

N10000002014

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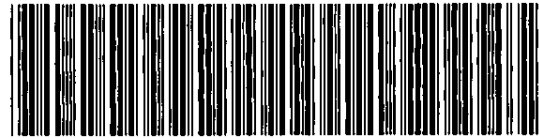
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10 MAR - 8 AM 10:42
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 MAR 31 PM 12:21

FILED

Amend
C.COULLETTE

MAR 31 2010

EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: NEWGlobal Learning Academics, Inc.

DOCUMENT NUMBER: N10000002014

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

Please return all correspondence concerning this matter to the following:

LEONARD J. DIETZEN, III

(Name of Contact Person)

RUMBERGER KIRK & CALDWELL

(Firm/ Company)

215 SOUTH MONROE STREET, SUITE 130

(Address)

TALLAHASSEE, FL 32301

(City/ State and Zip Code)

LDEITZEN@RUMBERGER.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

LEONARD J. DIETZEN, III at (850) 222-6550
(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:

\$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 8, 2010

LEONARD J. DIETZEN, III

TALLAHASSEE, FL

SUBJECT: NEWGLOBAL LEARNING ACADEMICS, INC.
Ref. Number: N10000002014

We have received your document for NEWGLOBAL LEARNING ACADEMICS, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

In a nonprofit corporation once officers/directors have been elected, the incorporator cannot amend. The document must be signed by an officer or director, not the incorporator.

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) 245-6903.

Cheryl Coulliette
Regulatory Specialist II

Letter Number: 910A00005617

COVER LETTER

TO: Amendment Section
Division of Corporations

RECEIVED

10 MAR 31 PM 12: 20

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

NAME OF CORPORATION: NEWGlobal Learning Academics, Inc.

DOCUMENT NUMBER: N10000002014

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

Please return all correspondence concerning this matter to the following:

Leonard J. Dietzen, III

(Name of Contact Person)

Rumberger Kirk & Caldwell

(Firm/ Company)

215 South Monroe Street, Suite 130

(Address)

Tallahassee, FL 32301

(City/ State and Zip Code)

ldietzen@rumberger.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Leonard Dietzen

(Name of Contact Person)

at (850) 222-6550

(Area Code & Daytime Telephone Number)

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Articles of Amendment
to
Articles of Incorporation
of

NEWGlobal Learning Academics, Inc.

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

N10000002014

(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:

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

NEWGlobal Learning Academy, Inc.

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)

10 MAR 31 PM 12:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

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)

_____, Florida _____
(City) (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)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<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)

Please see the attached "red-line" Amended Articles of Incorporation. In addition to the name change listed above, the amendments change language in: Article IV, Purposes; Article VII, Dissolution and Liquidation, and; alter the address of one director listed in Article VI.

The date of each amendment(s) adoption: Mar. 7, 2010
(date of adoption is required)

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(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 20 March 2010

Signature Kristin L Mallory
(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)

Kristin Mallory
(Typed or printed name of person signing)

Director
(Title of person signing)

**ARTICLES OF INCORPORATION
OF
NEWGLOBAL LEARNING ACADEMICS, INC.**

THE UNDERSIGNED, acting as sole incorporator of NEWGLOBAL LEARNING ACADEMICS ACADEMY, INC. (the "Corporation"), under the Florida Not-for-profit Corporation Act (Chapter 617 of the Florida Statutes), hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

Name

The name of the Corporation is NEWGLOBAL LEARNING ACADEMICS ACADEMY, INC.

ARTICLE II

Principal Office and Mailing Address

The location of the principal office and mailing address of the Corporation is 1325-E N. West 53rd Avenue, Gainesville, Florida 32609. The location of the principal office and mailing address shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

ARTICLE III

Initial Registered Office and Agent

The address of the initial Registered Office of the Corporation is 215 South Monroe Street, Suite 130, Tallahassee, FL 32301-7721, and the initial Registered Agent at such address is Leonard J. Dietzen, III.

ARTICLE IV

Purposes

The Corporation is organized and shall be operated exclusively for charitable, ~~religious~~ and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (hereinafter the "Internal Revenue Code"), provided that the primary purpose of the Corporation shall be to operate schools, including schools in the State of Florida, that provide young adults who have partially completed the requirements for graduation, as established by any public school (including any public charter school), such additional support and education to enable such students to receive a high school diploma; to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes. ~~Specifically, the activities of the Corporation will include the operation of schools in the State of Florida.~~

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE V

Powers

The Corporation shall have all powers conferred upon not-for-profit corporations organized under Chapter 617 of the Florida Statutes and any successor provisions thereto now enacted or hereafter amended, but shall exercise such powers only in fulfillment of its above-stated purposes.

The Corporation shall not engage in any of the following activities:

(1) The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

(2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda or otherwise attempting to influence legislation to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Internal Revenue Code.

(3) No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.

At any time when the Corporation is or becomes a "private foundation" within the meaning of Section 509(a) of the Internal Revenue Code (the "Code") and Section 617.0835 of the Florida Statutes, the following additional limitations on the Corporation's activities shall apply:

(1) The Corporation shall distribute, for one or more of the purposes specified in these Articles of Incorporation, for each taxable year, amounts at least sufficient to avoid liability for the tax on undistributed income imposed by Code Section 4942(a).

(2) The Corporation shall not engage in any act of self-dealing as defined in Code Section 4941(d), which would give rise to any liability for the tax imposed by Code Section 4941(a).

(3) The Corporation shall not retain any excess business holdings, as defined in Code Section 4943(c), which would give rise to any liability for the tax imposed by Code Section 4943(a).

(4) The Corporation shall not make any investments in such manner as to subject it to the tax under Code Section 4944.

(5) The Corporation shall not make any taxable expenditures, as defined in Code Section 4945(d), which would give rise to any liability for the tax imposed by Code Section 4945(a).

ARTICLE VI

Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors, subject to any limitations set forth under the laws of the State of Florida, these Articles of Incorporation or the Bylaws of the Corporation. The initial Directors shall be appointed by the Incorporator and shall serve until their successors shall be elected. The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws. The names and addresses of the Directors are:

<u>Name</u>	<u>Address</u>
Kristin Mallory	SIA Tech / NEW Education for the Workplace 2611 Temple Heights Drive Oceanside, CA 92056
Joan F. Kaywell, Ph.D.	University of South Florida 4202 E. Fowler Avenue Tampa, FL 33620-5650
Theresa Thompson	Homestead Job Corps Center 12350 SW 285 th Street Homestead, FL 33033-1251

ARTICLE VII

Dissolution and Liquidation

The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Florida Statutes. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

(1) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor;

(2) Remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code to carry out the primary purpose of the Corporation, to the maximum extent feasible, as determined by the Board of Directors.

ARTICLE VIII

Amendment

These Articles may be amended by the initial board of directors or upon adoption pursuant to the bylaws.

ARTICLE IX

Incorporator

The name and address of the sole incorporator of the Corporation is: Leonard J. Dietzen III, 215 South Monroe Street, Suite 130, Tallahassee, FL 32301-7721.

IN WITNESS WHEREOF, I have hereunto set my hand this _____ day of _____, 2010.

LEONARD J. DIETZEN III, Incorporator

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article III of the foregoing Articles of Incorporation as Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and accepts, the obligations set forth in Section 617.0501, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the Corporation.

DATED, this _____ day of _____, 2010.

REGISTERED AGENT:

Leonard J. Dietzen, III.

By: _____
LEONARD J. DIETZEN III, Incorporator