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TRANSMITTAL LETTER

FILED

01 JUL 12 PM 4:09

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

SUBJECT: PROGRESSIVE C. LEARNING CENTER, INC.

Enclosed are an original and one (1) copy of the Amended Articles of Incorporation  
and a check for:

(\$35.00 Filing Fee and Certificate \$ 8.75) \$43.75

100004471061--3  
-07/12/01--01032--004  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

FROM: ROSALIE JENKINS  
5347 SW 25<sup>TH</sup> STREET  
HOLLYWOOD, FL 33023

Amend  
7-12-01  
PHS

**ARTICLES OF AMENDMENT**  
**Of**  
**PROGRESSIVE C. LEARNING CENER, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to provisions of section 617,1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

**FIRST:**

**ARTICLE II**

**(Address of Corporation)**

The principal place of business and mailing address of this corporation shall be 5347 SW 25<sup>TH</sup> Street, Hollywood, Fl. 33023 and at such other points or places in the State of Florida, and in the United States and foreign countries as may, from time to time, be authorized by the Board of Directors.

**ARTICLE III**  
**Subscribers**

The name and residence address of the subscriber of this corporation is as follows:

Rosalie Jenkins      5347 SW 25<sup>th</sup> Street, Hollywood, Florida 33023

**ARTICLE IV**  
**(Not for Profit)**

The corporation is a corporation not-for-profit as defined in Chapter 617, Florida Statutes, in that it is not formed for pecuniary profit and no part of the income or assets of the Corporation is distributed to or for the benefit of its Members, Directors or Officers, except to the extent permissible under the law and under Section 501( c ) (3 ) of the United States Internal Revenue Code of 1986.

**ARTICLE V**  
**(Registered Office and Agent)**

The street address of the Registered Office of the Corporation is 5347 SW 25<sup>th</sup> Street, Hollywood, Florida and the name of its Registered Agent at that address Rosalie Jenkins.

**ARTICLE VI**  
**(Purposes)**

The Corporation is organized and shall be operated exclusively for Charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Solely for the above purposes, but not by way of limitation, the Corporation is empowered to:

SECTION I: Exercise all the powers conferred by law upon corporations not for profit, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitations as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

**ARTICLE VII**  
**(Qualifications and Limitations)**

SECTION I: No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its Members, Trustees or Officers, 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 in Article VI hereof.

SECTION II: 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a ) by a corporation exempt from federal income tax under section 501( C)(3 ) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170( c)(2 ) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

SECTION III: The territory in which the Corporation's operations are principally to be conducted is the United States of America; the Corporation also may conduct operations in foreign countries, subject, however, to the laws of the State of Florida.

SECTION IV: Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501( c ) (3) of the Internal Revenue Code, or the corresponding provisions of any future federal tax code, as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE VIII**

### **(Member)**

The Corporation shall have voting members who shall be elected (and may be removed) by the voting members and shall have all the rights and privileges of members of the Corporation. The bylaws may provide for one or more classes of voting members. The bylaws may also provide for nonvoting members of one or more classes. Voting members and nonvoting members shall be admitted in such a manner and shall have such rights and privileges as are set forth in the bylaws of the Corporation. The members shall not be personally liable for the debts of the corporation

**ARTICLE IX**  
**(Directors)**

The management of the Corporation shall be vested in a Board of Directors. The number of persons constituting the present Board of Directors is 4(four) the number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less three (3) persons. The voting members of the Corporation shall elect the members of the Board of Directors, in accordance with the provisions set forth in the bylaws of the Corporation. The Board of Directors shall have the power to make, alter, amend, and rescind the corporation bylaws. The name and address of each present member of the Board of Directors of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Rosalie Jenkins	5347 SW 25 <sup>th</sup> Street, Hollywood, Fl 33023
Mamie Jenkins	1731 36 Terr. Ft. Lauderdale, Fl 33311
Alton G. Baldwin, Sr.	P.O. Box 4426, Hollywood, Fl 33083
Gale Taylor	101 SW 29 Ave. Ft Lauderdale Fl 333

**ARTICLE X**  
**(Officers)**

The Corporation shall have the officers described in its articles of incorporation or its bylaws who shall be elected or appointed at such time and for such terms as is provided in the articles of incorporation or the bylaws. In the absence of any such provisions, all officers shall be elected or appointed by the Board of Directors annually. A duly appointed officer may appoint one or more officers or assistant officers if authorized by the bylaws or Board of Directors. The bylaws or the Board of Directors shall delegate to one of the officer's responsibility for preparing minutes of the directors' and members' meetings and for authenticating records of the corporation. The same individual may simultaneously hold more than one office in the corporation.

**ARTICLE XI**  
**(Bylaws)**

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

**ARTICLE XII**  
**(Indemnification)**

The Corporation shall indemnify its Directors, Officers, employees, and agents in accordance with the Bylaws of the Corporation.

**ARTICLE XIII**  
**(Amendment)**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors, and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law, provided that any amendment will not adversely affect the status of the corporation as an organization qualifying under 501(c) (3 ) of the Internal Revenue Cod

**ARTICLE XIV**  
**(Duration)**

This duration (term) of the Corporation is perpetual.

IN WITNESS WHEREOF, the undersigned incorporate has hereunto set his hand and seal at Hollywood, State of Florida this 1<sup>st</sup> day of November, 1999.

  
ROSALIE JENKINS

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STATE OF FLORIDA )

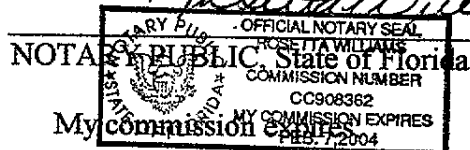
SS

COUNTY OF BROWARD )

**BEFORE ME**, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared, ROSALIE JENKINS, known personally to me and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledge before me that he executed those Articles of Incorporation.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 1<sup>ST</sup> day of NOVEMBER 1999

SEAL)



**ACCEPTANCE BY REGISTERED AGENT**

I hereby accept designation as Registered Agent of the above named corporation.

*Rosalie Jenkins*  
ROSALIE JENKINS

**SECOND:** The date of adoption of the amendments was: **JULY 01, 2001**

**THIRD:** Adoption of Amendment:

The amendments were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

**PROGRESSIVE C. LEARNING ENTER, INC.**

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**Corporation Name**

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**Signature of Chairman, Vice Chairman, President or other officer**

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**ROSALIE JENKINS**

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**Typed or printed name**

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**PRESIDENT**

**JULY 01, 2001**

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**Title**

**Date**