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SECRETARY OF STATE
HARRISBURG, PA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Aegis Institute, Inc.

DOCUMENT NUMBER: N20000007993

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

Please return all correspondence concerning this matter to the following:

Jason Johnson

(Name of Contact Person)

The Aegis Institute, Inc.

(Firm/ Company)

3809 NW 40th Street

(Address)

Gainesville, Florida 32606

(City/ State and Zip Code)

theaegisinstitute@gmail.com

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

For further information concerning this matter, please call:

Jason Johnson

904

5374936

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 &
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(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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

FILED

2021 JUN 15 AM 10:55

The Aegis Institute, Inc.

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

N20000007993

(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**)

N/A

N/A

C. Enter new mailing address, if applicable:

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

N/A

N/A

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

N/A

(Florida street address)

New Registered Office Address:

N/A

(City)

Florida N/A

(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:

☒ Change	<u>PT</u>	<u>John Doe</u>
☒ Remove	<u>V</u>	<u>Mike Jones</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>N/A</u> Change	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
<u>N/A</u> Add			<u>N/A</u>
<u>N/A</u> Remove			<u>N/A</u>
2) <u>N/A</u> Change	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
<u>N/A</u> Add			<u>N/A</u>
<u>N/A</u> Remove			<u>N/A</u>
3) <u>N/A</u> Change	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
<u>N/A</u> Add			<u>N/A</u>
<u>N/A</u> Remove			<u>N/A</u>
4) <u>N/A</u> Change	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
<u>N/A</u> Add			<u>N/A</u>
<u>N/A</u> Remove			<u>N/A</u>
5) <u>N/A</u> Change	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
<u>N/A</u> Add			<u>N/A</u>
<u>N/A</u> Remove			<u>N/A</u>
6) <u>N/A</u> Change	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
<u>N/A</u> Add			<u>N/A</u>
<u>N/A</u> Remove			<u>N/A</u>

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

Article III shall be replaced with the statement: (see appended document)

Article IV shall be replaced with the statement: (see appended document)

To the Articles of Incorporation there shall be added:

Article VIII: Powers

Article VIII shall read as: (see attached document)

Article IX: Meetings

Article IX shall read as: (see attached document)

Article X: Dissolution

Article X shall read as: (see attached document)

The date of each amendment(s) adoption: June 7, 2021, if other than the date this document was signed.

Effective date if applicable: June 7, 2021
(no more than 90 days after amendment file date)

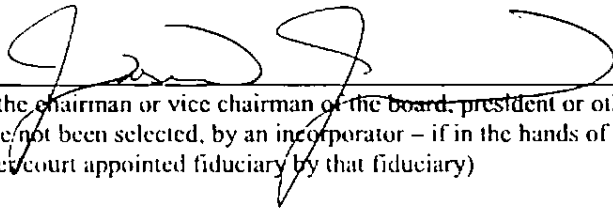
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☐ 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 June 7, 2021

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)

Jason Johnson

(Typed or printed name of person signing)

President

(Title of person signing)

Amendments & Additions
to
The Articles of Incorporation
for
The Aegis Institute, Inc.

3809 NW 40th Street
Gainesville, Florida, 32606

June 7, 2021

AMENDMENTS:

These amendments shall replace the given existing articles in The Articles of Incorporation:

Article III shall be replaced with this amendment and will now read as:

The Corporation is organized exclusively for charitable, scientific, and educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, as may be amended. More specifically, but not by way of limitation, the educational and scientific purposes of the Corporation shall include developing and operating one or more private secondary high schools, middle schools, elementary schools, and preschools, each with the purpose of providing formal instruction to a defined, regularly enrolled, group of students through the use of full-time and part-time duly and properly credentialed teachers and teaching assistants, with a formal curriculum focusing on both academic and scientific information. Each school shall operate at its own physical facilities and location, which may be owned or leased, within the State of Florida. Each school operated by the Corporation shall not discriminate, in its policies or practices, against any person on the basis of race, color, nationality, ethnic origin, gender, sexual orientation, religion, or physical disability. Neither shall any school discriminate on the basis or race, color, nationality, ethnic origin, gender, sexual orientation, religion, or physical disability in the admission of students; the rights, privileges, programs and activities made available to students; the administration and educational policies; any scholarships and loan programs; or athletic or other school administered programs or events. The Corporation will produce academic material that may be sold or freely distributed to other similar academic institutions or individuals wishing to utilize this material. The proceeds of any such sales will be utilized in furtherance of the objectives of the maintenance and upkeep of the school in whatever manner may best benefit the Corporation. The Corporation will maintain and publish an academic journal of student and teacher works of scientific or academic rigor and simultaneously encourage publication in external journals. No part of the net earnings of the Corporation shall

inure to the benefit of, or be distributable to its 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 set forth in these Articles of Incorporation. 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 or against any candidate for public office. Notwithstanding any other provisions of these Articles of Incorporation, 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 § 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article IV shall be replaced with this amendment and will now read as:

The directors of the Corporation shall be elected in accordance with methods and qualifications specified in the bylaws of the Corporation. In no event, shall the number of directors be fewer than three. Corporate officers will serve for a term of, at most, three years with the possibility of reelection. It shall be the duty of the Board of Trustees to: hold meetings biannually or as needed; elect board, appoint officers, hire faculty, and allocate funds as needed; impeach or censure officers of the Board by three-quarters vote; establish all by-laws which are considered necessary and proper; approve all expenditures by a vote of a majority of members present. A simple majority of the Board of Trustees members shall constitute a quorum. The term of an elected office shall be one year, subject to renewal. In the event of a vacant seat, an election shall be held immediately to fill the office. Candidates for office shall be nominated from the floor and voted on, following election procedures as set out in Robert's Rules of Order, Revised. The final vote shall be decided by a quorum and shall be determined by a simple majority.

ADDITIONS:

To the Articles of Incorporation there shall be added these articles:

Article VIII: Powers, which shall read as:

The powers of the Corporation shall be provided in the bylaws of the Corporation in accordance with Chapter 617, Florida Statutes with the following limitations within the meaning of §501(c)(3) of the Internal Revenue Code, as may amended. First, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers or other private interests. However, the Corporation shall be authorized and empowered to pay a reasonable flat salary for services rendered by its employees and to make payments and other

distributions in furtherance of the purposes set forth in Article IV. Second, only an insubstantial amount of the activities of the Corporation shall be in furtherance of a purpose not set forth in Article IV. Third, only an insubstantial amount of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended, unless the Corporation elects the provisions of § 501(h) of the Internal Revenue Code, as may amended. Fourth, in no event shall the Corporation have the power to participate in, or intervene in, including the publishing or distributing of statements, any political campaign on behalf of, or in opposition to, any candidate for public office, all within the meaning of § 501(c)(3) of the Internal Revenue Code, as may be amended. Fifth, in the event the Corporation chooses to litigate, using its own staff attorneys on behalf of its members or other clients, the Corporation shall comply with the guidelines provided within Revenue Procedure 92-59, 1992- 2 C.B. 411-12, as may be amended, superseded or modified. The bylaws of the Corporation shall adopt these provisions accordingly.

Article IX: Meetings, which shall read as:

After incorporation, the appropriate members of the Corporation shall hold an organizational meeting in accordance with Chapter 617, Florida Statutes, as amended. The board of directors of the Corporation may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication which allows all directors participating to simultaneously hear one another. A director participating in such a meeting is deemed present at the meeting. In the alternative, the board of directors may take actions through signed e-mail communications provided all board members agree.

Article X, Dissolution, which shall read as:

Upon dissolution and upon payment or adequate discharge of all liabilities and obligations, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, as amended, or shall be distributed to a State or the Federal government for a public purpose.

Authorized by:

President: Jason Johnson

Vice-President: Jordan Alexander Key