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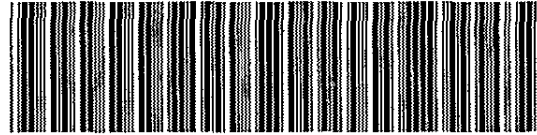
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*Restated Art.*

G. Goulette SEP 13 2006

ROBERT E. DREHER  
ATTORNEY  
791 EMERALD HARBOR DRIVE  
LONGBOAT KEY, FLORIDA 34228

Phone 941-383-9679  
FAX 941-383-8426

September 8, 2006

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Gentlemen: In Re: Restated Articles of Incorporation of Neighborhood Learning Center -  
Bradenton, Inc. Document No. NO6000004057

Please find enclosed for filing in your office the original and a copy of the Restated Articles of  
Incorporation of Neighborhood Learning Center - Bradenton, Inc., together with check to cover  
the filing fee.

Please file the original and file stamp the copy and return to me.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Robert E. Dreher", written in a cursive style.

ROBERT E. DREHER

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ATTORNEY  
791 EMERALD HARBOR DRIVE  
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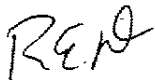
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ROBERT E. DREHER

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CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

**RESTATED ARTICLES OF INCORPORATION**  
**OF**

**NEIGHBORHOOD LEARNING CENTER - BRADENTON, INC.**

By Authority of Florida Statutes §617.1007 (1), The Board of Directors  
of the Above Named Corporation Have Restated the  
Articles of Incorporation of said Corporation To Read As Follows:

**ARTICLE I**  
**NAME**

The name of the corporation is:

**NEIGHBORHOOD LEARNING CENTER - BRADENTON, INC.**

**ARTICLE II**  
**PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and the mailing address of this corporation shall  
be:

C/O JACK HUNKELE  
1299 NORTH TAMiami TRAIL  
SARASOTA, FL. 34236

**ARTICLE III**  
**PURPOSES**

- 3.1 This Corporation is organized exclusively for charitable, religious,  
educational and scientific purposes under section 501(c)(3) of the Internal  
Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE IV**  
**MANNER OF ELECTION OF DIRECTORS**

The manner in which the directors are elected or appointed is as follows:

- 4.1 There shall be an Annual Corporation Meeting to be held at the time and place fixed by the Directors as shall be provided by the Corporation's Bylaws.
- 4.2 At the Annual Meeting, new Directors to replace retiring Directors shall be elected for terms of office, subject to the provisions of the Bylaws, as from time to time are in effect. There is no limit on the number of times a Director may be reelected for successive terms.
- 4.3 Directors must always be Members of the Corporation in good standing.

**ARTICLE V**  
**LIMITATION OF CORPORATE POWERS**

- 5.1 The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes. However, no power shall be exercised by the corporation that conflicts with Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Federal tax act, or which would result in loss of exemption from taxation under that section.
- 5.2 All powers must be exercised by or under the authority of the Board of Directors, subject to any limitation that may be provided by these Articles of Incorporation, as amended.
- 5.3 The Corporation shall endure perpetually, unless sooner dissolved as provided by Florida statutes.

**ARTICLE VI**  
**INITIAL REGISTERED AGENT AND STREET ADDRESS**

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

JACK HUNKELE  
1299 NORTH TAMiami TRAIL  
SARASOTA, FL 34236

**ARTICLE VII**  
**BYLAWS**

- 7.1 The Incorporators elected four Incorporators to the Board of Directors to serve until the first Annual Meeting of the Corporation, who have adopted Bylaws as they deemed to be desirable in all respects for the governance of the Corporation.
- 7.2 The power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be vested solely in the Board of Directors. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.
- 7.3 The Bylaws may contain provisions for the establishment of one or more classes of membership; the means of attaining membership; the expulsion of members; the voting rights of members, including provisions for other appropriate rights, powers and duties.
- 7.4 The Bylaws shall provide for establishment of the category and number of Officers of the Corporation and the manner of their election.

**ARTICLE VIII**  
**Dissolution**

- 8.1 Upon the dissolution of this Corporation, all assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## **ARTICLE IX INCORPORATORS**

- 9.1 The names and street addresses of the incorporators of this Corporation are:

Robert Breeden, 101 North Tamiami Trail #701, Sarasota, FL 34236  
Burton Borgelt, 640 Roundtree Drive, Longboat Key, FL 34228  
John Stanley, 2550 Harbourside Drive, Longboat Key, FL 34228  
John Dixon, 3741 Bayou Sound, Longboat Key, FL 34228  
Robert Dods, 6011 Gulf of Mexico Drive, Longboat Key, FL 34228  
Jack Hunkele, 1299 N. Tamiami Trail, Sarasota, FL 34236  
Sally Rauch, 6670 Gulf of Mexico Drive, Longboat Key, FL 34228  
George Vanderborgh, 6410 21<sup>st</sup> Avenue W #225, Bradenton, FL 34209  
( NOTE) Mr. Vanderborg is now deceased.)

## **ARTICLE X Meetings**

- 10.1 Meetings of Directors. The Directors shall have a quarter-annual meeting each year in the manner and at the time and place prescribed in the Bylaws.

Such meetings may be combined with any other meeting, regular or special as may be provided in the Bylaws.

Other special meetings shall be held at the call of the Chairperson of the Board, and shall be called by the Chairperson forthwith upon written request of two members of the Board of Directors.

- 10.2 Annual and Special Meetings of the Corporation. The time and place of all such meetings shall be determine as provided in the Bylaws. On each proposition presented to the meeting, on which Members are authorized to vote by the Bylaws, each Member in good standing shall have one vote.

## **ARTICLE XI MEMBERSHIP**

- 11.1 There shall be one class of Members. The membership at any given time shall be comprised of the then living incorporators and such other persons

who have been recommended for membership to the Board of Directors, and by it appointed as such.

- 11.2 To be eligible for appointment, a person must have exhibited and expressed an interest in charitable endeavors, which they have evidenced by personal efforts or contributions of money or property.
- 11.3 Whenever voting by members is authorized by these Articles of Incorporation or by the Bylaws, they shall have one vote each.

## **ARTICLE XII**

### **Amendments**

- 12.1 Amendments to, and Restatements of these Articles, may be made by the Board of Directors in their sole discretion at any time.
- 12.2 Members shall not vote on Amendments or Restatements of these Articles of Incorporation unless the proposed Amendments or Restatements provide that memberships in the Corporation be abolished; that members be precluded from voting on election of Directors; or that the Corporation be liquidated or merged into another organization.

The Board of Directors of Neighborhood Learning Center - Bradenton, Inc. have adopted the foregoing Restated Article of Incorporation as and for the governing Articles of Incorporation of said Corporation by unanimous vote on September 7, 2006.

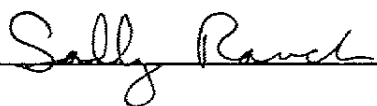
  
\_\_\_\_\_  
Chairman, Board of Directors

### **CERTIFICATE**

#### **TO WHOM IT MAY CONCERN:**

I, the undersigned Secretary of Neighborhood Learning Center - Bradenton, Inc. do hereby certify that the foregoing Restatement of the Articles of Incorporation of the aforesaid Corporation does not contain an amendment requiring the approval of the members of said Corporation.

Dated: September 7, 2006

  
\_\_\_\_\_  
Secretary