

N14000005926

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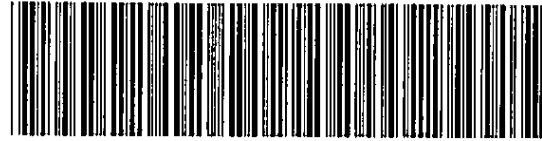
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SECRETARY OF STATE
TALLAHASSEE, FL

*Amended &
Restated*

JUL 27 2021

D CUSHING

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: AMIKIDS GADSDEN CENTER FOR ACADEMIC DISCIPLINE, INC.

DOCUMENT NUMBER: N14000005926

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

Please return all correspondence concerning this matter to the following:

Melissa Chaves

(Name of Contact Person)

AMIkids, Inc.

(Firm/ Company)

5915 Benjamin Center Drive

(Address)

Tampa, FL 33634

(City/ State and Zip Code)

mchaves@amikids.org

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

For further information concerning this matter, please call:

Melissa Chaves

813

887-3300

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

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

- | | | | |
|--|--|---|---|
| <input 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 checked="" 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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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SECRETARY OF STATE
TALLAHASSEE, FL



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 12, 2021

MELISSA CHAVES
AMIKIDS, INC.
5915 BENJAMIN CENTER DRIVE
TAMPA, FL 33634

SUBJECT: AMIKIDS GADSDEN CENTER FOR ACADEMIC DISCIPLINE, INC.
Ref. Number: N14000005926

We have received your document for AMIKIDS GADSDEN CENTER FOR ACADEMIC DISCIPLINE, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your check was returned by the bank because of Non Negotiable Item. Please replace the check so the document can be filed once the changes have been made. You have submitted our amendment form and your amended and restated articles and you cannot not do that. You must submit just our form with the changes or submit the amended and restated articles filed pursuant to the proper law.

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) 245-6050.

Diane Cushing
Senior Section Administrator

Letter Number: 821A00013059

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

FILED
2021 JUN 28 AM 10:41
SECRETARY OF STATE
FLORIDA

The undersigned hereby files these Second Amended and Restated Articles of Incorporation of AMIkids Gadsden Center for Academic Discipline, Inc. with the Florida Department of State. These 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 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 363 East Crawford Street, Quincy, Florida 32351, and its mailing address is 363 East Crawford Street, Quincy, Florida 32351.

**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 the mission of 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.

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. An amendment to the Bylaws does not affect the terms of the Corporation's Articles of Incorporation.

ARTICLE X.
REGISTERED AGENT AND OFFICE

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

<u>Name</u>	<u>Address</u>
David J. Hull	Smith, Hulsey & Busey One Independent Drive, Suite 3300 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.

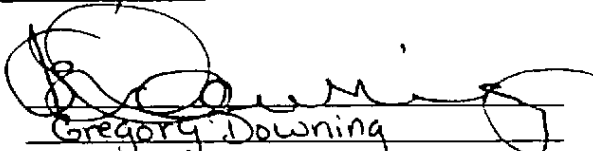
ARTICLE XII.
ACTIONS REQUIRING MEMBER'S CONSENT

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

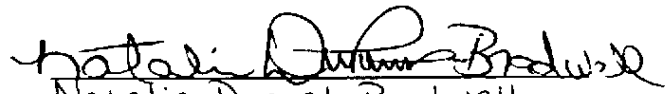
- A. the addition of additional members of the Corporation.
- B. the opening or closing of any of the Corporation's offices.
- C. the mortgage or pledge, or creation of a security interest in, or conveyance of title to, all or any part of the property and assets of the Corporation of any description (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 Second Amended and Restated Articles of Incorporation were duly approved on June 27, 2019.



Gregory Downing
As Chair, Board of Trustees



Natalie Dupont-Bradwell
As Secretary

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

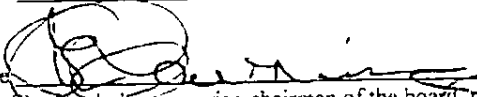
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 27 June 18

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)

GREGORO DOWNING
(Typed or printed name of person signing)

BOARD CHAIR
(Title of person signing)