

ND8000005065

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

Amend
1a 10/15/08

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: A Better Day Learning Center, 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)

A Better Day Learning Center, Inc.

(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:

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

A Better Day Learning Center, Inc.

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

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):

(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 V - Board of Directors correction of President and Vice President
and addition of omitted board members.

SEE ARTICLES OF INCORPORATION ATTACHED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 OCT -6 PM 12:32

Amended
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 6, their names and addresses being as follows:

Cary Bouza-Merida
President
9794 NW 27 Terrace
Doral, FL. 33172

Jose A. Merida, FLCBA
VP/Executive Director
9794 NW 27 Terrace
Doral, FL. 33172

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

Marco Valdes, M.Ed.
12725 NW 4th Avenue
North Miami, FL 33161

Christopher Buchanan
4505 SW 22 Street
Ft. Lauderdale, FL 33317

Eduardo Aguirre
2460 SW 137th Avenue
Suite 253
Miami, FL 33175

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 1st day of July, 2008.



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: 9/23/2008

Effective date if applicable: 9/23/2008
(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