

N14000005926

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100274424811

06/30/15--01012--018 **43.75

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATE
REGISTRATION
15 JUN 30 AM 11:00
TALLAHASSEE, FLORIDA

FILED
15 JUN 30 AM 11:21
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

JUL 01 2015

C McNAIR

JUL 01 2015

C McNAIR

AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

123 SOUTH CALHOUN STREET

P.O. BOX 391 (ZIP 32302)

TALLAHASSEE, FLORIDA 32301

(850) 425-5428 FAX (850) (222-7560)

ewaugh@ausley.com

June 30, 2015

FILED
15 JUN 30 AM 11:21
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle West
Tallahassee, Florida 32301

VIA HAND DELIVERY

RE: AMikids Gadsden Center for Academic Discipline, Inc.
Document Number N14000005926

Dear Sir or Madam:

Enclosed for filing are the Amended and Restated Articles of Incorporation for Gadsden Center for Academic Discipline, Inc.

Enclosed is our firm's check in the amount of \$43.75 for the filing fee and for a certified copy. Also enclosed is an extra copy of the Amended and Restated Articles to be date-stamped by your office and to be picked up by our messenger.

Thank you for your assistance. Please call if you have any questions.

Sincerely,



Emily S. Waugh

ESW/jg

Enclosures

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
AMIKIDS GADSDEN CENTER FOR ACADEMIC DISCIPLINE, INC.**

AMikids Gadsden Center for Academic Discipline, Inc. adopts the attached Amended and Restated Articles of Incorporation:

1. The sole Member of the Corporation has the power to amend the Articles of Incorporation. The Board of Trustees adopted a resolution recommending, and submitting to the sole Member for approval, the attached Amended and Restated Articles of Incorporation. The Board of Trustees approved these Amended and Restated Articles of Incorporation by a unanimous vote, and therefore the number of votes cast for the amendments was sufficient for approval.
2. The sole Member of the Corporation approved these Amended and Restated Articles of Incorporation. Therefore the number of votes cast for the amendments was sufficient for approval.
3. These Amended and Restated Articles of Incorporation shall be effective upon filing with the Florida Department of State.

**AMIKIDS GADSDEN CENTER FOR
ACADEMIC DISCIPLINE, INC.**

By: _____

[Signature]
O. B. Stander

Chairman, Board of Trustees

Date: June 5, 2015

h:\esw\amilinstitutes\gadsden center\docs\amd & restated articles.doc

FILED
15 JUN 30 AM 11:21
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AMIKIDS GADSDEN CENTER FOR ACADEMIC DISCIPLINE, INC.**

The undersigned hereby files these Amended and Restated Articles of Incorporation of AMIkids Gadsden Center for Academic Discipline, Inc. with the Florida Department of State. These Amended and Restated Articles shall be effective when they are filed with the Florida Department of State and shall supersede all previous articles. The Corporation shall be a Florida not-for-profit, public benefit corporation under the laws of the State of Florida.

**ARTICLE I.
NAME AND ADDRESS**

The name of this Corporation is AMIkids Gadsden Center for Academic Discipline, Inc. The principal office of the Corporation is 5915 Benjamin Center Drive, Tampa, Florida 33634 and its mailing address is 5915 Benjamin Center Drive, Tampa, Florida 33634.

**ARTICLE II.
DURATION**

This Corporation shall exist perpetually.

**ARTICLE III.
PURPOSES, LIMITATIONS AND DISSOLUTION**

Section 3.1. Purposes. The Corporation is organized exclusively for charitable and educational purposes to support AMIkids, Inc. ("AMIkids"), a Florida not for profit corporation that is exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "**Code**") and is not a private foundation under Code Section 509(a)(1). The purposes of the Corporation include, without limitation, the following:

(a) Rehabilitation of delinquent and dependent youth by providing education, training, discipline and productive work;

(b) Conducting education and rehabilitation programs for dependent, delinquent and other problem youth; and

(c) Receiving real or personal property, or both, and subject to the restrictions and limitations in these Articles, using and applying the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific, literary or educational purposes either directly or by contributions to organizations under Section 501(c)(3) of the Code, or under a corresponding provision of any subsequent federal tax law.

FILED
15 JUN 30 AM 11:21
TAMPA, FLORIDA

Section 3.2. Other Activities. Subject to the restrictions and limitations in these Articles, the Corporation may engage in all lawful activities that are necessary or desirable to advance the purposes described in this Article and may cooperate with other individuals, organizations, institutions, foundations and agencies having similar purposes.

Section 3.3. Powers and Limitations on Activities. The Corporation shall have all the powers of a not-for-profit corporation under the law of the state of incorporation.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article III. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, 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 Code, or (b) by a corporation described in Sections 170(b)(1)(A), 170(c), 2055(a) and 2522(a) of the Code or the corresponding provision of any future federal tax law. Any references to the Code and provisions thereof shall include successor provisions of any future corresponding federal tax law.

Section 3.4. Dissolution. Upon the dissolution of the Corporation, the Board of Trustees (defined below) shall pay all liabilities of the Corporation and shall distribute the remaining assets as set forth herein:

A. Each of the remaining assets shall be distributed, as determined by the Board to AMIkids or to AMIkids Foundation, Inc. ("**AMIkids Foundation**"). If at the time of distribution only one of those entities (AMIkids or AMIkids Foundation) is a Qualified Recipient (defined below), then all of the remaining assets shall be delivered to the entity (AMIkids or AMIkids Foundation) which at the time of distribution is a Qualified Recipient. If at the time of distribution neither AMIkids nor AMIkids Foundation is a Qualified Recipient, then the remaining assets shall be distributed to any entity designated by AMIkids provided the designated entity is a Qualified Recipient at the time of distribution. In the absence of such designation, the remaining assets shall be distributed to an entity selected by the Board (as defined below) provided such entity is a Qualified Recipient at the time of distribution.

B. For purposes of this Article, "**Qualified Recipient**" means an organization which is an exempt organization under Section 501(c)(3) of the Code and is then described in Sections 170(b)(1)(A), 170(c), 2055(a) and 2522(a) of the Code.

ARTICLE IV. **NON-STOCK CORPORATION AND MEMBER**

Section 4.1. Member. This Corporation is organized under a non-stock basis. The Corporation shall have one class of membership. The sole member shall be

AMikids ("**Member**"). The membership interest is not subject to involuntary transfer. Upon the occurrence of the bankruptcy, insolvency, involuntary dissolution, or any similar event of the Member, the membership interest shall immediately terminate and the Member shall cease to be the sole member of this Corporation. Upon termination of the sole membership interest in this Corporation, the then Board of Trustees (defined below) shall exercise all powers formerly exercisable by the Member.

Section 4.2. Confirmation by Member. Within ten (10) business days after any vote or election by the Board of Trustees (defined below) which requires confirmation by the Member, the Board of Trustees (defined below) shall submit to the Member a written request specifying the matter for which the Member's approval is requested. If it approves the matter, the Member shall provide the Board of Trustees with written confirmation and the matter shall become effective upon the Member's written approval or such other date as the Member may specify in writing.

ARTICLE V. MANAGEMENT OF AFFAIRS-BOARD OF TRUSTEES

Section 5.1. Election and Removal of Trustees. The Corporation shall be managed by or under the direction of a Board of Trustees (the "**Board of Trustees**" or the "**Board**." The members of the Board of Trustees (whether one or many, the "**Trustees**") shall be elected as stated in the Bylaws. The Member shall have the authority to remove any or all of the Trustees, with or without cause. The Member may authorize the Board to remove a member of the Board of Trustees. If a Trustee is removed by the Member, then the Member shall appoint the successor Trustee who shall take office upon appointment; otherwise, the Board shall elect the successor Trustee who shall take office upon his/her election.

Section 5.2 Voting. A quorum of the Board shall consist of one-third (1/3) of the number of voting Trustees then serving or two (2) members, whichever is greater. The affirmative vote of a majority of the Trustees at any meeting at which a quorum is present shall constitute the act of the Board unless otherwise required by the Articles of Incorporation or Bylaws.

ARTICLE VI. COMMITTEES

Section 6.1 Executive Committee. The Board of Trustees shall have an Executive Committee which shall consist of the Chair of the Board and at least two (2) Board members who shall be elected by the Board and who shall serve at the pleasure of the Board as provided in the Bylaws. The Executive Committee shall have and may exercise all the powers of the Board between meetings of the Board, except as otherwise provided by Florida law or the Bylaws.

Section 6.2 Other Committees. The Board shall designate a Nominating Committee and may designate other committees as provided in the Bylaws or by resolution. Each committee must have two (2) or more members to serve at the pleasure of the Board. Each such committee shall exercise those powers designated in the Bylaws or in the resolution forming the committee.

ARTICLE VII.
OFFICERS AND EXECUTIVE DIRECTOR

Section 7.1 Officers. The Corporation shall have a Chair of the Board and such other officers as set forth in the Bylaws of the Corporation. The election of officers, their terms of office, the persons who may serve in an office, and their duties and responsibilities shall be controlled by the Bylaws.

Section 7.2 Executive Director. The Corporation may have an Executive Director who shall: (a) be responsible for the day-to-day operations of the Corporation and (b) perform all duties usually pertaining to the office of Executive Director and any other duties designated by the Chairman or the Board. The Member will provide candidates for the Executive Board and the Board shall select the Executive Director from those candidates. If the Board does not select the Executive Director within a reasonable time, the Member shall appoint the Executive Director. Either the Board or the Member may remove the Executive Director, with or without cause.

ARTICLE VIII.
AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended or rescinded by the written approval of the Member. The Board of Trustees may propose that the Member consider one or more amendments if each such proposed amendment is approved by a two-thirds (2/3) vote of the Trustees present and voting at any annual meeting or special meeting called for that purpose and at which a quorum is present.

ARTICLE IX.
AMENDMENTS TO BYLAWS

The Bylaws may be amended at any time by the Board of Trustees, provided the amendment: (a) has first been submitted to and approved in writing by the Member, in which case the Bylaw amendment shall be effective upon its adoption by the Board (unless a later date is specified in the amendment), or (b) is approved in writing by the Member following the Board's vote, in which case the Bylaw amendment shall be effective on the date of the Member's approval (unless a later date is specified in the amendment). Amendments to the Bylaws shall be made by a majority vote of the Trustees present at any annual meeting or special meeting of the Board called for that purpose and at which a quorum is present. If the Board adopts a Bylaw amendment which has not been approved in advance and in writing by the Member, then within ten (10) business days after such vote the Board shall submit to the Member a written request for the Member's approval of that amendment. If the Member approves the amendment, the Member shall provide the Board with written confirmation of such approval. Promptly after the Bylaws are adopted or amended, the Secretary shall furnish a certified copy of the amended Bylaws to the Member.

ARTICLE X.
REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

<u>Name</u>	<u>Address</u>
David J. Hull	Smith, Hulsey & Busey 225 Water Street, Suite 1800 Jacksonville, Florida 32202

ARTICLE XI.
REPORTS

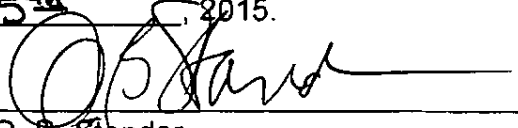
The Board shall submit to the Member written financial statements and reports detailing the Corporation's operations and any other matter requested by the Member. The reports shall be promptly submitted after the end of each fiscal year or more frequently as the Member may request.

ARTICLE XII.
ACTIONS REQUIRING MEMBER'S CONSENT

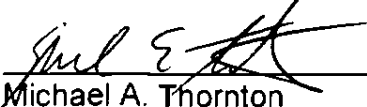
The Corporation may not take any of the following actions without obtaining the advance written consent of the Member:

- A. the addition of additional members of the Corporation.
- B. the opening or closing of any of the Corporation's offices.
- C. the mortgage or pledge, or creation of a security interest in, or conveyance of title to, all or any part of the property and assets of the Corporation of any description (except for purchase money mortgages or sales made for market value in the ordinary course of business).
- D. the sale or other transfer of all, or substantially all, of the assets of the Corporation.
- E. the Corporation's merger with, or acquisition of, any other entity.
- F. the execution of any contract having a term greater than three (3) months through which management, financial, administrative, or fund-raising services will be provided to the Corporation.
- G. the termination of the activities or dissolution of the Corporation.
- H. the appointment of a receiver for the Corporation, commencement of bankruptcy proceedings for the Corporation, any general assignment by the Corporation for the benefit of its creditors, or the like.

IN WITNESS WHEREOF, these Amended and Restated Articles of
Incorporation were duly approved on June 5th, 2015.



O. B. Stander
As Chair, Board of Trustees



Michael A. Thornton
As Secretary