

To: Fl dept of State  
Subject: 000672.66849

From: Trudy Spear

Tuesday, April 10, 2007 9:17 AM Page: 1 of 8

N 06 000000 83 65

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H07000091544 3)))



H070000915443ABC/

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To: Division of Corporations  
Fax Number : (850) 205-0380

From: Account Name : CORPDIRECT AGENTS, INC.  
Account Number : 110450000714  
Phone : (850) 222-1173  
Fax Number : (850) 224-1640

**PLEASE GIVE ORIGINAL SUBMISSION  
DATE AS FILE DATE.**

FILED  
07 APR - 9 PM 4:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

000672.66849

**COR AMND/RESTATE/CORRECT OR O/D RESIGN**

**NOKUSE EDUCATION, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$35.00

Electronic Filing Menu

Corporate Filing Menu

Help

04/09/2007 10:35:04 AM

*Amended & Restated*  
*Art.*  
*04/10/07*

To: Fl dept of State  
Subject: 000672.66849

From: Tracy Spear

Tuesday, April 10, 2007 9:17 AM Page: 2 of 8



April 9, 2007

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

NOKUSE EDUCATION, INC.  
651 DON BISHOP ROAD  
SANTA ROSA BEACH, FL 32459

SUBJECT: NOKUSE EDUCATION, INC.  
REF: N06000008365

PLEASE GIVE ORIGINAL SUBMISSION  
DATE AS FILE DATE.

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections, and then refile the complete document, including the electronic filing cover sheet.

Restated Articles of Incorporation for a Florida nonprofit corporation are filed pursuant to section 617.1007, Florida Statutes.

Please correct your document to reflect that it is filed pursuant to the correct statute number.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell  
Document Specialist

FAX Aud. #: H07000091544  
Letter Number: 507A00023864

PLEASE GIVE ORIGINAL SUBMISSION  
DATE AS FILE DATE.

P.O. BOX 6327 - Tallahassee, Florida 32314

RECEIVED  
07 APR 10 AM 8:00  
DIVISION OF CORPORATIONS

H070000915443  
07 APR -9 PM 4:15  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
NOKUSE EDUCATION, INC.  
(A Corporation Not-For-Profit)**

Pursuant to Section 617.1007 of the Florida Not-for-Profit Corporation Act, the Articles of Incorporation of Nokuse Education, Inc., originally filed with the Secretary of State on August 8, 2006, are hereby amended and restated in their entirety as follows.

The undersigned incorporator to these Articles of Incorporation hereby associates to form a corporation not-for-profit (the "Corporation") under the Florida Not-for-Profit Corporation Act and other laws of the State of Florida (*Florida Statutes* Chapter 617).

**ARTICLE I**

**Name and Address**

The name of the Corporation is **NOKUSE EDUCATION, INC.** The principal office (and mailing address) is located at **11490 Emerald Coast Parkway, Suite 300, Miramar Beach, Florida 32550**. The Board of Directors may from time to time move the principal office of the Corporation to any other address in the State of Florida.

**ARTICLE II**

**Nature of Business**

The purposes for which the Corporation is formed are exclusively religious, charitable, scientific, literary or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law (the "Revenue Laws"). In carrying out such purposes, this Corporation shall have all of the powers and authorities granted by statute and law, including the power and authority to accept gifts, devises and other contributions for charitable purposes, to hold and administer the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for charitable purposes either directly or by contribution to other Section 501(c)(3) organizations organized and operated exclusively for charitable purposes; provided, however, said powers and authorities shall be exercised only in furtherance of charitable purposes.

**ARTICLE III**

**Powers**

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as

H07000091544 3

to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are set forth in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations as the same now exist or as they may be hereafter amended from time to time.

**ARTICLE IV**  
**Membership**

The membership of this Corporation shall be limited to the members of the Board of Directors and such other persons as from time to time may become members as set forth in the Bylaws.

**ARTICLE V**  
**Term of Existence**

The date when corporate existence shall commence shall be the date of filing of these Articles of Incorporation in the office of the Secretary of State of the State of Florida and the Corporation shall have perpetual existence thereafter.

**ARTICLE VI**  
**Incorporator**

The name and address of the incorporator of these Articles of Incorporation is as follows:

**Name**

**Address**

Diane Wilks

11490 Emerald Coast Pkwy, Suite 300  
Miramar Beach, Florida 32550

**ARTICLE VII**  
**Officers**

The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, and such other officers as may be provided by the Bylaws. Officers shall be elected annually by the Board of Directors at its annual meeting. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

**Name**

**Title**

M.C. Davis

President, Secretary and Treasurer

Diane Wilks

Vice President

Matt Aresco

Vice President

**ARTICLE VIII**  
**Directors**

The affairs of the Corporation shall be managed by a Board of Directors, members of which shall be elected annually in accordance with the Bylaws. The number of Directors shall

H07000091544 3

be fixed as set forth in the Bylaws of the Corporation but shall never be less than three (3). The names and addresses of the first Board of Directors, consisting of those persons who shall serve until their successors are duly elected and qualified, shall be as follows:

Name	Address
M.C. Davis	11490 Emerald Coast Pkwy, Suite 300 Miramar Beach, Florida 32550
Diane Wilks	11490 Emerald Coast Pkwy, Suite 300 Miramar Beach, Florida 32550
Matt Arcsco	11490 Emerald Coast Pkwy, Suite 300 Miramar Beach, Florida 32550
Christina Scally	539 Calle Escada Santa Rosa Beach, FL 32459
Sandy Graff	500 Creekwood Kennel Lane Freeport, FL 32439

**ARTICLE IX**  
**Initial Registered Office and Agent**

The street address of the initial registered office of this Corporation is 11490 Emerald Coast Parkway, Suite 300, Miramar Beach, Florida 32550 and the name of the initial registered agent at such address is Diane Wilks.

**ARTICLE X**  
**Bylaws**

The Board of Directors of this Corporation shall provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

**ARTICLE XI**  
**Amendments**

Amendments to these Articles of Incorporation shall be proposed by the officers of the Corporation and approved by the Board of Directors by a majority vote of a quorum present at a meeting duly called in accordance with the Bylaws of the Corporation.

**ARTICLE XII**  
**Limitations on Actions**

All of the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of or be distributable to its members, trustees, officers or any other private persons, except that the Corporation shall be authorized and empowered to

H07000091544 3

pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth in Article II hereof. No substantial part of the Corporation's activity shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or interfere with (including the publication or distribution of statements regarding) 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 activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws) or any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any members, Directors or officers, and the private property of the subscribers, members, Directors and officers shall not be liable for the debts of the Corporation.

In particular, but without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be considered a private foundation as defined in Section 509(a) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws) it shall not:

(i) fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);

(ii) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);

(iii) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);

(iv) make any investment in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws); or

(v) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws).

#### ARTICLE XIII Dissolution

Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the Corporation, including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501(c)(3) or 170(c)(2) of the Internal Revenue Code of 1986.

H07000091544 3

or to the corresponding provisions of any future Revenue Law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any member, officer or Director of this Corporation. 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 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 XIV**  
**Adoption**

The Amended and Restated Articles of Incorporation were adopted by the Members on April 9, 2007, and the number of votes cast for the Amended and Restated Articles of Incorporation was sufficient for approval.

**IN WITNESS WHEREOF**, the undersigned incorporator executed these Amended and Restated Articles this 9th day of April, 2007.



**Diane Wilks, Incorporator**

To: FI dept of State  
Subject: 000672.66849

From: Tracy Spear


Tuesday, April 10, 2007 9:17 AM Page: 8 of 8

H07000091544 3

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the within-named Corporation, at the place designated hereinabove, I hereby accept the designation to act in this capacity, and acknowledge that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Date: April 9, 2007

  
\_\_\_\_\_  
DIANE WILKS