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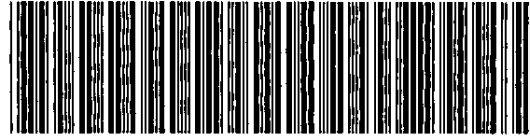
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C. CARROLL

OLIVER J. JANNEY

Attorney at Law
1800 2nd Street, Suite 970
Sarasota, FL 34236
(941) 684-0314
Fax: (941) 866-9283

September 9, 2014

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Supplies 4 Learning, Inc.
Document Number N14000008220

Dear Sir or Madam:

Enclosed for filing are an original and one copy of the Amended and Restated Articles of Incorporation for Supplies 4 Learning, Inc. and a check in the amount of \$43.75 in payment of the filing fee and the fee for a certified copy of the document.

Once the Amended and Restated Articles of Incorporation have been filed, please send me a certified copy.

Sincerely yours,

A handwritten signature in black ink, appearing to read "Oliver J. Janney", with a long, sweeping horizontal stroke extending to the right.

Oliver J. Janney

Enclosures

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
SUPPLIES 4 LEARNING, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

By these Amended and Restated Articles of Incorporation (the "Articles"), the undersigned incorporator hereby amends the Articles of Incorporation of a corporation not for profit in accordance with the Florida Not for Profit Corporation Act (Chapter 617, Florida Statutes) and pursuant to the following provisions:

**ARTICLE I
NAME**

The name of the corporation shall be SUPPLIES 4 LEARNING, INC. For convenience, the corporation shall be referred to in this instrument as the Corporation."

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of the Corporation shall be located at 5017 Sandy Shore Avenue, Sarasota, Florida 34242.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

James Niffenegger, whose address is 5017 Sandy Shore Avenue, Sarasota, Florida 34242, is hereby appointed as the initial registered agent of the Corporation, and the registered office of the Corporation shall be at said address.

**ARTICLE IV
PURPOSES AND POWERS OF THE CORPORATION**

4.1 This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, which, for purposes of these Articles includes the corresponding provisions of any future United States federal tax code, including, for such purposes, to provide basic school supplies to students whose families cannot afford them.

4.2 Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

4.3 Upon dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal, state or local government for a public purpose. Any such assets not so distributed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is situated exclusively for such purposes.

4.4 The Corporation shall have all of the powers of a nonprofit corporation organized under the laws of the State of Florida, subject only to such limitations on the exercise of such powers as are expressly set forth in these Articles or in the bylaws of the Corporation (the "Bylaws"). The Corporation shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by these Articles and the Bylaws, and do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Corporation for the purposes of the Corporation and for the maintenance, administration and improvement of the property and common areas within its jurisdiction.

4.5 The Corporation shall not pay dividends, and no portion of any income of the Corporation shall be distributed to its directors or officers (except that reasonable compensation may be paid for services rendered to or for the Corporation with respect to one or more of its purposes), and no director or officer of the Corporation, or private individual or person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

ARTICLE V BOARD OF DIRECTORS

5.1 The affairs of the Corporation shall be managed by a board of not fewer than three (3) nor more than nineteen (19) directors. The Board of Directors shall, from time to time, fix the number of directors authorized, provided that the number of directors authorized shall generally be an odd number.

5.2 The names and addresses of the initial directors until appointment or election of their successors pursuant to these Articles and the Bylaws are as follows:

James Niffenegger
5017 Sandy Shore Ave.
Sarasota, FL 34242

Elizabeth Weber
7844 Estancia Way
Sarasota, FL 34238

Arysol Soltero
5017 Sandy Shore Ave.
Sarasota, FL 34242

5.3 The method of selection of directors shall be provided in the Bylaws.

**ARTICLE VI
OFFICERS**

The affairs of the Corporation shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at a meeting designated for such purpose, and they shall serve at the pleasure of the Board of Directors.

**ARTICLE VII
INCORPORATOR**

The name and address of the incorporator of the Corporation is as follows:

Oliver J. Janney, Esq.
1800 2nd Street, Suite 970
Sarasota, Florida 34236

**ARTICLE VIII
AMENDMENTS**

The power to adopt, alter, amend or repeal these Articles of Incorporation shall be vested in the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has signed these Amended and Restated Articles of Incorporation this ninth day of September, 2014.



Oliver J. Janney, Incorporator