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JAN 25 2021

I ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: RHYTHM OF LEARNING, INC.

DOCUMENT NUMBER: SEE ATTACHED DOCUMENTS

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

Please return all correspondence concerning this matter to the following:

BRIGID SOLDAVINI, CPA

(Name of Contact Person)

SOLDAVINI & CALDWELL, CPA, PA.

(Firm/ Company)

5455 JAEGER ROAD

(Address)

NAPLES, FL 34119

(City/ State and Zip Code)

brigid@naples-cpa.com

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

For further information concerning this matter, please call:

BRIGID SOLDAVINI, CPA

239

591-4747

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 checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 22, 2021

BRIGID SOLDAVINI, CPA
SOLDACINI & CALDWELL, CPA, PA
5455 JAEGER ROAD
NAPLES, FL 34119

SUBJECT: RHYTHM OF LEARNING ACADEMY, INC.
Ref. Number: N20000012770

We have received your document for RHYTHM OF LEARNING ACADEMY, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 521A00001404

**AMENDED ARTICLES OF INCORPORATION
OF
RHYTHM OF LEARNING ACADEMY, INC.,**

(A Not-for-Profit Corporation)

Pursuant to the applicable provisions of Chapter 617.1006 of the Florida Statutes, the undersigned Florida Nonprofit Corporation, **Rhythm of Learning Academy, Inc.** (hereinafter the "Corporation"), hereby certifies and files the following Amended Articles of Incorporation:

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**ARTICLE I
CORPORATION NAME**

The name of the Corporation is Rhythm of Learning Academy, Inc.

**ARTICLE II
PRINCIPAL OFFICE ADDRESS**

The Corporation's principal office address is:

6130 Montelena Circle
Unit 1201
Naples, FL 34119

**ARTICLE III
MAILING ADDRESS**

The Corporation's mailing address is:

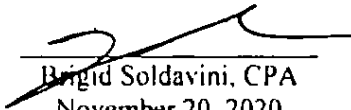
6130 Montelena Circle
Unit 1201
Naples, FL 34119

**ARTICLE IV
REGISTERED AGENT**

The name and address of the registered agent of the Corporation is:

Soldavini & Caldwell, CPA, PA
5455 Jaeger Road
Naples, FL 34109

Having been named as registered agent to accept service of process for the above-stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Brigid Soldavini, CPA
November 20, 2020

ARTICLE V **DURATION AND MEMBERSHIP**

The Corporation shall have perpetual existence. The qualification for members, if any, and the manner of their admission shall be regulated by the Corporation's Bylaws.

ARTICLE VI **DIRECTORS**

The method of selection of Directors and the number of Directors shall be stated in the Corporation's Bylaws.

ARTICLE VII **CORPORATE PURPOSES**

The purposes for which this Corporation is formed are exclusively charitable and educational and consist of the following:

1. This Corporation is formed exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
2. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, religious, scientific or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
3. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies.

ARTICLE IX
501(c)(3) LIMITATIONS

1. **CORPORATE PURPOSES.** Notwithstanding any other provision of these Articles of Incorporation, 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 federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
2. **EXCLUSIVITY.** The Corporation is organized exclusively for charitable and educational purposes.
3. **NO PRIVATE INUREMENT.** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The property, assets, profits, and net income of the Corporation are irrevocably dedicated to charitable and educational purposes, no part of which shall inure to the benefit of any private person or individual. The Corporation shall not distribute any gains, profits, or dividends to the Directors, Officers, members or trustees thereof, or to any other private persons or individuals, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered in carrying out, and to make payments and distributions in furtherance of, the purposes set forth in these Articles of Incorporation.
4. **LOBBYING AND POLITICAL CAMPAIGNS.** 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 in opposition to any candidate for public office.
5. **DISSOLUTION.** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt 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 shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

ARTICLE X
DEBT OBLIGATIONS AND PERSONAL LIABILITY

No Officer or Director of this Corporation shall be personally liable for the debts or obligations of this Corporation of any nature whatsoever, nor shall any of the property of the Officers or Directors be subject to the payment of the debts or obligations of this Corporation.

ARTICLE XI
INDEMNIFICATION

Indemnification of the Corporation's Officers and Directors shall be pursuant to the Corporation's Bylaws.

ARTICLE XII
AMENDMENT

These Articles of Incorporation may be amended in accordance with, and as provided for Corporation's Bylaws.

ARTICLE XIII
EFFECTIVE DATE

The Effective Date of these Articles of Incorporation shall be the date of filing with the Department of State.

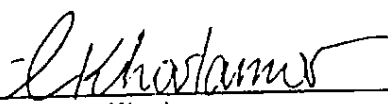
There being no members of the Corporation, these Amended Articles of Incorporation were duly adopted by the Board of Directors at a meeting held on November 20, 2020.

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s. 817.155, F.S.

Board President:


Name: Margarita Svets

Board Secretary:


Name: Irene Kharlamov