

APR/14/2015 FRI 1:03 PM  
4/14/2015

**N1500009121464**

FAX No. 001  
Division of Corporations

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H15000091214 3)))



H150000912143ABCX

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.** Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850)617-6380

From: Account Name : EXPRESS CORPORATE FILING SERVICE INC.  
Account Number : I20000000145  
Phone : (305)444-4994  
Fax Number : (305)444-4977

*And*  
APR 15 2015  
K. WHITE

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
2LEARN INC.**

Certificate of Status	0
Certified Copy	0
Page Count	10
Estimated Charge	\$35.00

RECEIVED  
15 APR 14 PM 12:01  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
15 APR 14 AM 9:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

15 APR 14 AM 8:48

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Articles of Amendment  
to  
Articles of Incorporation  
of

**Zlearn Inc.**

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

**N15000002464**

(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:**

N/A

*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**)*

N/A

**C. Enter new mailing address, if applicable:**

*(Mailing address **MAY BE A POST OFFICE BOX**)*

N/A

**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:*

N/A

*New Registered Office Address:*

*(Florida street 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*

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:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>P/D</u>	<u>Megan Prats</u>	<u>6374 SW 43rd St.</u> <u>Miami, FL 33155</u>
2) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>VP/D</u>	<u>Dr. Sharon Lopez</u>	<u>13311 SW 88 Terrace, Unit G</u> <u>Miami, FL 33186</u>
3) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>T/D</u>	<u>Leandra Hammond</u>	<u>41857 W Carlisle Lane</u> <u>Maricopa, AZ 85138</u>
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____




The date of each amendment(s) adoption: 4/13/2015 if other than the date this document was signed.

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 4/13/2015

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)*

**Megan Prats**

*(Typed or printed name of person signing)*

**President**

*(Title of person signing)*

## **Amended Articles Of Incorporation**

### **Article I**

#### **NAME**

##### **1.01 Name**

The name of this corporation shall be **2learn Inc.** The business of the corporation may be conducted as **2learn Inc.**

### **Article II**

#### **DURATION**

##### **2.01 Duration**

The period of duration of the corporation is perpetual.

### **Article III**

#### **PURPOSE**

##### **3.01 Purpose**

**2learn Inc.** is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. **2learn Inc.**'s purpose is to provide the student with high-quality teachers, resources, guidance, and learning methods in order to maximize the student's learning experience in every lesson.

**2learn Inc.** may provide volunteer opportunities which will provide opportunities for community involvement in **2learn's** mission in order to have a greater impact for change.

##### **3.02 Public Benefit**

**2learn Inc.** is designated as a public benefit corporation.

## Article IV

### NON-PROFIT NATURE

#### **4.01 Non-profit Nature**

**2learn Inc.** is organized exclusively for charitable and educational 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. No part of the net earnings of **2learn Inc.** shall inure to the benefit of, or be distributable to its members, trustees, officers, or other 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**2learn Inc.** is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

#### **4.02 Personal Liability**

No officer or director of this corporation shall be personally liable for the debts or obligations of **2learn Inc.** of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

#### **4.03 Dissolution**

Upon termination or dissolution of **2learn Inc.**, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of 2learn Inc. hereunder shall be selected by the discretion of a majority of the managing body of the 2learn Inc. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the 2learn Inc. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Sierra Club.

#### **4.03 Prohibited Distributions**

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 Article III, Section 3.01.

#### **4.04 Prohibited Activities**

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **Article V**

#### **BOARD OF DIRECTORS**

##### **5.01 Governance**

2learn Inc. shall be governed by its board of directors.

##### **5.02 Current Officers and Directors**

The initial and current officer(s) and director(s) of the corporation are:



Title: President/Director  
Megan Prats  
6374 SW 43rd St.  
Miami, FL 33155

Title: Vice President/Director  
Dr. Sharon Lopez  
13311 SW 88 Terrace, Unit G  
Miami, FL 33186

Title: Treasurer/Director  
Leandra Hammond  
41857 W Carlisle Lane  
Maricopa, AZ 85138

#### Article VI

#### MEMBERSHIP

##### 6.01 Membership

2learn Inc. shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

#### Article VII

#### AMENDMENTS

##### 7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

#### Article VIII

#### ADDRESSES OF THE CORPORATION

##### 8.01 Corporate Address

The physical and mailing address of the corporation is 2665 S. Bayshore Dr. STE 220, Coconut Grove, FL 33133.

**Article IX**

**APPOINTMENT OF THE REGISTERED AGENT**

**9.01 Registered Agent**

The registered agent of the corporation shall continue to be:

Megan Prats  
6374 SW 43rd St.  
Miami, FL 33155

**Article X**

**INCORPORATOR**

The incorporator of the corporation was and is:

Megan Prats  
6374 SW 43rd St.  
Miami, FL 33155

**Certificate Of Adoption Of Amended Articles Of Incorporation**

I do hereby certify that the above stated Articles of Incorporation of 2learn Inc. were approved by 2learn Inc.'s board of directors on April 9, 2015 and constitute a complete copy of the Amended Articles of Incorporation of the corporation.

Date: 4/13/2015

Signature:   
President/ Director - Megan Prats