

N21 000006306

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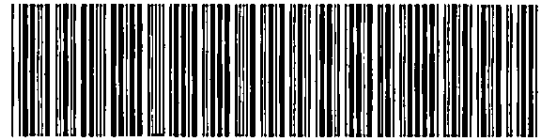
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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

2021 SEP 24 AM 8:09

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

Letter Number: 321A00022180



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

**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

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.

A handwritten signature in black ink, appearing to read "Jennifer H. Copus", is written over a horizontal line.

**JENNIFER H. COPUS**

*Director*

Dated: September 20, 2021