

AOR  
11/17/03

# CAPITAL CONNECTION, INC.

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

Friends for Learning

Signature \_\_\_\_\_

Requested by: SW

Name \_\_\_\_\_

Date 11/4

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

- \_\_\_\_\_ 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 \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

**TRANSMITTAL LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Friends for Learning, Inc.  
(Name of corporation)

**DOCUMENT NUMBER:** 200000 3835

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jonathan Hilliard  
(Name of person)

Friends for Learning, Inc.  
(Name of firm/company)

P. O. Box 182  
(Address)

Deerfield Beach, FL 33443  
(City/state and zip code)

For further information concerning this matter, please call:

Jonathan Hilliard at ( 561 ) 243-1567  
(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:

☒ \$35.00 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  
409 E. Gaines Street  
Tallahassee, FL 32399



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

November 4, 2003

Capital Connection, Inc.  
417 E. Virginia St.  
Suite 1  
Tallahassee, FL 32301

SUBJECT: FRIENDS FOR LEARNING, INC.  
Ref. Number: N02000003835

RECEIVED  
03 NOV 17 AM 9:31  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

We have received your document for FRIENDS FOR LEARNING, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The form that you have submitted is incorrect. It is an amendment application for a foreign corporation. I have enclosed the correct non-profit amendment form for you to fill out and return to us.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey  
Document Specialist

Letter Number: 703A00059960

*Corrected*

ARTICLES OF AMENDMENT  
to  
ARTICLES OF INCORPORATION  
of

Friends for Learning, Inc.

(present name)

2000003835

(Document Number of Corporation (if known))

FILED  
03 NOV 17 AM 11:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

Article III. Purpose

Add the "Provisions to the Articles" attachment to this section of the current (original) Articles of Incorporation.

SECOND: The date of adoption of the amendment(s) was: March 27, 2003

THIRD: Adoption of Amendment (CHECK ONE)

- ☒ The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

  
Signature of Chairman, Vice Chairman, President or other officer

Jonathan Hilliard  
Typed or printed name

President, CEO  
Title

November 7, 2003  
Date

## PROVISIONS OF THE ARTICLES

**PURPOSE:** Said organization is organized exclusively for charitable, religious, 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 corresponding section of any future federal tax code).

**NONPROFIT CAPITALIZATION:** No part of the income of the corporation shall inure to the benefit of any member, trustee, officer or director of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in connection with furtherance of its purposes and no member trustee, director or officer of the Corporation or any private person shall be entitled to share in the distribution of any of the Corporate assets on dissolution of the Corporation.

**MEMBER LIABILITY:** The private property of this Corporation's members, directors or officers shall not be subject to the payment of Corporate debts to any extent whatsoever. No director or officer shall be liable for relying in good faith upon the books or account or reports made to the Corporation by any of its officials, members or by an independent accountant selected by the Board of Directors or by any committee so designated by the Corporation, or in relying in good faith upon any other records of the Corporation.

**ACTIVITIES PROHIBITED:** No substantial part of the activities of the Corporation shall be 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 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 of 1954 (or corresponding section of any future federal tax code) or (b) by a corporation, contributions to which are deductible under section 170(c)(3) of the Internal Revenue Code of 1954 (or corresponding section of any future federal tax code).

**DISSOLUTION:** Upon dissolution of the Corporation, the Corporation shall, after paying or making provision for the payment of the debts and obligations of the Corporation, distribute the remaining assets and property (after necessary expenses thereof) to such organizations as shall qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954, as named. Any such assets not disposed of shall be disposed by the Circuit Court of the county in which the principal office of the Corporation is located, exclusively for such purposes or to such organizations as said Court shall determine, which are organized for such purposes as qualify them as exempt organizations.