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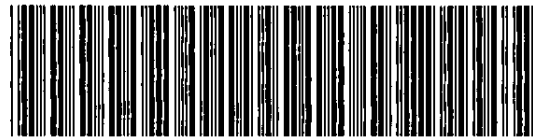
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12 SEP 18 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

SEP 19 2012

T. LEWIS

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: FLORIDALEARNS FOUNDATION, INC.

DOCUMENT NUMBER: N07000001133

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

Please return all correspondence concerning this matter to the following:

Lele Brock, Secretary

(Name of Contact Person)

FloridaLearns Foundation, Inc.

(Firm/ Company)

PO Box 243

(Address)

Chipley, Florida 32428-0243

(City/ State and Zip Code)

lele_brock@paec.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Lele Brock, Secretary

(Name of Contact Person)

at (850) 638-6131

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|---|---|
| <input 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 checked="" 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

FILED
12 SEP 18 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDALEARNS FOUNDATION, INC.

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

N07000001133

(Document Number of Corporation (if known))

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:

A. If amending name, enter the new name of the corporation:

N/A

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

N/A

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

N/A

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: N/A

(Florida street address)

New Registered Office Address:

N/A

(City)

, Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Tony Anderson</u>	<u>10109 NW Lake Mystic</u> <u>Bristol, FL 32321</u>
2) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>V</u>	<u>Rick Everitt</u>	<u>2928 Bonnet Pond Road</u> <u>Chipley, Florida 32428</u>
3) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>S</u>	<u>Leola Brock</u> This is a request to change the Secretary's last name from Sausman to Brock.	<u>2582 Clayton Rd.</u> <u>Chipley, FL 32428</u>
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u> </u>	<u> </u>	<u> </u> <u> </u> <u> </u>
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u> </u>	<u> </u>	<u> </u> <u> </u> <u> </u>
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u> </u>	<u> </u>	<u> </u> <u> </u> <u> </u>

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

Article V-B Strike - "member and participating districts of the
Panhandle Area Educational Consortium created by the authority of
Florida Statute 1001.451".... Insert - "school districts of the State of Florida.
This will be accomplished"...

(A revised copy of the articles is enclosed)

FIFTH AMENDED ARTICLES OF INCORPORATION
OF
FLORIDA NON- PROFIT CORPORATION

On this 6th day of September 2012, the Board of Directors met to adopt a change in the Articles of Incorporation. There are no members and no voting members of this corporation other than the Board of Directors. The appropriate Board of Directors quorum, which is a sufficient participation for approval of said change, met and the changes approved by at least four (4) members of the Board of Directors are as follows:

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.

ARTICLE IV
DURATION

The term of existence of the corporation is perpetual.

ARTICLE V
GENERAL AND SPECIFIC PURPOSES

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 the school districts of the State of Florida. This will be accomplished 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, 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, 2928 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
Leola Sausman, 2582 Clayton Road, Chipley, FL 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 (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 (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 (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:

Patrick McDaniel, 2489 River Road, Sneads, Florida 32460

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 McDaniel, 2489 River Road, Sneads, and Florida 32460.

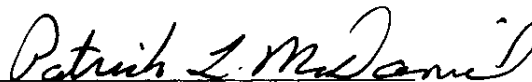
ARTICLE XIV
AMENDMENT OF ARTICLES

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 September, 2012.

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 McDaniel,
Registered Agent

Dated 9-10-12 2012

STATE OF FLORIDA
COUNTY OF Holmes

BEFORE ME, the undersigned authority personally appeared Patrick McDaniel, of 2489 River Road, Sneads, Florida 32460, to me known to be the person who executed the foregoing Amended 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 10th day of September, 2012.


Notary Public

Seal



Signature of Members for quorum vote of at least four (4) to amend By Laws and Articles:

Signed:


Neal Meadows - President

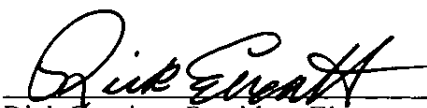
Date: Sept 6, 2012


Sharon Mitchell - Treasurer

Date: Sept. 6, 2012


Leola Brock - Secretary

Date: 9-6-12


Rick Everitt - President Elect

Date: 9-6-12


Patrick McDaniel - Director

Date: 9-10-12


Faye Yongue - Director

Date: Sept. 6, 2012

The date of each amendment(s) adoption: 06 SEPTEMBER 2012

Effective date if applicable: 06 SEPTEMBER 2012

(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(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 06 September 2012

Signature

Hubert O'Neal Meadows, Esq.

(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)

Hubert O'Neal Meadows

(Typed or printed name of person signing)

President

(Title of person signing)