

N100000006199

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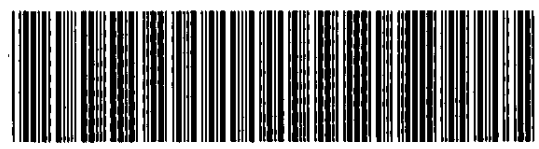
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Art Correction
CC
@ 7/6/10

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: NPACT AMERICA, INC.

Name of Corporation

DOCUMENT NUMBER: N10000006199

The enclosed Articles of Correction and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

SIGMUND COREY MAYERLEN

Name of Contact Person

Firm/Company

14476 DUVAL PLACE WEST, SUITE 109

Address

JACKSONVILLE, FL 32218

City/State and Zip Code

corey@npactamerica.org

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

For further information concerning this matter, please call:

COREY MAYERLEN

Name of Contact Person

at (904) 755-6259

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$35.00 Filing Fee

☐ \$43.75 Filing Fee & Certificate of Status

☒ \$43.75 Filing Fee & Certified Copy

☐ \$52.50 Filing Fee, Certificate of Status &
Certified Copy

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 CORRECTION

for

NPACT AMERICA, INC.

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

N10000006199

Document Number (if known)

Pursuant to the provisions of Section 607.0124 or 617.0124, Florida Statutes, this corporation files these Articles of Correction within 30 days of the file date of the document being corrected.

These articles of correction correct **ARTICLES OF INCORPORATION**
(Document Type Being Corrected)


filed with the Department of State on **JUNE 28, 2010**
(File Date of Document)

Specify the inaccuracy, incorrect statement, or defect:

**ARTICLES CREATED BY ELECTRONIC FILING DO NOT REFLECT THE DESIRES
OF THE ENTITY.**

Correct the inaccuracy, incorrect statement, or defect:

**PLEASE UPDATE ARTICLES OF INCORPORATION TO REFLECT THE
FOLLOWING DOCUMENT.**


(Signature of a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of the receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

SIGMUND COREY MAYERLEN

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

Filing Fee: \$35.00

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The undersigned incorporator, a natural person 18 years of age or older, in order to form a corporate entity under the Florida Not For Profit Corporation Act adopts the following articles of incorporation.

ARTICLE I NAME/REGISTERED OFFICE

The name of this Corporation shall be: Npact America, Inc. The Corporation's registered office is located at: 14476 Duval Place West, Suite 109, Jacksonville, FL 32218. The Corporation's mailing address shall be the same.

ARTICLE II PURPOSE

The Corporation is intended to be a not for profit, non-political, non-sectarian charitable Corporation, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations and acting as a public benefit Corporation within the definition of the Florida Not For Profit Corporation Act. The Corporation is established for the benefit of individuals and citizens with severe disabilities wherever they may reside. The Corporation is specifically empowered to undertake all lawful activities and endeavors in furtherance and fulfillment of the following stated purposes:

- a. To promote the general welfare of all citizens with disabilities, regardless of their age, handicap, condition or degree of disability;
- b. To foster the development of community employment, education, training, and management support services to individuals and Corporations engaged in the provision of employment or education services to persons with disabilities;
- c. To encourage research;
- d. To advise and aid disabled individuals, families and professional organizations in the coordination of efforts made on their behalf;
- e. To cooperate and associate with all public, private and religious agencies and professional groups toward the furtherance of these objectives and ends;
- f. To develop, own, operate manufacturing or services, information and related educational systems and facilities with the goal of teaching job skills, training and employing primarily disabled individuals and providing stipends, wages, and benefits for these individuals comparable to those received by those employed in similar industrial or education endeavors wherever they may reside;
- g. To provide other professional management functions as may be necessary to assure that individuals with disabilities and their selected support service providers receive the necessary supports to facilitate the integration of persons with disabilities into the workforce;
- h. To provide technical assistance and professional best practice consulting services in the areas of human resources; quality assurance; financial and

- business practices; information technologies; facility design and management; project management; legal and regulatory practices; and other technical services as may be necessary from time to time;
- i. To solicit and receive funds, and enter into contracts, for the establishment and accomplishment of these stated purposes;

ARTICLE III LIMITATIONS

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

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;
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, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and
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 of 1986, as now enacted or hereafter amended.
4. The corporation shall not lend any of its assets to any officer or director of this corporation unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members, or guarantee to any person the payment of a loan by an officer or director of this corporation.

ARTICLE IV DIRECTORS/MEMBERS

The corporation shall have no voting members. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors; whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No Director shall have any right, title, or interest in or to any property of the corporation. The manner by which Directors are appointed is stated in the adopted bylaws of the corporation.

ARTICLE V
DEBT OBLIGATIONS AND PERSONAL LIABILITY

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VI
DISSOLUTION

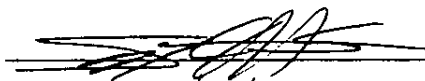
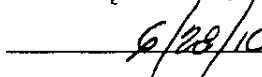
Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax 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 principal 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 VII
INCORPORATOR

The incorporator of this corporation is:

Sigmund Corey Mayerlen 13518 Devan Lee Drive East, Jacksonville, Florida 32226

The undersigned incorporator certifies both that he executes these Articles for the purposes herein stated, and that by such execution, he affirms the understanding that should any of the information in these Articles be intentionally or knowingly misstated, he is subject to the criminal penalties for perjury set forth in the Florida Statutes as if this document had been executed under oath.

 _____ Signature
 _____ Date