

N08000005069

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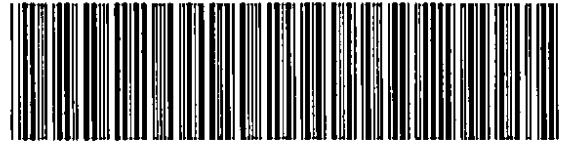
(Business Entity Name)

(Document Number)

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2019 MAR 25 PM 6:06

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C. GOLDEN

APR - 4 2019

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:

Caridad Bouza-Merida
(Name of Contact Person)

A Better Day Learning Center, Inc.
(Firm/ Company)

9600 NW 25 Street, Suite 1
(Address)

Doral, FL 33172
(City/ State and Zip Code)

cary.merida@abetterdaylearningcenter.org
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Caridad Bouza-Merida at 786 646-9250
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" 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))

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ALL INFORMATION CONTAINED HEREIN IS UNCLASSIFIED

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:

A. If amending name, enter the new name of the corporation:

A Better Day Therapy Center Incorporated

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title;

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation. Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

Article IV Section 1 - See attached Amended Articles of Incorporation- March 22, 2019

AMENDED ARTICLES OF INCORPORATION OF:

A BETTER DAY THERAPY CENTER, INC. (Formerly; 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 THERAPY CENTER, INC.", hereinafter referred to as "the Corporation"

ARTICLE II BUSINESS LOCATION

The principle place of business address of the Corporation shall be
9600 NW 25 Street, Suite 1
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 low cost ABA (income bases); supplemental/additional ABA/Speech services; low cost ABA tutoring; supplemental Art/Music Therapy Programs; parent training & social skills training; special events to enhance their quality of life. 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
9600 NW 25 St., Ste 1
Doral, FL 33172

Jose A. Merida, FLCBA
VP/Executive Director
9600 NW 25 St., Ste 1
Doral, FL 33172

Emmanuel Sarmiento
Director
2900 NW 111 Ave, Ste 1
Doral, FL 33172

Carmen Lopez
Director
2900 NW 111 Ave, Ste 1
Doral, FL 33172

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

Jeffrey Hordinski
Director
8000 West Drive, #404
Miami Beach, FL 33141

ARTICLE VI REGISTERED AGENT

The street address of the Corporation's initial registered office shall be 9600 NW 25 Street, Ste 1, Doral, Florida 33172, and the name of the Corporation's initial registered agent at the registered office shall be Caridad Bouza-Merida.

ARTICLE VII OFFICERS AND DIRECTORS

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

Title: PDT
CARIDAD BOUZA-MERIDA
9600 NW 25 Street, Ste 1
Doral, FL 33172

Title: VPDS
JOSE A. MERIDA
9600 NW 25 Street, Ste 1
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 amended these Articles of Incorporation on this, the 22 day of March, 2019.



Authorized by:
CARIDAD BOUZA-MERIDA

CERTIFICATION OF DESIGNATION
(Amended March 22, 2019)

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 THERAPY CENTER, INC.

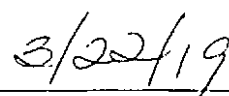
The name and address of the initial registered agent is:

Caridad Bouza-Merida
9600 NW 25 Street, Ste 1
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:


Caridad Bouza-Merida


Date

March 15, 2019

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

March 22, 2019

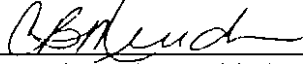
Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated March 22, 2019 _____

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)

Caridad Bouza-Merida

(Typed or printed name of person signing)

President

(Title of person signing)