

N100000006199

(Requestor's Name)

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(City/State/Zip/Phone #)

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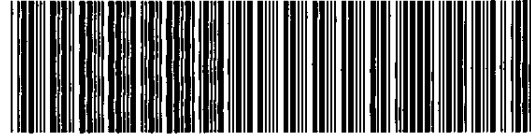
(Business Entity Name)

(Document Number)

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Amend

06/01/11--01012--004 **35.00

FILED
2011 JUN 20 PM 4:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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6/20/11



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 14, 2011

Sigmund C. Mayerlen
NPACT America, Inc.
14476 Duval Place West, Suite 109
Jacksonville, FL 32218

SUBJECT: NPACT AMERICA, INC.
Ref. Number: N10000006199

We have received your document for NPACT AMERICA, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please delete the wording in paragraph E that says "please replace the existing Articles of Incorporation with the updated attached Articles of Incorporation." We can not delete the original articles and substitute the amended ones. The articles of amendment will also be imaged along with your file that includes the original articles.

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) 245-6907.

Annette Ramsey
Regulatory Specialist II

Letter Number: 211A00014518

RECEIVED
11 JUN 20 PM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: NPACT America, Inc

DOCUMENT NUMBER: N10000006199

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

Please return all correspondence concerning this matter to the following:

Sigmund C. Mayerlen

(Name of Contact Person)

NPACT America, Inc

(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:

Sigmund C. Mayerlen

(Name of Contact Person)

at (904) 297-3122

(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

Articles of Amendment
to
Articles of Incorporation
of

FILED

2011 JUN 20 PM 4:48

NPACT America, Inc

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

(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:

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

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 who are blind or visually impaired, 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 who are blind or visually impaired, regardless of their age, handicap, or condition;
- 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 who are blind or visually impaired;
- c. To encourage research;
- d. To advise and aid blind or visually impaired 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 blind or visually impaired 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 who are blind or visually impaired and their selected support service providers receive the necessary supports to facilitate the integration of persons who are blind or visually impaired 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
5/31/11 _____ Date

The date of each amendment(s) adoption: May 31, 2011

(date of adoption is required)

Effective date if applicable: May 31, 2011

(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 May 31, 2011

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)

Sigmund C. Mayerlen

(Typed or printed name of person signing)

President/ CEO

(Title of person signing)