

NO8000001560

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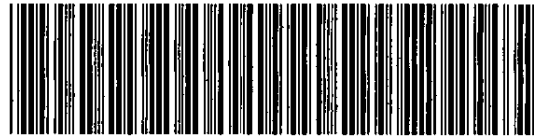
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*Amend  
Tewis  
8-11-08*

FILED  
2008 AUG -5 AM 11:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Do2Learn Resources, Inc.

**DOCUMENT NUMBER:** N08000001560

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

Please return all correspondence concerning this matter to the following:

Dorothy C Strickland  
(Name of Contact Person)

Do2Learn Resources, Inc.  
(Firm/ Company)

421 Orchis Road  
(Address)

St. Augustine, FL 32086  
(City/ State and Zip Code)

For further information concerning this matter, please call:

Dorothy C Strickland at ( 904 ) 797-3979  
(Name of Contact Person) (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 &<br>Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>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

Do2Learn Resources, Inc.

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

FILED  
2008 AUG -5 AM 11:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N08000001560

(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)**

See attached.

(Attach additional pages if necessary)  
(continued)

AMENDMENTS TO ARTICLES OF INCORPORATION FOR  
DO2LEARN, INC.,  
a Florida nonprofit corporation, Document # N08000001560  
Adopted July 29, 2008

**ARTICLE III, as amended, now reads as follows:**

ARTICLE III

This corporation is organized for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) and § 170(c)(2) of the Internal Revenue Code of 1986 (herein the "Code"), or the corresponding provisions of any future United States Revenue Code.

The Corporation will provide resources for individuals with special learning needs.

**Article IX, as adopted for addition to the Articles of Incorporation, reads as follows:**

ARTICLE IX

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 purposes set forth in these articles of incorporation. 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 or in opposition to any candidate for public office. Notwithstanding any other provisions 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 § 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under § 170(c)(2) of the Code.

**Article X, as adopted for addition to the Articles of Incorporation, reads as follows:**

**ARTICLE X**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions 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 organizations or organizations organized and operated exclusively for religious, charitable, educational, scientific or literary purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the Code as the Board of Directors shall determine, or to federal, state, or local governments to be used exclusively for public purposes. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, such as court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes.

**Article XI, as adopted for addition to the Articles of Incorporation, reads as follows:**

**ARTICLE XI**

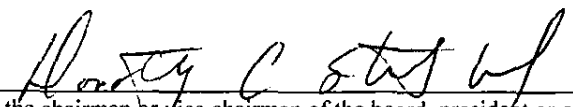
To the full extent from time to time permitted by law, no person who is serving or who has served as a Director of the Corporation shall be personally liable for any action for monetary damages for breach of his or her duty as Director. Neither the amendment or repeal of this Article, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the protection afforded by this Article to a Director of the Corporation with respect to any matter which occurred, or any cause of action, suit or claim which but for this Article would have accrued or risen, prior to such amendment, repeal, or adoption.

The date of adoption of the amendment(s) was: July 29, 2008

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.)

Dorothy C Strickland  
(Typed or printed name of person signing)

President  
(Title of person signing)

**FILING FEE: \$35**