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COR AMND/RESTATE/CORRECT OR O/D RESIGN
KINDERGARTEN READINESS COLLABORATION OF
INDIAN RIVER

Certificate of Status	0
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Page Count	05
Estimated Charge	\$35.00

Amended &
Restated &
Articles
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December 29, 2015

FLORIDA DEPARTMENT OF STATE

Division of Corporations

KINDERGARTEN READINESS COLLABORATION OF INDIAN RIVER CO
1836 14TH AVENUE
VERO BEACH, FL 32960

SUBJECT: KINDERGARTEN READINESS COLLABORATION OF INDIAN RIVER COUNTY, INC.
REF: N15000011690

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

If you are changing the name of the corporation you must put the "current" name of the corporation in the heading under Amended and Restated Articles of Incorporation and the "new" name of the corporation in Article I.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
Regulatory Specialist II

FAX Aud. #: H15000303384
Letter Number: 715A00027026

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15 DEC 30 PM 2: 25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED & RESTATED
ARTICLES OF INCORPORATION
OF
KINDERGARTEN READINESS COLLABORATION OF INDIAN RIVER COUNTY, INC.**

The following Amended and Restated Articles of Incorporation, duly adopted pursuant to the provisions of Chapter 617 of the Florida Statutes and the existing Articles of Incorporation supersede the existing Articles of Incorporation filed with the Secretary of State on December 10, 2015. Be it resolved that the Articles of Incorporation are hereby amended to read as follows:

ARTICLE I - Name

The name of the corporation is: KINDERGARTEN READINESS COLLABORATIVE OF INDIAN RIVER COUNTY, INC.

ARTICLE II - Principal Place of Address

The principal place of business and the mailing address of the corporation is: 1836 14th Avenue, Vero Beach, Florida 32960.

ARTICLE III - Purpose

The corporation is organized exclusively for charitable, religious, educational, or scientific purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the "Code") or corresponding provisions of any future federal tax code and to create and support a high quality childhood development system that is family centered. The corporation may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes which may lawfully be carried on by a corporation formed under Chapter 617, Florida Statutes, and which are not inconsistent with the corporation's qualification under Section 501(c)(3) of the Code.

ARTICLE IV - Manner of election of directors

The manner in which the directors are elected or appointed is as set forth in the Bylaws of the corporation.

ARTICLE V - Limitation of corporate powers

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

Statues.

ARTICLE VI - Registered Agent

The name and address of the initial registered agent is: Rebecca F. Emmons, Esq.,
The Modern One Building, 2101 Indian River Blvd., Vero Beach, FL 32960.

ARTICLE VII - Incorporator

The name and street address of the incorporator for these articles of incorporation is:
Shannon Maitland, 1836 14th Avenue, Vero Beach, FL 32960.

ARTICLE VIII - Dissolution

Upon dissolution of the corporation, assets shall be distributed to United Way of Indian River County, Inc., a Florida Not for Profit Corporation, provided that at the time of such distribution it is tax exempt for purposes of section 501(c)(3) of the Code to another tax exempt entity or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in 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.

ARTICLE IX - Miscellaneous

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 of the corporation. 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 other 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, contributions to which are deductible under section 170(c)(2) of the Code.

No officer or director of the corporation shall be personally liable to the corporation for monetary damages for or arising out of a breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law (i) for a breach of the director's duty of loyalty to the corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the officer or director derived an improper personal benefit.

The corporation may, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or director of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by the corporation.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of an officer or director entitled to indemnification hereunder. The right of indemnification under this provision shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This provision constitutes a contract between the corporation and the indemnified officers and directors. No amendment or repeal of this provision that adversely affects the right of an indemnified officer or director shall apply to such officer or director with respect to those acts or omissions that occurred at any time prior to such amendment or repeal.

The undersigned incorporator has executed these Articles of Incorporation this 18
day of December, 2015

KINDERGARTEN READINESS COLLABORATIVE OF INDIAN
RIVER COUNTY, INC.

By: Shannon Maitland
Shannon Maitland, Incorporator

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 18th day of December,
2015, by Shannon Maitland, as the Incorporator of Kindergarten Readiness Collaborative
of Indian River County, Inc., who is personally known to me or who showed
_____ as identification.

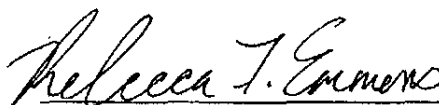


Bonnie L. Miller
Notary Public

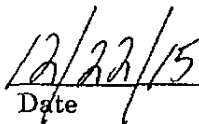
**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF ORGANIZATION**

Rebecca F. Emmons, Esq. is an individual residing in this state having a business office identical with the registered office of the company named below, and having been designated as the Registered Agent in the above and foregoing Articles of Organization.

Rebecca F. Emmons, Esq. is familiar with and accepts the obligations of the position of Registered Agent under Section 617.0503 of the Florida Statutes.



Rebecca F. Emmons, Esq.



Date

**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
KINDERGARTEN READINESS COLLABORATION OF INDIAN RIVER COUNTY,
INC.**

KINDERGARTEN READINESS COLLABORATION OF INDIAN RIVER COUNTY, INC., acting by its Incorporator, does hereby certify that all of the directors and all of the stockholders of said corporation did, under date of the 18th day of December, 2015, sign a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted changing the corporate name of the corporation.

WHEREFORE, it is herewith certified that KINDERGARTEN READINESS COLLABORATION OF INDIAN RIVER COUNTY, INC., has and does amend its Articles of Incorporation heretofore filed in the office of the Secretary of State of the State of Florida as to ARTICLE I thereof, so that hereafter ARTICLE I of said Articles of Incorporation shall read as follows:

ARTICLE I

The name of the corporation is **KINDERGARTEN READINESS COLLABORATIVE OF INDIAN RIVER COUNTY, INC.**

In **WITNESS WHEREOF**, said corporation has caused this certificate to be executed in its name by its Incorporator, by due authority, this 30 day of December, 2015.

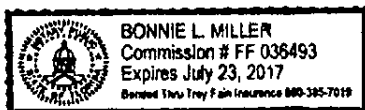
KINDERGARTEN READINESS
COLLABORATIVE OF INDIAN RIVER
COUNTY, INC.,

BY:

Shannon Maitland
Shannon Maitland,
Coordinator

**STATE OF FLORIDA
COUNTY OF INDIAN RIVER**

The foregoing instrument was acknowledged before me this 30th day of December, 2015, by Shannon Maitland, as the Coordinator of Kindergarten Readiness Collaborative of Indian River County, Inc., who is personally known to me or who showed _____ as identification.



Bonnie L. Miller
Notary Public