND MAILING ADDRESS**

The Company's principal office and its mailing address is: 100 Starcrest Drive,
Clearwater, Florida 33765.

**ARTICLE III
SOLE MEMBER; TAX CLASSIFICATION**

At all times after January 31, 2015, the Company shall have one (1) member, and for federal income tax purposes, the Company's sole member shall be (whether through direct or indirect ownership) an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). As of the date hereof, the Company is wholly-owned by PAXEN, LLC, a Florida limited liability company. PAXEN, LLC is wholly-owned by

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ECKERD YOUTH ALTERNATIVES, INC. ("Eckerd"), a Florida non-profit corporation and an organization described in Section 501(c)(3) of the Code.

For federal income tax purposes, (a) PAXEN, LLC has elected to be treated as a "disregarded entity," and as such, Eckerd is considered to be the sole member of the Company for such purposes, and (b) the Company has also elected to be treated as a "disregarded entity," and as such, the Company is considered to be a branch or division of Eckerd for such purposes.

ARTICLE IV PURPOSES

At all times after January 31, 2015, the purposes for which the Company is organized shall be:

- (a) In particular, to operate for the exclusive benefit of Eckerd, the Company's sole member, for and in furtherance of Eckerd's tax exempt purposes resulting from it being an organization described in Section 501(c)(3) of the Code and the regulations promulgated thereunder.
- (b) In general, and in furtherance thereof, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the Company to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing the foregoing tax exempt purposes of the Company.

At all times after January 31, 2015, the purposes for which this Company is organized shall be limited to those which are strictly charitable. During such time, this Company shall not engage in any activity which would be contrary to the purposes and activities: (i) permitted to be engaged in by any organization described in Section 501(c)(3) of the Code and the regulations promulgated thereunder; or (ii) of an organization or entity, the contributions to which are deductible under Section 170(c)(2) of the Code and the regulations promulgated thereunder.

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At all times after January 31, 2015, the Company shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda, nor shall the Company participate in or intervene in (including the publishing or distributing of statements involving) any political campaign on behalf of any candidate for public office, nor shall the Company engage in subversive activities.

At all times after January 31, 2015, the Company shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Code and the regulations promulgated thereunder.

At all times after January 31, 2015, no compensation or other remuneration shall be paid to any officer, manager, creator or organizer of the Company or substantial contributor to it, as such, except as a reasonable allowance for services actually rendered to or for the Company, or as a reimbursement for reasonable expenses incurred in support of the Company.

At all times after January 31, 2015, the Company shall serve public interests, and as such, shall not be operated for the benefit of private interests.

ARTICLE V POWERS

The Company shall have all the powers granted to limited liability companies under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the Company is organized. Notwithstanding the foregoing, during such time as the Company is owned, directly or indirectly, by Eckerd, the Company shall not have, nor shall it exercise, any power which would cause Eckerd to not qualify as a tax-exempt organization described in Section 501(c)(3) of the Code and the regulations promulgated thereunder, and further, the Company shall not engage, directly or indirectly, in any activity which would cause the loss of such qualification by Eckerd. Additionally, at all times after January 31, 2015, no

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part of the assets or the net earnings, current or accumulated, of the Company shall inure to the benefit of any private individual.

ARTICLE VI
TERM OF EXISTENCE

The Company shall have perpetual existence.

ARTICLE VII
MANAGEMENT

The Company is to be managed by one or more Managers, elected and/or appointed by its sole Member, and is, therefore, a "manager-managed" limited liability company.

ARTICLE VIII
MANAGERS; OFFICERS

The Company shall have three (3) Managers. The number of Managers may be either increased or decreased from time to time by action of the Company's sole Member, taken in accordance with the terms of the Company's Operating Agreement, but the number of Managers in existence at any time shall never be less than one (1).

The names and addresses of the current Managers of the Company are as follows:

<u>Name</u>	<u>Street Address</u>
David Dennis	100 Starcrest Drive Clearwater, Florida 33765
Randall W. Luecke	100 Starcrest Drive Clearwater, Florida 33765
Ron Zychowski	100 Starcrest Drive Clearwater, Florida 33765

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The Company's Operating Agreement provides that the Managers have the right (but not the obligation) to appoint officers to carry out the day-to-day management of the Company, on behalf and at the direction of the Managers. The Company's Operating Agreement further provides that such officers may consist of a president (executive director), a secretary, a treasurer and such other officers and assistant officers and agents as may be deemed necessary or desirable by the Managers from time to time. The names, titles and addresses of the current officers of the Company, as appointed by the Managers, are as follows:

<u>Name</u>	<u>Title / Office</u>	<u>Street Address</u>
Richard Semancik	Executive Director	100 Starcrest Drive Clearwater, Florida 33765
Randall W. Luecke	Treasurer	100 Starcrest Drive Clearwater, Florida 33765
Ron Zychowski	Laura Hunt	100 Starcrest Drive Clearwater, Florida 33765

Any officer or agent elected or appointed by the Managers may be removed by the Managers at any time with or without cause.

ARTICLE IX OPERATING AGREEMENT

The Company's Operating Agreement has been approved by resolution adopted by the Company's sole member, and may thereafter be altered, amended, repealed or rescinded from time to time by resolution adopted by the Company's sole member.

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ARTICLE X
AMENDMENTS TO THE ARTICLES OF ORGANIZATION

Any provision contained in these Amended and Restated Articles of Organization may be amended, altered or rescinded at any time or from time to time by: (i) resolution adopted by the Company's sole member, or (ii) any other manner provided by applicable law.

ARTICLE XI
DISSOLUTION

The Company may be liquidated or dissolved by: (i) resolution adopted by the Company's sole member, or (ii) any other manner provided by applicable law. Upon the liquidation or dissolution of the Company, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Company, shall be distributed to, and only to, the Company's sole member which is then an organization exempt from federal income taxation pursuant to Section 501(c)(3) of the Code. In no event may any part of the Company's assets or its net earnings, current or accumulated, inure to the benefit of a private individual in connection with the Company's liquidation or dissolution.

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ARTICLE XII
REGISTERED OFFICE AND AGENT

The name of the Company's registered agent and the street address of the Company's registered office are as follows:

Randall W. Luecke
100 Starcrest Drive
Clearwater, Florida 33765

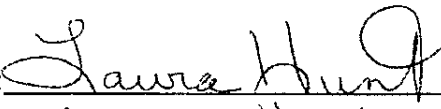
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, the undersigned hereby accepts this appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the undersigned's position as registered agent as provided for in Chapter 605, Florida Statutes.



REGISTERED AGENT'S SIGNATURE

IN WITNESS WHEREOF, in its capacity as the Company's sole member, the undersigned hereby executes these Amended and Restated Articles of Organization of PAXEN LEARNING SERVICES, LLC, effective as of the 27 day of March, 2015.

PAXEN, LLC,
a Florida limited liability company

By: 
Name: Laura Hunt
Title: Secretary

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