

NO6000008335

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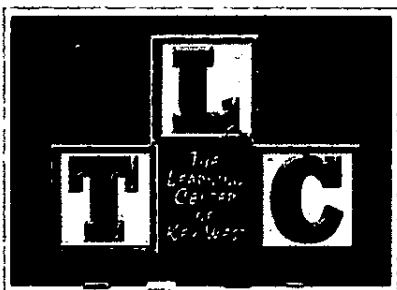
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Amelia

[Signature]

FILED
07 APR -6 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



241 Trumbo Road
Key West, FL 33040

305-292-0440

www.LearningCenterKW.com

April 3, 2007

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

Re: N06000008335 The Learning Center of Key West, Inc.

Hi,


Enclosed, you'll find amendments to our Articles of Incorporation.

We need to make these changes to concur with IRS regulations regarding 501(c)(3) organizations.

The IRS advises we'll need a copy of this document that, "shows upon it, the actual date that the document was filed and approved by the state." I've enclosed a check with enough money for at least two certified copies.

I've enclosed a postage paid Express Mail envelope for immediate return as we've waiting on this document with baited breath.

Thanks for your help,


Scott Fraser
Treasurer

cell: 305-923-4964



Department of State

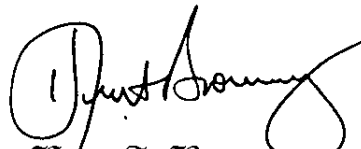
I certify the attached is a true and correct copy of the Articles of Amendment, filed on April 6, 2007, to Articles of Incorporation for THE LEARNING CENTER OF KEY WEST, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is N06000008335.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Ninth day of April, 2007



CR2EO22 (01-07)


Kurt S. Browning
Secretary of State

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

THE LEARNING CENTER OF KEY WEST, INC.

FILED
07 APR -6, AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The corporate document number with the Secretary of State for the association is N06000008335. Pursuant to the provisions of Section 617.1002, Florida Statutes, this not-for-profit corporation adopts this following amendments to its Articles of Incorporation:

Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, who have formed a Non-Profit Corporation under the Non-Profit Corporation Law of the State of Florida, do hereby certify:

Article I is amended to read as follows:

ARTICLE I

NAME AND LOCATION

1. The name of the corporation shall be **THE LEARNING CENTER OF KEY WEST, INC.** For convenience, the Corporation shall be referred to in this instrument as "the Corporation."
2. The place in this state where the principal office of the Corporation is to be located is the City of Key West, Monroe County.

Article II is amended to read as follows:

ARTICLE II

PURPOSES AND POWERS

- A. Said corporation 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 the corresponding section of any future federal tax code.
- B. The corporation does not contemplate pecuniary gain or profit to the members thereof. The specific purposes for which it is formed are to provide for the day care and education of preschool and school aged children (generally ages 3 months to five years). In order to effectuate these purposes, the Corporation shall have the power to exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in the Declaration, which powers and privileges include but are not limited to the following:
 1. to fix and collect tuition and other charges for the services rendered by the Corporation;
 2. to pay all expenses incident to the conduct of the business of the Corporation;
 3. to acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of property of the Corporation;
 4. to borrow money and mortgage, pledge or hypothecate any or all of the assets of the Corporation as security for money borrowed or debts incurred;
 5. to participate in mergers and consolidations with other non-profit corporations organized for the same purposes; and
 6. to have and to exercise any and all powers, rights and privileges which a corporation organized under Florida Not-for-profit Corporation Law may now or hereafter have or exercise.

- C. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private 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 in Article Third hereof. 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 the publishing or distribution of statements) any political campaign on behalf of or in 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 to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article X is amended to read as follows:

ARTICLE X

DISSOLUTION

- A. The Corporation may be dissolved with the assent given in writing and signed by not less than seventy-five percent (75%) of the voting members.
- B. Upon dissolution of the Corporation, other than incident to a merger or consolidation, assets shall be distributed 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.

The date of each amendment adoption was April 3, 2007.

The amendments were adopted by the Board of Directors and the Members of the association in accordance with the Articles of Incorporation and bylaws of the association. The number of votes cast by Members of the amendments was sufficient for approval by the Members of the association.

IN WITNESS WHEREOF, the undersigned has hereunto subscribed her name this third day of April, 2007.



Palma Lopez, President

STATE OF FLORIDA

SS.

COUNTY OF MONROE

BEFORE ME, the undersigned authority, a notary public, authorized to administer oaths in the State of Florida, personally appeared Palma Lopez who is personally known to me to be the individual described in, and she did take oath.

Sworn and subscribe to before me this third day of April, 2007.



NOTARY PUBLIC, State of Florida at Large

My Commission Expires: