

N05000007487

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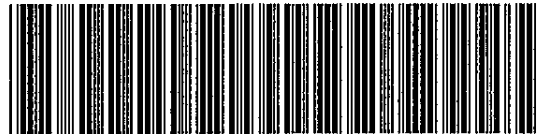
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TALLAHASSEE, FLORIDA

Ps 7/29/05
Amend

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Global Education For The 21st Century, Inc. (GE21C)

DOCUMENT NUMBER: W05000023806

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

Please return all correspondence concerning this matter to the following:

Beverly DeMott, Ph.D.

(Name of Contact Person)

Global Education For The 21st Century, Inc.

(Firm/ Company)

633 South Riverhills Drive

(Address)

Tampa, Florida 33617-7226

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Beverly DeMott, Ph.D.

(Name of Contact Person)

at (813) 982-5515

(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

Articles of Amendment
to
Articles of Incorporation
of

Global Education For The 21st Century, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

N05000007487

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered," "professional association," or the abbreviation "P.A.")

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

Article II - Principal Office - 633 South Riverhills Drive, Tampa, Florida 33617-7226

Article III Purpose - see attached changes

Article IV Manner of Elections - see attached changes

Article V Initial Directors and/or Officers - see attached changes

Article VI Initial Registered Agent and Street Address - we want to change Beverly DeMott's address to

633 South Riverhills Drive, Tampa, Florida 33617-7226

Article VII Incorporator- we want to change Beverly DeMott's address to 633 South Riverhills Drive,

Tampa, Florida 33617-7226

Inclusion of additional Articles - VIII, IX, X, -see attached Articles

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself? (if not applicable, indicate N/A)

(continued)

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TALLAHASSEE, FLORIDA

The date of each amendment(s) adoption: July 12, 2005

Effective date if applicable: Effective July 29, 2005
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by


(voting group)"

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 12th day of July, 2005

Signature


(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Beverly DeMott, Ph.D.

(Typed or printed name of person signing)

Executive Director

(Title of person signing)

FILING FEE: \$35

Articles of Amendment
to
**ARTICLES OF INCORPORATION
OF
GLOBAL EDUCATION FOR THE 21ST CENTURY, INC.**

The undersigned hereby forms a corporation not for profit under Chapter 617 of the Florida Statutes ("the Corporation") and, for these purposes, does hereby adopt the following Articles of Incorporation.

ARTICLE I – NAME

The name of the Corporation shall be GLOBAL EDUCATION FOR THE 21ST CENTURY, INC.

ARTICLE II – PRINCIPAL OFFICE

The Principal place of business and mailing address of this corporation shall be:
633 South Riverhills Drive, Tampa, Florida 33617-7226.

ARTICLE III PURPOSE

The purposes for which the Corporation is organized are to:

(a) Global Education For The 21st Century, Inc., is organized exclusively for charitable educational purposes incorporates the use of technology, and software programs designed to improve student performance on standardized testing;

Education for a global economy and for world understanding is crucial to successfully alleviating poverty, promoting economic development, and fostering world peace. The most significant barriers to achieving these objectives include lack of qualified teachers and trainers; lack of programs with real-world applicability and a global focus; and lack of opportunity for interaction with people from other cultures in educational and professional settings;

Global Education For The 21st Century, Inc. supports existing educational infrastructures while improving and expanding them. Global Education For The 21st Century, Inc. is an international educational program designed to infuse global perspectives into business and educational environments. Global Education For The 21st Century systematically pairs schools in the Caribbean Basin with schools in Florida and with business and community partners to improve education and increase international understanding and appreciation of other cultures. Global Education For The 21st Century promotes the major tenets of modern-day education: interdisciplinary planning and instruction; the development of critical thinking skills; the use of the community as a learning laboratory; and the use of technology as an instructional tool;

(b) Receive, hold, administer and disburse funds received in compliance with 501(c)(3) guidelines for charitable educational activities;

(c) The purposes for which the Corporation is organized shall be limited to those which are strictly charitable. In no event shall the Corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the

activities of which are exempt from federal income tax under Section 501 (c) of the Internal Revenue Code, 1986 as hereafter amended, and the applicable rules and regulations thereunder (the "Code"); or (2) of a corporation, contributions to which are deductible under Section 170 © or the Code;

- (d) The Corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the Corporation engage in subversive activities;
- (e) No compensation shall be paid to any officer, director, trustee, creator or organizer of the Corporation;
- (f) The Corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.
- (g) Shall annually submit all reports required by the state of Florida and the federal government. The annual report shall include, at a minimum:
 - i. A description of the activities of the Corporation;
 - ii. An accounting of the amount of funds disbursed during the preceding fiscal year;

ARTICLE IV – MANNER OF ELECTION

The Corporation shall be governed by a Board of Directors as follows:

- (a) The Board of Directors shall consist of the Executive Director, the Technology Director and the appointed Site Directors (up to 9). Site Directors are appointed by the Executive Director.
- (b) To be eligible for appointment as a Site Director, an individual must be over eighteen (18) years of age and must not have had any direct interest in any contract, franchise or other benefit granted by Global Education For The 21st Century within five (5) years before appointment. In addition, an individual appointed to the Board of Directors must agree to refrain from having any direct interest in any contract, franchise, privilege or other benefit granted by Global Education For The 21st Century during the time of his or her appointment and for a period of five (5) year after termination of such appointment.
- (c) The Executive Director shall keep a record of the proceedings of the Board of Directors the minutes of the Board of Directors.
- (d) The Executive Director shall be the custodian of all books, documents, and papers filed with the Board of Directors.
- (e) The Board of Directors shall meet upon the call of the chairperson, at the request of the vice chairperson or at the request of the Executive Director. The Board of Directors shall

meet no less than two (2) times per calendar year. A majority of the total number of directors shall constitute a quorum. The Board of Directors may take official action by a majority vote of the members present at any meeting at which a quorum is present. Any member of the Board of Directors may participate by telephone conference, videoconference, or email. Members may also vote by proxy.

- (f) Members of the Board of Director shall serve without compensation, but may receive travel and per diem expenses while in the performance of his or her duties.

ARTICLE V – INITIAL DIRECTORS AND/OR OFFICERS

The number of persons constituting the first Board of Directors shall be two (2), the Executive Director, Beverly DeMott, Ph.D. and Timothy J. Valdes, Technology Director.

ARTICLE VI – INITIAL REGISTERED AGENT AND STREET ADDRESS

The initial reregistered agent of the Corporation shall be Beverly DeMott, Ph.D., 633 South Riverhills Drive, Tampa, Florida 33617-7226.

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is: Beverly DeMott, Ph.D., 633 South Riverhills Drive, Tampa, Florida 33617-7226.

ARTICLE VIII - DISSOLUTION

The assets of Global Education For The 21st Century are permanently dedicated to educational activities. Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 510C(3) of the Internal Revenue Code, or 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.

ARTICLE IX – CONFLICT OF INTEREST POLICY

Global Education For The 21st Century will follow and abide by the IRS guidelines as printed in Appendix A of the Application for Recognition of Exemption (Form 1023). Global Education For The 21st Century in connection with any actual or possible conflict of interest, will disclose the existence of any financial interests and all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

- (a) After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting

while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

- (b) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- (c) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- (d) After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- (e) If a more advantageous transaction or arrangement is not reasonable possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directions whether the transaction or arrangement is in Global Education For The 21st Century's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- (f) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- (g) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
- (h) The minutes of the governing board and all committees with board delegated posers shall contain:
 - i. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
 - ii. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

- (i) A voting member of the governing board who receives compensation, directly or indirectly, from the Global Education For The 21st Century for services is precluded from voting on matters pertaining to that member's compensation.
- (k) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Global Education For The 21st Century for services is precluded from voting on matters pertaining to that member's compensation.
- (l) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation directly or indirectly, from Global Education For The 21st Century, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
- (m) Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:
 - i. Has received a copy of the conflicts of interest policy.
 - ii. Has read and understands the policy.
 - iii. Has agreed to comply with the policy, and
 - iv. Understands that Global Education For The 21st Century is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
- (n) To ensure that Global Education For The 21st Century operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall be conducted at the start of each fiscal year and shall, at a minimum, include the following subjects:
 - i. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
 - ii. Whether partnerships, joint ventures, and arrangements with management organizations conform to Global Education For The 21st Century's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.
- (o) When conducting the periodic reviews as provided for in 13. above, Global Education For The 21st Century may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE X – AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law.