

N0700000/133

The Law Office Of
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TALLAHASSEE, FLORIDA

2008 FEB -7 PM 1:50

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*Amend
Thurs
2/7/08*



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 12, 2007

THE LAW OFFICE OF KRISTI M. ODOM, P.A.
P. O. BOX 1129
CHIPLEY, FL 32428-1129

SUBJECT: FLORIDALEARNS FOUNDATION, INC.
Ref. Number: N07000001133

We have received your document for FLORIDALEARNS FOUNDATION, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 707A00069744

RECEIVED
12/13/07

SECOND AMENDED ARTICLES OF INCORPORATION
OF
FLORIDA NON- PROFIT CORPORATION

On this 28th day of January 2008, the Board of Directors met to adopt a change in the Articles of Incorporation. The appropriate Board of Directors quorum, which is a sufficient participation for approval of said change, met and the changes are as follows:

- a. Future amendments to both the Bylaws and Articles may be ratified by the signature of at least four (4) members of the Board of Directors without meeting and without votes.

Therefore, the articles are amended as follow:.

ARTICLE I
CORPORATE NAME

The name of this Corporation is FLORIDALEARNS FOUNDATION, INC.

ARTICLE II
CORPORATE ADDRESS

The principal place of business of this Corporation will be 753 West Boulevard, Chipley, Florida 32428.

ARTICLE III
CORPORATE NATURE

This is a non-profit corporation, pursuant to the Florida Corporations Not-For-Profit Law set forth in Section 617 of the Florida Statutes organized solely for educational purposes as provided for in Florida Statute 237.40.

ARTICLE IV
DURATION

The term of existence of the corporation is perpetual.

ARTICLE V
GENERAL AND SPECIFIC PURPOSES

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TALLAHASSEE, FLORIDA

The specific and primary purposes for which this corporation are formed:

- A. For the advancement of charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- B. The specific and exclusive purpose of this corporation is to receive, hold, invest, and administer property and to make expenditures to or for the benefit of promoting high student achievement and quality of life throughout member and participating districts of the Panhandle Area Educational Consortium created by the authority of Florida Statute 1001.451 by providing professional development and state of art technology, programs serving low performing students, teacher recruitment and retention, technical career education and/or literacy initiatives.
- C. To operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent Federal Tax Laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLES VI MANAGEMENT OF CORPORATE AFFAIRS

Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three persons. The number of directors of the corporation shall be determined by the bylaws duly adopted.

The directors named herein as the first Board of Directors shall hold office until the first meeting of the Board of Directors.

The directors approved at the next scheduled meeting, and at all times thereafter, shall serve for a term as set forth by the By-laws.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law which related to actions so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

Tony Anderson, 10109 NW Lake Mystic, Bristol, Florida 32321

Rick Everitt, 2925 Bonnett Pond Road, Chipley, Florida 32428
Patrick McDaniel, 2489 River Road, Sneads, Florida 32460
Neal Meadows, 2812 Whittington Drive, Tallahassee, Florida 32309
Sharon Mitchell, 1479 Boswell Road, Bonifay, Florida 32428
Paula Waller, 1594 South Boulevard, Chipley, Florida 32428
Faye Yongue, 789 Dogwood Lane, Chipley, Florida 32428

ARTICLE VII EARNINGS AND ACTIVITIES OF CORPORATION

- A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 V hereof.
- 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 the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- C. 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
- D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VIII DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, education, 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX
MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

ARTICLE X
SUBSCRIBERS

The name and address of the Subscriber of this corporation is as follows:

Paula Waller, 1594 South Boulevard, Chipley, Florida 32428

ARTICLE XI
AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitation set forth in the Corporations Not-For-Profit Law of the State of Florida, concerning corporate action that must be authorized or approved in writing by at least four (4) members of the corporation without vote. By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefore in the By-Laws.

ARTICLE XII
DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XIII
REGISTERED AGENT AND ADDRESS

The address of the corporation's registered office shall be 753 West Boulevard, Chipley, Florida, 32428, and the name of its registered agent at said address shall be Patrick L. McDaniel.


ARTICLE XIV
AMENDMENT OF ARTICLES

Amendments to these articles of Incorporation may be proposed by a resolution and adopted by the signature of at least four (4) Board of Directors without vote, in the manner set forth in the By-Laws of this corporation.

The undersigned, being the Subscriber and Incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 6th day of February, 2008.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for FLORIDALEARNS Foundation, Inc., at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


Patrick L. McDaniel
Registered Agent

Dated February 6, 2008

STATE OF FLORIDA
COUNTY OF Washington

BEFORE ME, the undersigned authority personally appeared PATRICK L. McDANIEL, to me known to be the person who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 6th day of February, 2008.


Notary Public

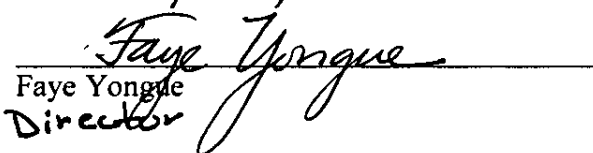
Seal



Signature of Members for quorum vote to amend By Laws and Articles:

Signed:

Date: 1/28/2008


Faye Yorgue
Director

Date: 1/28/2008

Tony Anderson
Tony Anderson

Date: 1/28/2008

Rick Everitt
Rick Everitt

Date: 1-28-2008

Patrick L. McDaniel
Patrick McDaniel

Date: _____

Neal Meadows
Neal Meadows

Date: 1/28/2008

Sharon Mitchell
Sharon Mitchell

Date: 1/28/2008

Paula Waller
Paula Waller