

N160000007782

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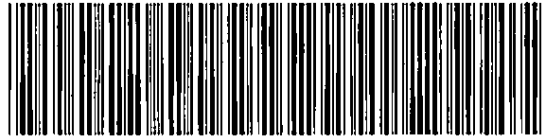
(Business Entity Name)

(Document Number)

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2017 OCT 23 PM 2:24

OCT 24 2017

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ADAPTIVE TRAINING PROGRAMS, INC.

DOCUMENT NUMBER: N16000007782

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

Please return all correspondence concerning this matter to the following:

W. ASHTON SCOTT

(Name of Contact Person)

TOLSON & ASSOCIATES, P.A.

(Firm/ Company)

462 KINGSLEY AVE. STE. 101

(Address)

ORANGE PARK, FLORIDA 32073

(City/ State and Zip Code)

office@tolsonandassociates.com

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

For further information concerning this matter, please call:

W. ASHTON SCOTT

904

269-0050

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:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

2017 OCT 23 PM 2:24

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

ADAPTIVE TRAINING PROGRAMS, INC.

116000007782

(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:

N/A

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

N/A

(Mailing address MAY BE A POST OFFICE BOX)

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

(Florida street address)

New Registered Office Address:

N/A

(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:

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> 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) <u>X</u> Change	<u>PTR</u>	<u>JOHN C. CONE</u>	<u>5145 PINE AVENUE</u>
<u> </u> Add			<u>FLEMING ISLAND, FL 32003</u>
<u> </u> Remove			
2) <u>X</u> Change	<u>STR</u>	<u>MICHAEL J. MESTER</u>	<u>4447 PLANTATION OAKS BLVD</u>
<u> </u> Add			<u>ORANGE PARK, FL 32065</u>
<u> </u> Remove			
3) <u>X</u> Change	<u>TTR</u>	<u>DEBRA E. PITTS</u>	<u>5145 PINE AVENUE</u>
<u> </u> Add			<u>FLEMING ISLAND, FL 32003</u>
<u> </u> Remove			
4) <u> </u> Change	<u> </u>	<u> </u>	<u> </u>
<u> </u> Add			<u> </u>
<u> </u> Remove			<u> </u>
5) <u> </u> Change	<u> </u>	<u> </u>	<u> </u>
<u> </u> Add			<u> </u>
<u> </u> Remove			<u> </u>
6) <u> </u> Change	<u> </u>	<u> </u>	<u> </u>
<u> </u> Add			<u> </u>
<u> </u> Remove			<u> </u>

SEE ATTACHED

September 29, 2017

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

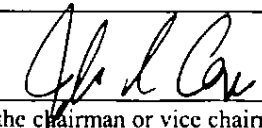
Effective date if applicable: _____
(no more than 90 days after amendment file date)

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.

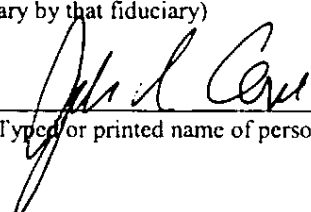
Adoption of Amendment(s) (CHECK ONE)

- ☐ 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 October 17, 2017 _____

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)

JOHN C. CONE



(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

AMENDED
ARTICLES OF INCORPORATION OF
ADAPTIVE TRAINING PROGRAMS, INC
A FLORIDA NONPROFIT CORPORATION

2017 OCT 23 PM 2: 26

ARTICLE ONE. NAME

The name of this corporation is **ADAPTIVE TRAINING PROGRAMS, INC.**

**ARTICLE TWO. STATEMENT OF
CORPORATE NATURE**

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit law.

**ARTICLE THREE. GENERAL AND SPECIFIC
PURPOSES**

- (a) The general purposes for which this corporation is formed are to operate exclusively for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

Within the aforesaid purposes, the corporation shall concentrate its' efforts primarily in the area of developing educational materials for use in educating and training intellectually and developmentally challenged individuals in the use of basic shop tools and power equipment and for the design of shop tools and power equipment that can be used safely by the aforesaid individuals.

- (b) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of or in opposition to any candidate for public office.

- (c) Notwithstanding any other provision of these articles, this 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 Internal Revenue Code or the corresponding section of any future tax code or (b) by a corporation the contributions to which are deductions under Section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE FOUR. TERM

This corporation shall have a perpetual existence.

ARTICLE FIVE. MEMBERSHIP

Trustees to constitute sole membership of corporation

- (a) *Trustees as Membership.* The sole class of members of this corporation shall be its trustees.
- (b) *Rights and Liabilities of Members.* The members of this corporation shall have no rights, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation and shall not be subject to any assessments.
- (c) *Meeting of Members.* . Annual meetings shall be held at 10:00 o'clock a.m. on the first Monday in February of each year at the principal office of the corporation, or at such other place or places as the board of trustees may designate from time to time by resolution.

ARTICLE SIX. DISSOLUTION CLAUSE

Upon the dissolution of this corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code or shall be distributed to the federal government or to a state or local government, for a public purpose. The corporation's directors at the time of

dissolution shall designate to which specific exempt purposes the assets shall be distributed.

ARTICLE SEVEN. SUBSCRIBERS

- (a) Subscriber: The name and residence address of the subscriber of this corporation is as follows:

John C. Cone
5145 Pine Avenue
Fleming Island, Florida 32003

ARTICLE EIGHT. LOCATION OF PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT

- (a) Principal Office. The address of the corporation's principal office is 5145 Pine Avenue, Fleming Island, Florida 32003.
- (b) Registered Agent. The name and address of this corporation's registered agent:
- John Cone
5145 Pine Avenue
Fleming Island, Florida 32003.

ARTICLE NINE. MANAGEMENT OF CORPORATE AFFAIRS

- (a) Board of Trustees. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of trustees. The number of trustees of the corporation shall be three; provided, however, that such number may be changed by a bylaw duly adopted by the trustees.
- (b) Initial Board of Trustees. The names and addresses of initial members of the board of trustees are as follows:

John C. Cone
5145 Pine Avenue
Fleming Island, Florida 32003

Debra A. Pitts
5145 Pine Avenue
Fleming Island, Florida 32003

Michael J. Mester
4447 Plantation Oaks Boulevard
Orange Park, Florida 32065

- (c) Election of Trustees. Trustees elected at the first annual meeting of members, and at all times thereafter, shall serve for a term of one year until the election of trustees at the next annual meeting of members and until the qualification of their successors in office.
- (d) Trustees Action by Written Consent. Any Action required or permitted to be taken by the board of trustees under any provision of law may be taken without a meeting, if all member of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the trustees at a duly called meeting. Any certificate or other document filed under any provision of law which relates to action so taken shall state the action was taken by unanimous written consent of the board of trustees without a meeting and the articles of incorporation and bylaws of this corporation authorize the trustees to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE TEN. CORPORATE OFFICERS

- (a) Corporate Officers. The business of the corporation shall be carried out by the following officers in accordance with the policies and resolutions approved by the board of trustees. The officers shall be President, Vice President, Treasurer, and Secretary, and such other officers as trustees may designate from time to time. Until first annual meeting of trustees, the following persons shall serve as corporate officers:

President:

John C. Cone
5145 Pine Avenue
Fleming Island, Florida 32003

Vice-President:

Vacant

Treasurer:

Debra A. Pitts
5145 Pine Avenue
Fleming Island, Florida 32003

Secretary:

Michael J. Mester
4447 Plantation Oaks Boulevard
Orange Park, Florida 32065

ARTICLE ELEVEN. BYLAWS

Bylaws of this corporation may be made, altered, rescinded, or added to, either by a resolution of the board of trustees or by following the procedure set forth therefore in the bylaws otherwise prescribed by law.

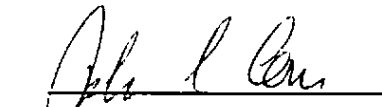
ARTICLE TWELVE. DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable or educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of or be distributable to any trustees, officer, or member thereof, or to the benefit of any private individual. Except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to officers, trustees or members and to make payments and distributions in furtherance of the purposes described in section 501(c)(3)

ARTICLE THIRTEEN. AMENDMENT OF ARTICLES

Amendments to these articles of incorporation may be adopted by the board of trustees. Any such amendment must be adopted by two thirds vote of the trustees.

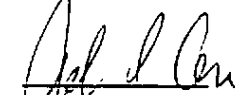
I, hereby approve these amended and restated Articles of Incorporation this 29 day of September 2017 and submit them for filing with the Secretary of State of Florida.


JOHN C. CONE
Incorporator and
Subscriber

REGISTERED AGENTS ACCEPTANCE.

I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT.

I AM FAMILIAR WITH THE OBLIGATIONS OF THE POSITION.


JOHN C. CONE

September 29, 2017
DATED