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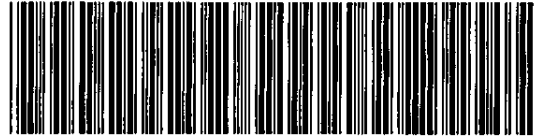
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend.

5/15/07

Dc

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Student Achievement Network, Inc.

DOCUMENT NUMBER: W07000021220

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

Please return all correspondence concerning this matter to the following:

PATRICK CAPRIOLA

(Name of Contact Person)

The Student Achievement Network, Inc

(Firm/ Company)

1111-70 San Jose Blvd #242

(Address)

Jacksonville FL 32223

(City/ State and Zip Code)

For further information concerning this matter, please call:

PATRICK CAPRIOLA

(Name of Contact Person)

at (904) 657-1365

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|---|---|
| <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

The Student Achievement Network, Inc.
(Name of corporation as currently filed with the Florida Dept. of State)

W07000021220

(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:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Please See Attached

07 MAY - 7 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

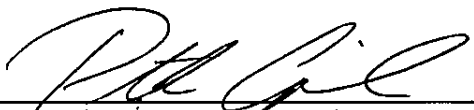
(Attach additional pages if necessary)
(continued)

The date of adoption of the amendment(s) was: 5/3/2007

Effective date if applicable: _____
(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 was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature 
(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.)

Patrick Capriola
(Typed or printed name of person signing)

President
(Title of person signing)

FILING FEE: \$35

Articles of Incorporation
The Student Achievement Network, Inc.

The undersigned incorporators are individuals 18 years of age or older and adopt the following articles of incorporation to form a nonprofit corporation under applicable federal and state of Florida laws.

Article 1 - Name

The name of this corporation shall be The Student Achievement Network, Inc.

Article 2 - Registered Office Address

The place in Florida where the principal office of the corporation is to be located is 11111-70 San Jose Blvd #242, Jacksonville, FL 32223.

Article 3 - Purpose

This corporation is organized exclusively for charitable and educational purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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.

The Student Achievement Network is committed to creating motivated learners through programs that produce positive educational experiences. Our goal is to build on each students existing knowledge base so they can raise their level of achievement in the classroom. Through after school programs, advanced studies programs, and family studies programs we wish to create a learning focused lifestyle.

Article 4 – Exemption Requirements

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf

of, or in opposition to, any candidate for public office. 3. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code or corresponding section of any future tax code, or by an organization, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future tax code.

Article 5 – Membership/Board of Directors

This corporation shall have members. The eligibility, rights and obligations of the members will be determined by the organization's bylaws. The management of the affairs of the corporation shall be vested in a board of directors, as defined by the corporation's bylaws. Directors shall be elected by a 2/3 majority vote. No director shall have any right, title, or interest in or to any property of the corporation. The number of directors constituting the initial board of directors is three (3); their names and addresses are as follows:

Patrick Capriola, 324 Southern Branch Lane, Saint Johns, FL, 32259
John Baker, 2018 Deer Run Lane, Orange Park, FL, 32003
Anthony DiLoreto, 810 Reserve Road, Buffalo, NY 14224

Members of the initial board of directors shall serve for 2 years

Article 6 – Personal Liability

No member, officer, or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers, or directors be subject to the payment of the debts or obligations of this corporation.

Article 7 – Duration/Dissolution

The duration of the corporate existence shall be perpetual until dissolution. Upon the dissolution of the organization, assets of the corporation 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, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article 8 – Registered Agent

The name and Florida street address of the registered agent is:

Patrick Capriola
324 Southern Branch Lane
Saint Johns, FL 32259

I certify that I am familiar with and accept the responsibilities of a registered agent:



Registered Agent

Article 9 – Incorporator

The name and address of the initial incorporator is:


Patrick Capriola
324 Southern Branch Lane
Saint Johns, FL 32259



Incorporator Signature

Article 10 – Initial Board


In witness whereof, we, the undersigned, have hereunto subscribed our names as the initial board of directors under the laws of the State of Florida and certify we executed these Articles of Incorporation this May 2, of 2007.



Signature of Patrick Capriola
324 Southern Branch Lane, Saint Johns, FL, 32259



Signature of John Baker
2018 Deer Run Lane, Orange Park, FL, 32003



Signature of Anthony DiLoreto
810 Reserve Road, Buffalo, NY 14224

Article 11 – Effective Date

The effective date for this corporation shall be:

May 2, 2007