

N08000005065

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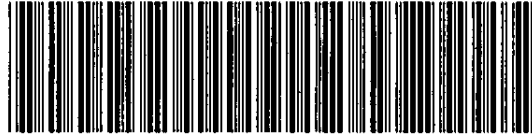
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2008 SEP 12 PM 2:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend NC  
Revis  
9-16-08

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** A Better Day After Care Services, Inc.

**DOCUMENT NUMBER:** N08000005065

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

Please return all correspondence concerning this matter to the following:

Cary Bouza-Merida

(Name of Contact Person)

(Firm/ Company)

PO Box 228224

(Address)

Miami, Florida 33222-8224

(City/ State and Zip Code)

For further information concerning this matter, please call:

Cary Bouza-Merida

(Name of Contact Person)

at ( 305 ) 613-3524

(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

Articles of Amendment  
to  
Articles of Incorporation  
of

A Better Day After Care Services, Inc.

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

FILED  
2008 SEP 12 PM 2:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N08000005065

(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):**

A Better Day Learning Center, Inc.

(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)**

Article I - Name (name being amended)

Article II - Location (business principle address and mailing address being amended)

Article III - Title & description being amended

Article IV - Title & description being amended

Article V - Title & description being amended

Article VI - Title & description being amended

Article VII - Title & description being amended

Article VIII - Title & description being amended

Article IX - Added

Article X - Added

SEE ATTACHED ARTICLES OF INCORPORATION

ARTICLES OF INCORPORATION OF:  
**A BETTER DAY LEARNING CENTER, INC.**

(A Florida not-for-profit corporation)

ARTICLE I  
NAME

The name of this corporation shall be "A BETTER DAY LEARNING CENTER, INC.", hereinafter referred to as "the Corporation"

ARTICLE II  
BUSINESS LOCATION

The principle place of business address of the Corporation shall be  
9794 NW 27 Terrace  
Doral, FL. 33172

The mailing address of the corporation is:  
PO Box 228224,  
Miami, FL 33222-8224;

or at such other location within the State of Florida as may be hereafter established by the Board of Directors.

ARTICLE III  
EXEMPTION REQUIREMENTS

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

1. The corporation shall not afford pecuniary gain, incidentally or otherwise to its members. No part of the net earnings of this corporation shall inure to the benefit of any member of the corporation, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. Such net earnings, if any, of this corporation shall be used to carry out the nonprofit corporate purposes set fourth in Article IV below.
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 such that the Corporation would intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.
3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as now enacted or hereafter amended.

## ARTICLE IV PURPOSES & POWERS

This Corporation is organized exclusively for charitable, educational, health and therapeutic purposes, 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 "Code"). The general nature and purpose of the Corporation shall be the advancement of the nonprofit health and Human services sector through education, consultation, advocacy, publication, direct nonprofit service delivery, and such other activities as benefit this sector. In effectuating such general purposes for which the Corporation is organized and the powers with which the Corporation is vested include, but are not limited to, the following:

1. To provide assistance to families with children affected by developmental and learning disabilities receive special and individualized curriculum and treatment in preparation for advancement to elementary school-aged curriculums. In addition to assist those families with after school care for their other children for the purpose of providing an educational setting in which they can participate in the process of working with their sibling with special needs as well as receive assistance for their school work. Provide an individualized parent training curriculum to assist the parents implement those techniques used in the center at the home setting. To seek and receive donations, grants, fees, contributions, and other sources of funding necessary to provide such services to the community; and
2. To provide comprehensive health and Human services on a 'not for profit' basis to the general public as well as to provide disabled persons, and low-income families, or other oppressed populations, with supports and other services specially designed to meet their physical, social, and psychological needs, and to promote their health, security, happiness, and usefulness in longer living. The charges for such facilities and services to be predicted upon the provision, maintenance, and operation thereof of a nonprofit basis.
3. Acquire by gift or otherwise, and hold, sell, convey, assign, mortgage, and lease any real or personal property necessary or incidental to the accomplishment of the non-profit purposes of the Corporation.
4. Borrow money and issue evidence of indebtedness; and secure loans and other indebtedness by mortgages, deeds of trust, and pledges, or other liens upon the property of the Corporation.
5. Enter into any kind of activity, and to perform and carry out contracts of any kind necessary to, or in connection with, or incidental to the accomplishment of any more of the non-profit purposes of the Corporation.
6. The Corporation shall have all the powers of not-for-profit corporations under Chapter 617, Florida Statutes, or successor laws.

## ARTICLE V BOARD OF DIRECTORS

The corporation shall have one or more classes of members, as provided in the corporation's bylaws. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No Director shall have the right, title, or interest in or to any property of the corporation.

The number of Directors constituting the first Board of Directors is 3, their names and addresses being as follows:

Jose Merida, FLCBA  
President  
9794 NW 27 Terrace  
Doral, FL. 33172

Cary Bouza-Merida  
VP/Executive Director  
9794 NW 27 Terrace  
Doral, FL. 33172

Wendy Roth, Ph.D., BCBA  
Clinical Director  
9794 NW 27 Terrace  
Doral, FL. 33172

#### ARTICLE VI REGISTERED AGENT

The street address of the Corporation's initial registered office shall be 9794 NW 27 Terrace Doral, Florida 33172, and the name of the Corporation's initial registered agent at the registered office shall be Cary Bouza-Merida.

#### ARTICLE VII OFFICERS AND DIRECTORS

The initial officer(s) and/or director(s) of the corporation is/are:

Title: PDT  
CARY BOUZA-MERIDA  
9794 NW 27 Terrace  
Doral, FL 33172

Title: VPDS  
JOSE A. MERIDA  
9794 NW 27 Terrace  
Doral, FL 33172

#### ARTICLE VIII TERM OF EXISTENCE

The Corporation shall have perpetual existence, unless sooner dissolved in accordance with Florida law.

#### ARTICLE IX DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after making provisions for the payment of all liabilities of the corporation, dispose of all of the assets of the Corporation which shall be distributed for one or more exempt purposes within the meaning of Section 26 U.S.C. 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principle office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE X  
INCORPORATOR

IN WITNESS THEREOF, the undersigned incorporator has executed these Articles of Incorporation on this, the 1<sup>st</sup> day of July, 2008.

A handwritten signature in dark ink, appearing to read 'CB Merida', is written over a horizontal line.

**Incorporator**  
**CARY BOUZA-MERIDA**

CERTIFICATION OF DESIGNATION

Registered Agent

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent in the State of Florida.

The name of the corporation is:

A BETTER DAY LEARNING CENTER, INC.

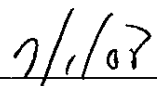
The name and address of the initial registered agent is:

Cary Bouza-Merida  
9794 NW 27 Terrace  
Doral, Fl 33172

HAVING BEEN NAMED AS REGISTERED AGENT AND ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN CERTIFICATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL THE STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:

  
Cary-Bouza Merida

  
Date



The date of adoption of the amendment(s) was: 07/01/2008

Effective date if applicable: 07/01/2008  
(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



(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.)

Cary Bouza-Merida

(Typed or printed name of person signing)

President

(Title of person signing)

**FILING FEE: \$35**