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COVER LETTER

**TO: Amendment Section
Division of Corporations**

Florida for Online Education, Inc.

NAME OF CORPORATION: _____

N20000011020

DOCUMENT NUMBER: _____

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

Please return all correspondence concerning this matter to the following:

Ashli Goble

(Name of Contact Person)

On behalf of Florida for Online Education, Inc.

(Firm/ Company)

10964 Cranchester Way

(Address)

Columbia, MD 21044

(City/ State and Zip Code)

ashli.goble@pearson.com

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

For further information concerning this matter, please call:

Ashli Goble

443

564-3311

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

Articles of Amendment
to
Articles of Incorporation
of

Florida for Online Education, Inc.

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

N20000011020

(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

New Registered Office Address:

N/A

(Florida street address)

(City)

Florida

(Zip Code)

STATE
SECRETARY
OF
FLORIDA

2011 OCT -1 PM 2:46

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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

Please see attached sheet for full Amendment.

The date of each amendment(s) adoption: June 1, 2021, if other than the date this document was signed.

Effective date if applicable: July 1, 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)

- ☐ 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 June 1, 2021

Signature ^{DocuSigned by:} Denise Harshbarger
(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)

Denise Harshbarger
(Typed or printed name of person signing)

Board Chair
(Title of person signing)

Florida for Online Education, Inc. elects to include the following optional language in these articles of incorporation.

ARTICLE IX

PURPOSES

- a) The organization is organized exclusively for charitable, religious, educational and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and for the purpose of engaging in any lawful act or activity not for pecuniary profit for which not-for-profit corporations may be organized, so far as is or may be permitted by the laws of the State of Florida and section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Corporation shall not engage in any business of a kind ordinarily carried on for profit and nothing in these Articles of Incorporation, or in the Bylaws of the Corporation shall authorize the Corporation to, and the Corporation shall not, enter any transaction, carry on any activity, or engage in any business for pecuniary profit, and any income received by the Corporation shall be applied only to the nonprofit purposes and objectives of the Corporation set forth herein.
- b) In the event the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively to one or more organizations then described in IRC Sections 170(c)(2), 501(C)(3), 2055 (a)(2) and 2522 (a)(2) having purposes substantially similar to those of the Corporation (except that no private foundation as defined by IRC Section 509(a) shall be a recipient) or to one or more units or agencies of federal, state or local government to be used exclusively for public purposes, as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed to one or more of such organizations as determined by the highest court of the county in which the principal office of the Corporation is then located.
- c) No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 this document, the organization 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 Internal Revenue Code, as amended, or corresponding section of any future federal tax code, or (b) by an organization, contributions which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

TERM OF EXISTENCE

The term for which this Corporation shall exist shall be perpetual.