

N02000003525

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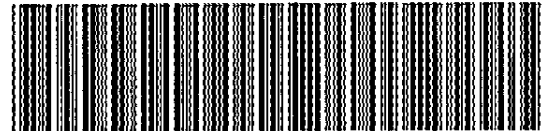
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

06 JAN 18 AM 11:42

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Functional Illiteracy Research and Education, Inc.

DOCUMENT NUMBER: N02000003525

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Fenna E. Bacchus, President

(Name of Contact Person)

Functional Illiteracy Research and Education, Inc.

(Firm/ Company)

544 Walnut Street

(Address)

Altamonte Springs, Florida 32714-2329

(City/ State and Zip Code)

For further information concerning this matter, please call:

Fenna E. Bacchus, President

(Name of Contact Person)

at (407) 774-6542

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32399



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 4, 2006

FENNA E BACCHUS
544 WALNUT ST
ALTAMONTE SPRINGS, FL 32714-2329

SUBJECT: FUNCTIONAL ILLITERACY RESEARCH AND EDUCATION, INC.
Ref. Number: N02000003525

We have received your document for FUNCTIONAL ILLITERACY RESEARCH AND EDUCATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Amended and Restated Articles of Incorporation.

Not Articles of Incorporation.

✓ Please return 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) 245-6927.

Tracy Smith
Document Specialist

Letter Number: 006A00000274

RECEIVED
06 JAN 18 AM 8:00
DIVISION OF CORPORATIONS

Copy

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FUNCTIONAL ILLITERACY RESEARCH AND EDUCATION, INC.

FILED
06 JAN 18 AM 11:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, incorporator of this Corporation under the provisions of Chapter 617, the Corporations Not For Profit Act, of the Statutes of the State of Florida, and authorized by majority vote of the Governing Members of this Corporation, adopts the following Articles of Incorporation for this Corporation.

ARTICLE I - NAME

The name of this Corporation, hereinafter referred to as the "Corporation" is
FUNCTIONAL ILLITERACY RESEARCH AND EDUCATION, INC.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office, and the mailing address, of this Corporation is
544 Walnut Street, Altamonte Springs, Florida 32714-2329.

ARTICLE III - PURPOSES, RIGHTS AND RESTRICTIONS

Within the meaning, rights, restrictions and obligations of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code, this Corporation is organized exclusively for charitable, educational, literary, scientific, and religious 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 corresponding section of any future federal tax code. This Corporation may receive and administer funds for charitable, educational, literary, scientific, and religious purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end, this Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the Directors, will best promote the purposes of this Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of this Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its Directors, Officers or Governing Members or to the benefit of any private individual, except as permitted under the Florida Corporations Not For Profit Act and Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of this Corporation shall inure to the benefit of any Governing Member, Trustee, Director, Officer of this Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for this Corporation affecting one or more of its purposes. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and this 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, this Corporation will not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provision of these articles, this Corporation may undertake any activity allowed a not-for-profit corporation under the provisions of Chapter 617, the Corporations Not For Profit Act, of the Statutes of the State of Florida, and under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended.

ARTICLE IV – DISSOLUTION

No Governing Member, Director, Officer of this Corporation, or any private individual shall be entitled to receive or share in the distribution of any of the Corporate assets on dissolution of this Corporation. In the event of the dissolution of this Corporation upon the completion of its affairs, the residual assets of this Corporation shall be distributed exclusively to one or more charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of this 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 V – BYLAWS

In accordance with the Florida Statutes governing Corporations Not For Profit, the Bylaws of this Corporation may be written, accepted and amended by vote of two-thirds of the Board of Directors of this Corporation and with affirmative vote of the Governing

Members of this Corporation, or by affirmative vote solely of the Governing Members of this Corporation.

The qualifications of the Governing Members, Directors and Officers, the manner of their admission, election or appointment, and their rights, restrictions and responsibilities shall be regulated according to the provisions of the Bylaws of this Corporation.

All matters of operation and governance not specifically stated in these Articles of Incorporation shall be included in the Bylaws of this Corporation or in another document of this Corporation authorized under the authority of the Bylaws of this Corporation.

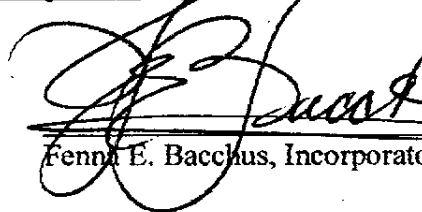
ARTICLE VI – AMENDMENTS

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to the Governing Members for their vote, or by a petition signed by one-third of the Governing Members of this Corporation. Amendments may be adopted by the vote of a majority of the Governing Members of this Corporation.

ARTICLE VII – REGISTERED AGENT


The name of the registered agent of this Corporation is Fenna E. Bacchus whose address is 544 Walnut Street, Altamonte Springs, Florida 32714-2329.

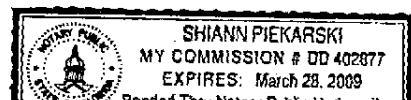
IN WITNESS WHEREOF, the undersigned has hereunto set hand and seal, acknowledged and filed the foregoing restated Articles of Incorporation under the laws of the State of Florida, this 20th day of December, 2005.


Fenna E. Bacchus, Incorporator and Governing Member

The foregoing instrument was acknowledged and signed before me:

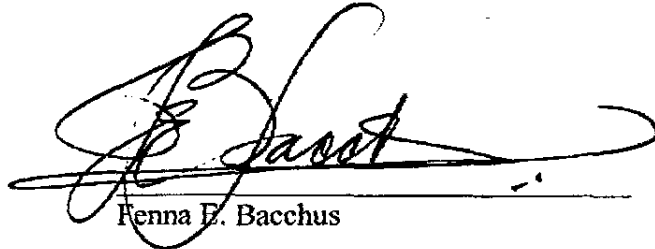
Dec 20, 2005.


Notary Signature



ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

Fenna E. Bacchus, having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.


Fenna E. Bacchus

The foregoing instrument was acknowledged and signed before me:

Dec 20, 2005.


Notary Signature

