

712000003100

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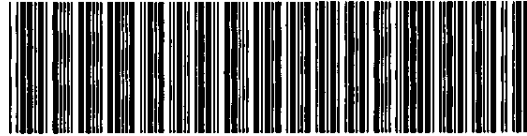
(Business Entity Name)

(Document Number)

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APPROVED
AND
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12 APR -3 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 05 2012
T. LEMIEUX
[Signature]

COVER LETTER

TO: Amendment Section,
Division of Corporations

NAME OF CORPORATION: ILearn Life, Inc.

DOCUMENT NUMBER: N12000003100

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

Please return all correspondence concerning this matter to the following:

Daniel A Schmitt

(Name of Contact Person)

ILearn Life, LLC

(Firm/ Company)

1141 S. 7th Street

(Address)

Saint Louis, MO 63104

(City/ State and Zip Code)

melisa.kallas@aaqmail.com

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

For further information concerning this matter, please call:

Melisa Kallas

(Name of Contact Person)

at (314) 450-5902

(Area Code & Daytime Telephone Number)

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

- | | | | |
|---|--|---|--|
| <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

ILEARN LIFE, INC.

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

N12000003100

(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:

(Florida street address)

New Registered Office 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

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TALLAHASSEE, FLORIDA

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:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <u>X</u> Change ___ Add ___ Remove	<u>D</u>	<u>Daniel A. Schmitt</u>	<u>1141 S. 7th Street</u> <u>St. Louis, MO 63104</u>
2) <u>X</u> Change ___ Add ___ Remove	<u>D</u>	<u>Cindy E. Schmitt</u>	<u>1141 S. 7th Street</u> <u>St. Louis, MO 63104</u>
3) <u>X</u> Change ___ Add ___ Remove	<u>D</u>	<u>Lois Bolin</u>	<u>2836 Aintree Lane, J102</u> <u>Naples, FL 34112</u>
4) ___ Change ___ Add ___ Remove	_____	_____	_____ _____ _____
5) ___ Change ___ Add ___ Remove	_____	_____	_____ _____ _____
6) ___ Change ___ Add ___ Remove	_____	_____	_____ _____ _____

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

Article III: Said corporation is organized exclusively for charitable, religious, educational, and scientific 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 corresponding section of any future federal tax code.

The Corporation may receive and administer funds for scientific, religious, educational, and charitable purposes, within the meaning of Section 501(c)3 of the Internal Revenue Code of 1986

and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with

the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property

is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement

thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Non Profit Corporation Law.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual, except that reasonable compensation

may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in

the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation,

and the Corporation shall not participate in or intervene in, including the publication or distribution of statements, any political campaign on behalf of any candidate of public office.

Article IV: Election of new directors or election of current directors to a second term will occur as the first item of business at the annual meeting of the corporation.

Directors will be elected by a majority vote of the current directors.

Article V: The names and addresses for the persons who are to serve as Directors until the first annual meeting of the members of the Corporation or until successor

Directors are elected and qualified, are as follows:

Daniel A. Schmitt	Cindy E. Schmitt	Lois Bojin
1141 S. 7th Street	1141 S. 7th Street	2836 Alntree Lane, J102
St. Louis, MO 63104	St. Louis, MO 63104	Naples, FL 34112

Article VIII: Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable,

religious, scientific, testing for public safety, literary, or educational organizations, which would then qualify under the provisions of Section 501(c)3 of the Internal Revenue Code

and its regulations as they now exist or as they may be hereafter amended, or 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 the Court of Common Pleas 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.

The date of each amendment(s) adoption: March 23, 2012

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 3/20/12
Signature Daniel A. Schmitt
(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)

Daniel A Schmitt
(Typed or printed name of person signing)
Director
(Title of person signing)