

N170000002556

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

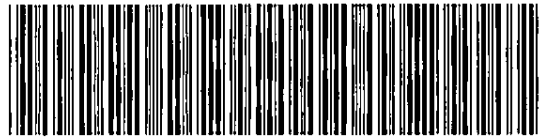
(Business Entity Name)

(Document Number)

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JAN 05 2018  
TALLAHASSEE, FLORIDA

18 JAN -5 PM 12:09

2018 JAN -5 PM 4:34

JAN 08 2018  
C McNAIR

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

AMERICAN HIGHER EDUCATION

ALLIANCE INC

Signature \_\_\_\_\_

Requested by: BA

1/5/18

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

2018 JAN -5 PM 4:34

\_\_\_\_ Art of Inc. File \_\_\_\_\_  
\_\_\_\_ LTD Partnership File \_\_\_\_\_  
\_\_\_\_ Foreign Corp. File \_\_\_\_\_  
\_\_\_\_ L.C. File \_\_\_\_\_  
\_\_\_\_ Fictitious Name File \_\_\_\_\_  
\_\_\_\_ Trade/Service Mark \_\_\_\_\_  
\_\_\_\_ Merger File \_\_\_\_\_  
✓ \_\_\_\_ Art. of Amend. File \_\_\_\_\_  
\_\_\_\_ RA Resignation \_\_\_\_\_  
\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_  
\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_  
✓ \_\_\_\_ Cert. Copy \_\_\_\_\_  
\_\_\_\_ Photo Copy \_\_\_\_\_  
\_\_\_\_ Certificate of Good Standing \_\_\_\_\_  
\_\_\_\_ Certificate of Status \_\_\_\_\_  
\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_  
\_\_\_\_ Corp Record Search \_\_\_\_\_  
\_\_\_\_ Officer Search \_\_\_\_\_  
\_\_\_\_ Fictitious Search \_\_\_\_\_  
\_\_\_\_ Fictitious Owner Search \_\_\_\_\_  
\_\_\_\_ Vehicle Search \_\_\_\_\_  
\_\_\_\_ Driving Record \_\_\_\_\_  
\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_  
\_\_\_\_ UCC 11 Search \_\_\_\_\_  
\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_  
\_\_\_\_ Courier \_\_\_\_\_

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

2018 JAN -5 PM 4:30

NAME OF CORPORATION: AMERICAN HIGHER EDUCATION ALLIANCE INC

DOCUMENT NUMBER: N17000002556

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

Please return all correspondence concerning this matter to the following:

BENJAMIN T. SHANK

(Name of Contact Person)

AMERICAN HIGHER EDUCATION ALLIANCE INC

(Firm/ Company)

101 N FEDERAL HIGHWAY STE 600

(Address)

BOCA RATON, FL 33432

(City/ State and Zip Code)

BSHANK@AHEALLIANCE.ORG

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

For further information concerning this matter, please call:

ROBERT SOCOL

305

653-7350

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 &<br>Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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

AMERICAN HIGHER EDUCATION ALLIANCE INC

2018 JAN -5 PM 4:34

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

N17000002556

(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:

*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**)

101 N FEDERAL HIGHWAY STE 600

BOCA RATON, FL 33432

C. Enter new mailing address, if applicable:

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

101 N FEDERAL HIGHWAY STE 600

BOCA RATON, FL 33432

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:

(Florida street address)

New Registered Office 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 type="checkbox"/> Change	<u>VP</u>	<u>ROA WEI</u>	<u>5531 N UNIVERSITY DR STE 10</u>
<input type="checkbox"/> Add			<u>CORAL SPRINGS FL 33067</u>
<input checked="" type="checkbox"/> Remove			
2) <input type="checkbox"/> Change	<u>VP</u>	<u>JASON S. WEISS</u>	<u>5531 N UNIVERSITY DR STE 10</u>
<input type="checkbox"/> Add			<u>CORAL SPRINGS FL 33067</u>
<input checked="" type="checkbox"/> Remove			
3) <input checked="" type="checkbox"/> Change	<u>C</u>	<u>GERARD J. HAMEL</u>	<u>9830 SW 2ND STREET</u>
<input type="checkbox"/> Add			<u>PLANTATION, FL 33324</u>
<input type="checkbox"/> Remove			
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			

SEE ATTACHED

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There is no text or other markings on the paper.

12/15/2017

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)

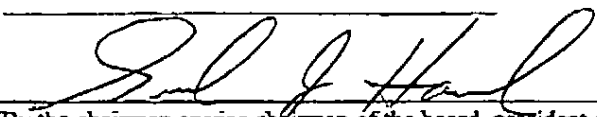
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 12/15/2017

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)

GERARD J. HAMEL

\_\_\_\_\_  
(Typed or printed name of person signing)

CHAIRMAN OF THE BOARD

\_\_\_\_\_  
(Title of person signing)

**Addendum to Articles of Incorporation**

**American Higher Education Alliance Inc.  
Document # : N17000002556**

**ARTICLE VII**

Please **add** the following Officers/Directors:

**Title: President/Director**

**John E. Sites  
101 N Federal Highway Ste 600  
Boca Raton, FL 33432**

**Title: Vice President**

**Benjamin T. Shank  
101 N Federal Highway Ste 600  
Boca Raton, FL 33432**

**Title: Secretary**

**Melissa Kern  
101 N Federal Highway Ste 600  
Boca Raton, FL 33432**

**Title: Director**

**Junbao Wu  
101 N Federal Highway Ste 600  
Boca Raton, FL 33432**

**Addendum to Articles of Incorporation**

**American Higher Education Alliance Inc.  
Document #: N17000002556**

**ARTICLE III**

- 1) American Higher Education Alliance Inc. is organized for charitable, educational, and scientific purposes, including for such purposes, the promotion, publicity and the making of



distributions to organizations that qualify as exempt organizations under section 501 ( c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

- 2) The Not for Profit's purpose will be to provide in-depth analysis on critical international education issues. AHE Alliance assists both domestic and foreign institutions in development and sustainment strategies of programs and services supporting internationalization in higher education. We believe effective internationalization goes beyond traditional study abroad programs and international student enrollment. It requires a comprehensive institutional commitment that also includes curriculum, research, faculty development, and active strategies for institutional engagement. In addition, AHEA monitors and analyzes global trends in higher education in cooperation with other education associations around world.
- 3) The Not for Profit may engage in a variety of fundraising activities, including, but not limited to, charity events and associated events such as Gala Dinners etc. It is anticipated that the Not for Profit will distribute most, if not all, of its assets on an annual basis. The entities to whom the Not for Profit makes donations will be chosen entirely at the discretion of the Board of Directors of the Not for Profit.

#### **ARTICLE IV – MEMBERSHIP**

- 1) American Higher Education Alliance Inc. shall initially include three Directors. The number of Directors may change from time to time, pursuant to the Bylaws, but shall never be less than three.

#### **ARTICLE VIII – AMENDMENTS TO BYLAWS**

As permitted by Section 617.0206, Florida Statutes, as amended or superseded from time to time, subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not for Profit Law of Florida, concerning corporate action that must be authorized or approved by the members of the Not for Profit, Bylaws of this Not for Profit may be made, altered, rescinded, added to, or new Bylaws may be adopted by a majority of the Board of Directors present at any meeting; provided, that notice of the proposed change is mailed to each member at least fifteen (15) days prior to such meeting.

#### **ARTICLE IX-AMENDMENTS TO ARTICLES**

These Articles of Incorporation may be amended as provided by law. No amendments are permitted which would cause any loss of the Not for Profit's status under section 501 (c) (3) of the code. Amendments may also be made at a regular meeting of the membership upon a one (1) month notice given, by a two-thirds (2/3) vote of those members present.

## **ARTICLE X – DURATION**

This Not for Profit is to exist perpetually unless dissolved according to law.

## **ARTICLE XI – NO PRIVATE INUREMENTS; RESTRICTIONS ON ACTIVITIES**

- 1) No part of the net earnings of the American Higher Education Alliance Inc. shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Not for Profit 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 hereof.
- 2) No substantial part of the activities of the Not for Profit shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Not for Profit shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate public office.
- 3) Notwithstanding any other provision of these Articles, American Higher Education Alliance Inc. shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501(c)(3) of the code or (b) by the organization's contributions which are deductible under section 170 (c) (2) of the Code, or the corresponding section of any future federal tax code.

## **ARTICLE XII: DISTRIBUTION UPON DISSOLUTION**

Upon the dissolution of the Not for Profit, 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 federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of by a Court of Competent Jurisdiction in Florida exclusively for such purposes as the court shall determine.