N21000006306

25 Walter Martin Road NE Suite 200 Fort Walton Beach, FL 32548	2003723
(City/State/Zip/Phone #)	
(Business Entity Name)	09/01/21010
(Document Number)	
Certified Copies Certificates of Status	
Special Instructions to Filing Officer.	

Office Use Only



322772

119--006 **52.50

2021 SEP 24 PH 3: 09

SEP 2 7 2021 I ALBRITON



201 STP 24 AM 8:09

Letter Number: 321A00022180

FLORIDA DEPARTMENT OF STATE Division of Corporations

September 14, 2021

COPUS & COPUS, P.A. 25 WALTER MARTIN ROAD NE STE. 200 FORT WALTON BEACH, FL 32548

SUBJECT: EMERALD COAST LEARNING CENTER, INC.

Ref. Number: N21000006306

We have received your document for EMERALD COAST LEARNING CENTER, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

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 III

www.sunbiz.org

224100 101/5024 PH 3:09 FEIN: 87-1324109

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF

EMERALD COAST LEARNING CENTER, INC., a Florida Not-For-Profit Corporation

N210000001304

Pursuant to the provisions of Chapter 617, Florida Statutes, the undersigned corporation amends. restates and adopts the following Amended and Restated Articles of Incorporation by the majority of the Board of Directors as there are no members entitled to vote on the amendments:

ARTICLE I Name

The name of the corporation is EMERALD COAST LEARNING CENTER, INC.

ARTICLE II

The purpose of the corporation is to provide charitable, educational, instructional and training services for individuals with autism, their families and caregivers. The corporation may carry out its purpose directly or by making gifts, grants, or other payments to qualifying organizations within the meaning of Section 501(c)(3) of the Internal Revenue Code, allowed under the State of Florida, and in such a manner that is consistent with the corporation's qualification as a tax-exempt organization under the provisions of the Internal Revenue Code. The corporation shall function as a wholly owned subsidiary of Emerald Coast Autism Center, Inc., a Florida Not-for-Profit Corporation.

ARTICLE III
Tax Exemption

The corporation is organized exclusively for charitable, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provisions of these Amended and Restated Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt under Section 501(c)(3) of the Internal Revenue Code, as amended, and its Regulations as they exist or as they may hereafter exist in the future, or by corporation contributions, which are deductible under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV

Activities and Restrictions

No dividends, liquidating dividends or distributions shall be declared or Α. paid by the corporation to any private individual, officer or director of the corporation.

FEIN: 87-1324109

- B. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, unless by appropriate election; a greater part is permitted without jeopardizing the corporation's exemption under Section 501(c)(3) of the Internal Revenue Code. The corporation shall neither participate no intervene in any political campaign on behalf of (or in opposition to) any candidate for public office, including the publication or distribution of any statements.
- C. No part of the net earnings or net income of the corporation shall inure to the benefit of any private individual, officer or director of the corporation; provided, however, that such a person may receive reasonable compensation for personal services rendered, or reimbursement for reasonable expenses incurred, which are necessary to carry out the exempt purposes of the corporation.
- D. Whenever the corporation is a private foundation as defined by Section 509(a) of the Internal Revenue Code, the income of the corporation shall be distributed at such time and in such manner as to not subject it to tax under Section 4942 of the Internal Revenue Code, and the corporation shall not engage in any act of self-dealing, retain any business holdings, make any taxable expenditures as defined in Sections 4941(d), 4943(c), and 4945(d), respectively, of the Internal Revenue Code, make any investments which subject the corporation to tax under Section 4944 of the Internal Revenue Code, or make any indemnification which would give rise to a penalty excise tax under Chapter 42 of the Internal Revenue Code.

ARTICLE V Members

The corporation shall have no members.

ARTICLE VI

Board of Directors

The names and addresses of the initial directors are:

Staci Berryman 80 E. College Boulevard Niceville, Florida 32578

Heidi Blalock 80 E. College Boulevard Niceville, Florida 32578

Jennifer H. Copus 25 Walter Martin Road NE, Suite 200 Fort Walton Beach, Florida 32578

FEIN: 87-1324109

ARTICLE VII

Registered Agent

The registered agent and principal address for the registered agent of the corporation is:

Copus & Copus, P.A. 25 Walter Martin Road NE, Suite 200 Fort Walton Beach, Florida 32548

ARTICLE VIII

Amendment

These Amended and Restated Articles may be amended by the directors of the corporation by a vote of a majority (51%) of the number of directors in office at the time the amendment is adopted, provided that no amendment shall substantially change the original purpose of the corporation.

ARTICLE IX

Dissolution

In the event of the dissolution of the corporation, the board of directors shall, after paying or making provisions of the 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 Sections 170(c)(2), 501(c)(3), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code, having purposes substantially similar to those of the corporation or to one of more units or agencies of federal, state, or local government to be exclusively used for public purposes, as the board of directors shall determine.

ARTICLE X

Liability and Indemnification

The liability of a director to the corporation for money damages for any action taken, or any failure to take any action, as a director, is hereby eliminated, except liability for any of the following:

- A. The amount of a financial benefit received by a director to which the director is not entitled;
 - B. An intentional infliction of harm on the corporation:
 - C. A violation of Chapter 617 of the Florida Nonprofit Corporation Act; and/or

FEIN: 87-1324109

D. An intentional violation of any federal or state criminal law relating to any action, or any failure to take any action, while acting in the capacity as a director of the corporation.

The above withstanding, the corporation shall otherwise indemnify the directors to the full extent permitted by the Florida Nonprofit Corporation Act and shall advance funds for, or reimburse expenses.

ARTICLE XI

Name and Address of Incorporator

The name and principal address of the incorporator is:

Emerald Coast Autism Center, Inc. 80 E. College Boulevard Niceville, Florida 32578.

CERTIFICATION OF ADOPTION

I HEREBY CERTIFY that these Amended and Restated Articles of Incorporation were approved and adopted by a majority of the directors on June 4, 2021 and constitute a complete copy of the Amended and Restated Articles of Incorporation.

JENNIFER H. C

Director

Dated: September 20, 2021