

N12 0000006623

(Requestor's Name)

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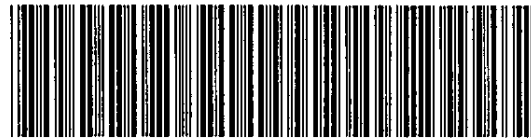
(Business Entity Name)

(Document Number)

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Amend

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TALLAHASSEE, FLORIDA
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COVER LETTER

TO: Amendment Section
Division of Corporations

FL Amendment Section
Division of Corporations

NAME OF CORPORATION: Profectus Learning Systems, Inc.

DOCUMENT NUMBER: N12000006623

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

Please return all correspondence concerning this matter to the following:

Ava L. Parker

Name of Contact Person

Firm/ Company

101 East Union Street, Suite 200

Address

Jacksonville, FL 32202

City/ State and Zip Code

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

For further information concerning this matter, please call:

Ava L. Parker

Name of Contact Person

at (904) 356-8822

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
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12 AUG -2 PM 4:51

Profectus Learning Systems, Inc.

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

N12000006623

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida 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," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

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 **Ava L. Parker**

101 East Union Street, #200

(Florida street address)

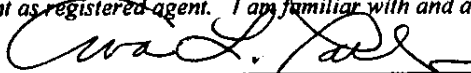
New Registered Office Address: **Jacksonville**, Florida **32202**

(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

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

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

See Attached

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:

(if not applicable, indicate N/A)

See Attached

**AMENDED ARTICLES OF INCORPORATION
OF
PROFECTUS LEARNING SYSTEMS, INC.**

We, the undersigned subscribers, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida Statutes 617.01 et seq., applicable to corporations not for profit.

ARTICLE I - NAME

The name of the corporation shall be:

Profectus Learning Systems, Inc.

ARTICLE II - ADDRESS

The principal place of business for this corporation shall be:

2771-29 Monument Road, #320
Jacksonville, FL 32225

ARTICLE III – CORPORATE NATURE

This is a nonprofit corporation, organized for the operation, control and management of an entity that provides community services and solicits, receives and distributes or uses funds, professional services, and other services for community and economic development and other charitable, scientific, literary, and educational purposes, pursuant to the Florida Corporations Not For Profit Law, set forth in section 617, Florida Statutes or the corresponding provision of any future Florida law.

ARTICLE IV – DURATION

The Corporation shall have perpetual existence.

ARTICLE V – PURPOSE

The specific and primary purposes for which the corporation is formed are:

A. Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes as, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Service Code, or the corresponding section of any future federal tax code.

B. Consistent, and not in violation of the non-profit corporation laws of the State of Florida and the provisions of Section 501(c)(3) of the Internal Revenue Code, the corporation may engage in other lawful activities permitted by said laws.

ARTICLE VI – MANAGEMENT OF CORPORATE AFFAIRS

A. The corporation through its Board of Directors may determine the number, tenure and lawful powers of directors, but the number of directors shall not be less than three (3) who shall not receive compensation. The directors may designate and appoint officers of the corporation who may be compensated for their employment and expenses involved in the execution of their duties as determined and approved by the directors. The directors are designated as members of the corporation in any law, regulations or provision requiring, authorizing or referring to members. Consistent with Florida laws relating to not for profit corporations under Section 501(c)(3) of the Internal Revenue Service Code, the directors by appropriate resolution may borrow funds, receive grants and other funding to achieve its goals and purposes. The initial directors of the corporation and their address are as follows:

<u>Name</u>	<u>Address</u>
Cleve Warren	3601 Sunset Landing Drive Jacksonville, FL 32226
Barbara Darby	2725 Percy Road Jacksonville, FL 32218
Gregory Owens	4873 Jaybird Circle, North Jacksonville, FL 32257

The name and address of the incorporator is:

Cleve Warren
3601 Sunset Landing Drive
Jacksonville, FL 32226

B. Corporation Officers. The Board of Directors shall include the following officers: Chairman, Vice-Chairman, Secretary, Treasurer, and such other officers as the by-laws of this corporation may authorize. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers.

Chairman/Director:	Cleve Warren	3601 Sunset Landing Drive Jacksonville, FL 32226
Secretary/Director:	Barbara Darby	2725 Percy Road Jacksonville, FL 32218
Treasurer/Director:	Gregory Owens	4873 Jaybird Circle, North Jacksonville, FL 32257

ARTICLE VII – EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services tendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof.

B. No substantial part of the activities of the corporation shall be in the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, and intervene in (including the publishing and distribution of statements) any political campaign on behalf of any candidate for public office.

C. 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).

ARTICLE VIII – DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of the assets of the corporation exclusively for one or more exempt purposes of the corporation in such manner, and, to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization.

ARTICLE IX – MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the bylaws of this corporation.

ARTICLE X – CORPORATE SEAL

All legal instruments of the Corporation shall be signed by the Chairman of the Board of Trustees, or his designee, sealed with a corporate seal and attested to by the Secretary of the Board of Trustees or in such other manner as may be authorized by Florida laws applicable to corporation not for profit.

ARTICLE XI – DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Service 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 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.