

12/2/2020

Division of Corporations

N19000000371

Florida Department of State
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
PALM BEACH TESOL, INC.**

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**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
PALM BEACH TESOL, INC.
(Document No. N19000000371)**

Pursuant to the provisions of Florida Statutes, Section 617.1006, the undersigned Florida not-for-profit Corporation hereby adopts the following amendments to its Articles of Incorporation (collectively, these "*Articles of Amendment*"):

1. The name of the corporation is PALM BEACH TESOL, INC. (the "*Corporation*").
2. The original Articles of Incorporation of the Corporation were filed on January 8, 2019, effective as of January 2, 2019, document number N19000000371.
3. The original Articles of Incorporation of the Corporation are hereby amended to incorporate new, additional provisions, as follows:

"ARTICLE IX

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members (if any), 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 payment and distributions in furtherance of the purposes set forth in Article III hereof.

B. No part of the activities of the Corporation shall be the carrying on of propaganda, or the attempting otherwise to influence legislation, and the Corporation shall not participate in or intervene in (including, without limitation, the publishing, dissemination, or distribution of statements related to) any political campaign on behalf of, or in opposition to, any candidate for public office.

C. Notwithstanding any other provision contained in these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any corresponding provision of any future United States Internal Revenue Law); or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or any corresponding provision of any future United States Internal Revenue Law).

ARTICLE X

The property of the Corporation is irrevocably dedicated to charitable, educational, and scientific purposes, and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director or officer, or to the benefit of any private individual.

ARTICLE XI

Upon the dissolution of the Corporation, the Board of Directors of the Corporation shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, and scientific purposes as shall, at such

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time, qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any corresponding provision of any future United States Internal Revenue Law), as the Board of Directors of the Corporation shall determine. Any assets of the Corporation not so 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 such court shall determine, which are organized and operated exclusively for such purposes."

4. Except to the extent expressly amended by these Articles of Amendment, the original Articles of Incorporation of the Corporation shall remain in full force and effect, unmodified in any way.

5. These Articles of Amendment were adopted by the Board of Directors of the Corporation on December 1, 2020, and no members of the Corporation were entitled to vote on these Articles of Amendment.

[SIGNATURE PAGE FOLLOWS]

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment effective this 1 day of December 2020.

PALM BEACH TESOL, INC.,
a Florida not-for-profit corporation

By: Shannon Solis
Name: SHANNON SOLIS
Title: PRESIDENT

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