

N06000003750

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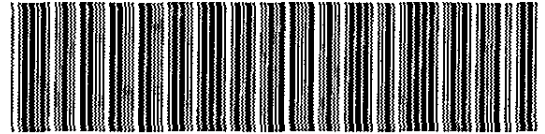
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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Life Skills Center Opa Locka, Inc.

DOCUMENT NUMBER: N06000003750

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

Please return all correspondence concerning this matter to the following:

Alicia Rodriguez Bower

(Name of Contact Person)

(Firm/ Company)

11828 SW 77th Terrace

(Address)

Miami, FL 33186

(City/ State and Zip Code)

For further information concerning this matter, please call:

Alicia Rodriguez Bower at (305) 613-7715
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|---|--|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$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 32301

Articles of Amendment
to
Articles of Incorporation
of

Life Skills Center Opa Locka, Inc.

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

N06000003750

(Document number of corporation (if known))

06 JUL 24 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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**)

Article III, shall read as follows:

The purposes for which the Corporation is formed are:

- (1) To establish, provide, promote, supervise, own and conduct a School, for the education of persons in high school, on a non profit basis, without regard to race, gender, or denomination;
- (2) To set and maintain standards for said school conforming to the minimum standards prescribed by the state board of education, and to establish hours and terms of attendance;
- (3) To receive and administer funds for the benefit of the Corporation, or its successors, and to that end, to accept, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects or purposes any real or personal property, or both, of whatever kind, nature, or description

(Attach additional pages if necessary)

(continued)

and wherever situated, and subject to the restrictions and limitations hereafter set forth, to use and apply the whole or part of the income there from and the principal thereof exclusively for educational purposes, either directly, or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended or the corresponding provision of any future United States Internal Revenue Law (herein collectively referred to as the "Internal Revenue Code");

- (4) To own, use, buy, sell, exchange, convey, mortgage, lease, transfer, invest, hold in trust, or otherwise dispose of, any such property, real or personal, or both, subject to the restrictions and limitations hereafter set forth, and as otherwise prescribed by law;
- (5) To borrow money, and from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for moneys borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation wherever situation, whether now owned or hereafter to be acquired;
- (6) To operate exclusively for educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, in the course of which operation:
 - a. 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 persons, 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 herein;
 - b. 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 publishing or distribution statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code;

- c. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.
- (7) To fulfill these purposes in a manner and in accordance with a policy that the School shall not discriminate against students on the basis of race, color, gender, national origin or ethnicity;
- (8) To engage in any activity in which a non profit corporation may engage under the laws of the State of Florida, and sections 170(b) and (c) and 501(c)(3) of the Internal Revenue Code.

ARTICLE FOUR

Shall be amended to read as follows:

In accordance with the Bylaws, the number of Directors constituting the Board may be up to nine (9), but shall never be less than three (3). The Board of Directors shall be elected according to the Bylaws.

ARTICLE FIVE

Shall be amended to read as follows:

- (1) The Corporation shall indemnify any Director who is at any time a party to any proceeding (other than an action by, or in the right of, the Corporation), by reason of the fact that he or she is or was a Director of the Corporation against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

- (2) The Corporation shall indemnify any Director who was or is a party to any proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a Director of the Corporation against expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, except that no indemnification shall be made under this subsection in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.
- (3) To the extent that a Director of the Corporation has been successful on the merits or otherwise in defense of any proceeding referred to in subsection (1) or subsection (2) above, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses actually and reasonably incurred by him or her in connection therewith.
- (4) Any indemnification under subsection (1) or subsection (2) above, unless pursuant to a determination by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director is proper in the circumstances because he or she has met the applicable standard of conduct set forth in subsection (1) or subsection (2) above. Such determination shall be made:
 - a. By the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such proceeding;
 - b. If such a quorum is not obtainable or, even if obtainable, by majority vote of a committee duly designated by the Board of Directors (in which Directors who are parties may participate) consisting solely of two or more Directors not at the time parties to the proceeding; or
 - c. By independent legal counsel:

1. Selected by the Board of Directors prescribed in paragraph (a) or the committee prescribed in paragraph (b); or
 2. If a quorum of the Directors cannot be obtained for paragraph (a) and the committee cannot be designated under paragraph (b), selected by majority vote of the full Board of Directors (in which Directors who are parties may participate).
- (5) Evaluation of the reasonableness of expenses and authorization of indemnification shall be made in the same manner as the determination that indemnification is permissible. However, if the determination of permissibility is made by independent legal counsel, persons specified by paragraph (4)(c) shall evaluate the reasonableness of expenses and may authorize indemnification.
- (6) Expenses incurred by a Director in defending a civil or criminal proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such Director to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article.
- (7) Indemnification and advancement of expenses as provided in this section shall continue as, unless otherwise provided when authorized or ratified, to a person who has ceased to be a Director, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE SIX

Shall be added to read as follows:

The name and street address of the incorporator of the Corporation is:

Alicia Rodriguez Bower
11828 SW 77th Terrace
Miami, FL 33186

ARTICLE SEVEN

Shall be added to read as follows:

The name and street address of the initial registered agent of the Corporation is:

Kathleen Schoenberg
1050 Brooks Lane
Delray Beach, Florida 33483

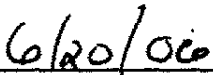
ARTICLE EIGHT

Shall be added to read as follows:

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 as the Board of Directors shall determine. 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 the Corporation is 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.

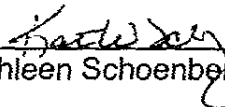
IN WITNESS WHEREOF, I have hereunto subscribed my name as the Sole Incorporator on this 20th day of June, 2006


Alicia Rodriguez Bower, Incorporator


Date

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above Corporation at the place designated in these Articles, I, Kathleen Schoenberg, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of the all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.



Kathleen Schoenberg, Esq.

7-17-06

Date

The date of adoption of the amendment(s) was: June 20, 2006

Effective date if applicable: _____
(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.

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

Alicia Rodriguez Bower
(Typed or printed name of person signing)

Board President
(Title of person signing)

FILING FEE: \$35