

ND7000010157

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DIVISION OF CORPORATIONS
08 APR 16 PM 2:47

Amend/cc
cus
@ 4.16.08

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Children's Palace Learning Academy, Inc.

DOCUMENT NUMBER: NO7000010157

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

Please return all correspondence concerning this matter to the following:

Tangie miner
(Name of Contact Person)

Children's Palace Learning Academy, Inc.
(Firm/ Company)

6410 SW 8th Ave.
(Address)

Gainesville, FL 32607
(City/ State and Zip Code)

For further information concerning this matter, please call:

Tangie miner at (352) 333-3232
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 20, 2008

TANGIE L. MINER
CHILDREN'S PALACE LEARNING ACADEMY, INC.
6410 SW 8TH AVE
GAINESVILLE, FL 32607

SUBJECT: CHILDREN'S PALACE LEARNING ACADEMY , INC.
Ref. Number: N07000010157

We have received your document for CHILDREN'S PALACE LEARNING ACADEMY , INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

Please delete any mention of subscribers because there are no provisions in the Florida Statutes to add, amend or delete subscribers as mentioned in Article VIII of the amendment.

Please entitle the attachment Amendment to the Articles of Incorporation.

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) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 208A00016792



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 7, 2008

TANGIE L. MINER
CHILDREN'S PALACE LEARNING ACADEMY, INC.
6410 SW 8TH AVE
GAINESVILLE, FL 32607

SUBJECT: CHILDREN'S PALACE LEARNING ACADEMY , INC.
Ref. Number: N07000010157

We have received your document for CHILDREN'S PALACE LEARNING ACADEMY , INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

There are not provisions in the Florida Statutes to add, amend or delete subscribers as mentioned in Article VIII of the amendment. Therefore, there should be no reference to subscribers.

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) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 708A00008193

RECEIVED
2008 MAR 19 AM 8:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

Children's Palace Learning Academy, Inc.
(Name of corporation as currently filed with the Florida Dept. of State)

NO7000010157

(Document number of corporation (if known))

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 APR 16 PM 2:47

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)**

See Attachment

(Attach additional pages if necessary)
(continued)

Articles of Incorporation

Of

Children's Palace Learning Academy, Inc.

The undersigned subscribers to these Articles of Incorporation being natural persons and competent to contract hereby form a corporation not for profit under the laws of the State of Florida.

ARTICLE I

Name: The name of this corporation shall be Children's Palace Learning Academy, Inc.

ARTICLE II

Purpose: Children's Palace Learning Academy, INC. shall provide a stable and secure "home away from home" educational environment where children can develop in an atmosphere of love and encouragement, we serve children ages 0 to 12 regardless of economic status, ethnic origin, religion or gender. Our focal point is to enhance our client's educational and social level during their term with us at Children's Palace Learning Academy.

ARTICLE III

Term of Existence: This Corporation shall exist perpetually.

ARTICLE IV

Limitation on Rights of Incorporators, Members, Officers and Directors: No incorporator, member, officer, director of this corporation shall have any vested right or prevail in, of or to the assets, function, affairs or franchises of this corporation or any right, interest or privilege which may be transferrable or inheritable or which shall continue if such person's office or membership ceases nor shall any part of the earnings of this corporation or assets thereof inure to the benefit of or be distributed to them or any of them.

ARTICLE V

Limitation On Activities: No Substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or interfere in (including the publishing or distribution of statements), any political campaign on behalf of 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 provisions 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.)

ARTICLE VI

Distribution Of Assets On Dissolution: Upon dissolution of this corporation the Board of Directors shall distribute all of its assets remaining after payment or making provisions for the payment of all liabilities of the corporation exclusively for the purpose of this corporation in such manner and to such organization or organizations which are qualified for exemption under Section 501 (c) (3) of the Internal Revenue Code as the Board shall determine. Any assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located exclusively for such purpose or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE VII

Membership: All persons having an interest in and desires to participate in the fulfillment of the purpose of this corporation shall be eligible for membership. The number of members, the terms of membership, additional criteria for membership, if any, the election or appointment to membership, the method by which membership can be terminated, the voting and other rights and privileges of members shall be as set forth in the By- Laws.

The initial members of this corporation shall be as follows:

Officers: Section 1. The officers of this corporation shall be as follows:

CHIEF EXECUTIVE OFFICER

CHAIRPERSON

SECRETARY

TREASURER

Section 2. Officers shall be elected at the annual meeting and shall serve for a period of two years or until their successors are elected.

Section 3. Vacancies occurring in officers shall be filled at the discretion of the Board of Directors as provided in the By-Laws.

Section 4. The names of the officers who are to serve until the first election are:

<u>Office</u>	<u>Name</u>
Chief Executive Officer	Tangle Miner
Chairperson	Billy Miner
Secretary	Robert Prosser
Treasurer	Kenneth Williams

ARTICLE VIII

By-Laws: The By-Laws of this corporation are to be made, altered or rescinded by the Board of Directors. Subsequent alterations or rescissions shall be made by the directors by a two-thirds (2/3) vote of those members present at any regular or special meeting of the Board provided that notice of the proposed amendment including a copy thereof shall have been submitted to the Board

membership at least 3 weeks prior to the date of the regular or special meeting.

ARTICLE IX

Amendments: These Articles of Incorporation may be amend by the directors by a two-thirds (2/3) vote of those members present at any regular or special meeting of the Board provided that notice of the proposed amendment including a copy thereof shall have been submitted to the Board membership at least 3 weeks prior to the date of the regular or special meeting. The Board of Directors shall determine what additional persons shall be accepted into membership. All persons admitted to membership in this corporation shall be directors automatically and termination of directorship shall terminate membership automatically.

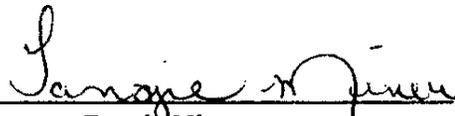
ARTICLE X

Board of Directors: The affairs of this corporation shall be managed by a Board of Directors. This Board shall have 6 members initially. The names and addresses of the persons who are to serve as directors until the first election thereof are as follows:

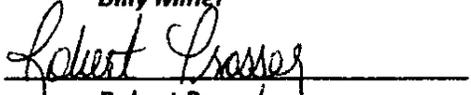
<u>Name</u>	<u>Address</u>
Tangie Miner	9219 SW 99th Pl., Gainesville, Fl 32608
Billy Miner	9219 SW 99th Pl., Gainesville, Fl 32608
Robert Prosser	2731 SW 12th Pl., unit 105 Miami, Fl 33055
Kenneth Williams	2731 SW 12th Pl., unit 105 Miami, Fl 33055

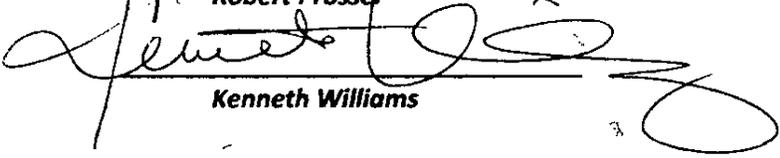
The number of members of the Board of Directors, the terms of directors, criteria for office and the method by which office can be terminated shall be as set forth in the By- Laws. All persons admitted to membership in this corporation shall be directors and termination of membership shall terminate directorship. Only members of this corporation shall be eligible to be directors, all persons admitted to membership of this corporation shall be directors automatically and termination of membership shall terminate directorship automatically.

In witness whereof, the undersigned subscribers has Amended these Articles of Incorporation this 20 day of December, 2007.


Tangie Miner


Billy Miner


Robert Prosser

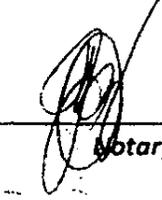

Kenneth Williams

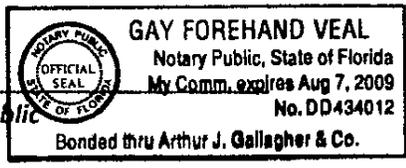
State Of Florida)
County Of Alachua)

Before me a notary public authorized to take acknowledgements, personally appeared Tangie Miner, Billy Miner, Robert Prosser and Kenneth Williams known to me and known by me to be the person who amended the foregoing Articles of Incorporation and they acknowledged before me that they amended those Articles of Incorporation.

In witness whereof, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 20 day of December, 2007.

My Commission Expires:


Notary Public



The date of adoption of the amendment(s) was: January 31, 2008

Effective date if applicable: ²⁰ March 3, 2008
(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 Tangie Miner
(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.)

Tangie Miner
(Typed or printed name of person signing)

Chief Executive Officer
(Title of person signing)

FILING FEE: \$35