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AMEND
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Computer Enrichment Center, Inc.

DOCUMENT NUMBER: NO4000003661

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

Please return all correspondence concerning this matter to the following:

Sheryl L. Mays

(Name of Contact Person)

Computer Enrichment Center, Inc

(Firm/ Company)

511 Kentia Road

(Address)

Casselberry, FL 32707

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Sheryl L. Mays

(Name of Contact Person)

at (407) 260-7162

(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
409 E. Gaines Street
Tallahassee, FL 32399

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate to Amended and Restated
Articles of Incorporation
of

Computer Enrichment Center, Inc.
(Name of corporation as currently filed with the Florida Dept. of State)

NO40000031661

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Amended and Restated
Articles Attached

(Attach additional pages if necessary)

(continued)

The date of adoption of the amendment(s) was: 9-14-04

Effective date if applicable: 9-14-04
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(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.

Signed this 14 day of September, 2004.

Signature Sheryl L Mays
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Sheryl L. Mays
(Typed or printed name of person signing)

Executive Director
(Title of person signing)

FILING FEE: \$35

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
COMPUTER ENRICHMENT CENTER, INC.
A FLORIDA NONPROFIT CORPORATION**

We, the undersigned, as natural persons over the age of 18 years, acting as incorporators of a non-profit corporation, adopt the following Articles of Incorporation pursuant to Chapters 617 and 607, Florida Statutes.

**ARTICLE I
NAME/ MAILING ADDRESS**

The name of this Corporation is Computer Enrichment Center, Inc. and its principal office and mailing address is: 511 Kentia Road, Casselberry, FL 32707.

**ARTICLE II
CORPORATE PURPOSE**

The Corporation is organized exclusively for charitable, educational, literacy, and scientific purposes, as will qualify it for exemption from federal income tax under 501 (a) of the Internal Revenue code of 1986, as amended, or corresponding section of any future United States Internal Revenue Law (the "Code") as an organization described sections 501 (c) 3 of the Code.

Within the scope of the forgoing, the Corporation is specifically organized:

- (1) To advance the development of children and adults by familiarizing them with computer technology.
- (2) To provide mentoring in educational studies that corresponds with school curriculum and provide computer related education and training.
- (3) To allow people through self-teaching tutorials to enhance their knowledge and allow them to use this knowledge to motivate them in their employment ventures.
- (4) To provide resources that may not otherwise be available to children after school.

- (5) To accept funds as may be given to the Corporation by individuals, corporations (for-profit or not-for-profit), trusts (private or charitable) Foundations (public or private), government agencies (local, state or federal) or similar organizations or entities.
- (6) To engage in such other activities as are necessary, appropriate, or convenient to the furtherance of the forgoing stated purpose and permitted under the laws of Florida and of the United States.

ARTICLE III RESTRICTIONS ON CORPORATE POWERS

The Corporation shall possess all powers granted corporations not-for-profit under the laws of the State of Florida and shall be subject to all restrictions imposed upon such Corporations and in addition thereto the following restrictions shall pertain:

No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its members, trustees, officers or other private persons except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make expenditures in furtherance of the purposes set forth in Article 2 hereof.

No substantial part of the activities of the Corporation shall be for the carrying on of propaganda or otherwise attempting to influence legislation.

The Corporation shall not participate, or intervene in, (including the publishing or distribution of statements) any political campaign on behalf of, or 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:

- (1) By a corporation exempt from federal income tax under Section 501(c) 3 of the Code,
- (2) By a corporation, contributions to which are deductible under section 170 (c) 2 of the Code,
- (3) By a corporation organized under Part 1 of Chapter 617 of the Florida Statutes.

ARTICLE IV BOARD OF DIRECTORS

The manner in which Directors are elected or appointed is:

The Board of Directors shall govern the Corporation. Members of the Board shall elect each Director for a stated term as provided in the bylaws.

The Board of Directors may be increased or decreased as provided in the Bylaws but in no case shall the number of Directors be less than three.

The names and addresses of the initial officers and directors shall be filed after the first general meeting of the Board of Directors.

The Corporation is intended to qualify and to operate as a public charitable organization and receive no more than one-third of its revenue from gross investment income and more than one-third of its revenue from contributions, membership fees and gross receipts from activities.

In any calendar year the Corporation is operated as a private foundation, as that term is defined in Section 509 of the Code, the Board of Directors shall make distributions of income at such time and in such manner as not to subject the Corporation to tax under Section 4941 (d) of the Code and shall not make any taxable expenditures, as defined in Section 4945 (d) of the Code. The Board of Directors shall not make any investments that jeopardize the charitable purpose of the Corporation, within the meaning of Section 4944 of the Code, and the regulations there under, or retain any excess business holdings, within the meaning of Section 4943 (c) of the Code.

ARTICLE V OFFICERS

The officers of the Corporation shall be a chairperson, a vice-chairperson, a secretary and a treasurer who shall perform the usual functions of these offices. The Board of Directors, as provided in the Bylaws, may appoint additional officers.

The Board of Directors at its annual meeting shall elect the officers of the Corporation. All officers shall continue to serve until the election of their successors.

ARTICLE VI
ACCEPTANCE OF GIFTS, DEVICES AND BEQUESTS;
APPLICATION THEREOF

The officers or Directors of the Corporation may accept on its behalf any designated contribution, gift or device consistent with the general purposes of the Corporation. Where consistent with the needs of the Corporation, designated contributions by donors will be accepted and designations honored as to special funds, purposes or uses. The Corporation shall, at all times, reserve all rights over, interest in, and control over such contributions. The Corporation shall have full discretion as to the ultimate expenditure or distribution of the contribution in satisfaction of any specified fund, purpose or use so as to ensure that all contributions will be used to carry out its purposes as set out in Article 2. If the Corporation is a beneficiary of any gift, device or bequest, subject to conditions subsequent with respect to the administration or alienation of the property, the Corporation shall, at all times, act in a manner consistent with such conditions and the purposes to be served by such conditions.

ARTICLE VII
DISSOLUTION

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed 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 a 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
ADOPTION AND AMENDMENT OF BYLAWS

The Bylaws of the Corporation shall be as adopted by the first Board of Directors. The Bylaws may thereafter be amended by a two-thirds vote of the Board of Directors at any regular or special meeting thereof provided that notice of such meeting containing the text of the proposed Bylaw amendment is furnished to each Director at least five days to such meeting.

ARTICLE IX
AMENDMENT OF ARTICLES OF INCORPORATION

Amendments of the Articles of Corporation shall be proposed by and adopted by a two-thirds vote of the Board of Directors at any regular or special meeting of the Board of Directors in which a quorum is present, provided that written notice of such meeting containing the text of the proposed amendments be furnished each Director not less than ten days of such meeting.

ARTICLE X GOVERNING DAY

The laws of the State of Florida shall govern the operation of the corporation. The Board of Directors, however, is prohibited from exercising any power or discretion granted under said laws that would be inconsistent with the qualification of the Corporation as an organization described in Section 501 (c) 3 of the Code and the corresponding regulations.

ARTICLE XI INCORPORATORS

The name and address of the incorporators of these Articles of Incorporation are as follows:

- 1) Sheryl L. Mays, 511 Kentia Road, Casselberry, FL 32707
- 2) Sheila Miles, 2333 Ehler lane, Winter Park, FL 32729

IN WITNESS WHERE OF, the undersigned has signed these Articles of Incorporation, as the Incorporators, this 14 day of Sept. 2004

Signature Sheryl L. Mays
Sheryl L. Mays, Incorporator.

Signature Sheila Miles
Sheila Miles, Incorporator.

ACCEPTANCE BY REGISTERED AGENT

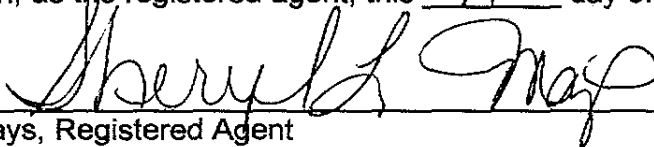
I hereby agreed to act in as the Registered Agent for the Computer Enrichment Center, Inc. and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

The name and address of the registered agent is Sheryl L. Mays, 511 Kentia Road, Casselberry, FL 32707.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation, as the registered agent, this 14 day of Sept. 2004

Signature

Sheryl L. Mays, Registered Agent

A handwritten signature in cursive script, appearing to read "Sheryl L. Mays", written over a horizontal line.