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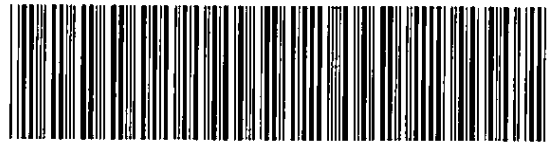
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TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Education First for Newberry

DOCUMENT NUMBER: N23000014800

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

Please return all correspondence concerning this matter to the following:

Shawn A. Arnold, Esq., B.C.S.

(Name of Contact Person)

Arnold Law Firm

(Firm/ Company)

3840 Crown Point Road, Suite B

(Address)

Jacksonville, Florida 32257

(City/ State and Zip Code)

sarnold@arnoldlawfirmllc.com

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

For further information concerning this matter, please call:

Shawn Arnold

904

731-3800

(Name of Contact Person)

at

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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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) |
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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

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**AMENDED ARTICLES OF INCORPORATION
OF
EDUCATION FIRST FOR NEWBERRY, INC.**

(A Florida Not-For-Profit Corporation)

These Amended Articles of Incorporation of EDUCATION FIRST FOR NEWBERRY, INC., a Florida not for profit corporation (the "Corporation"), dated and effective as of January 29, 2024, are being duly executed and filed to amend, completely restate and supersede the Corporation's original Articles of Incorporation, which were filed and effective as of December 5, 2023, Document No. N23000014800.

**Article I
NAME**

The name of this corporation shall be EDUCATION FIRST FOR NEWBERRY, INC. (hereinafter called the "Corporation").

**Article II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial mailing address and office of the Corporation is Education First for Newberry, Inc., 25522 SW 20th Place, Newberry, Florida 32669.

**Article III
COMMENCEMENT OF CORPORATE EXISTENCE**

The Corporation shall commence its existence as of the date of filing for incorporation with the Florida Secretary of State and shall have perpetual existence unless sooner dissolved according to law.

**Article IV
PURPOSES**

The general purpose of this Corporation shall be to promote social welfare by furthering the common good and general welfare of the people of the surrounding community by operating a publicly accessible, tuition free School, and in furtherance of such goals is authorized to do any and all activities which it is empowered to do under these Articles provided, however, that nothing herein shall be construed as allowing any activities which would jeopardize the Corporation's tax-exempt status or otherwise be inconsistent with its classification as an organization described in Section 501(c)(4) of the Internal Revenue Code of 1986, as amended or replaced from time to time (the "Code") and its regulations as they now exist or may hereafter be amended, or as a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

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Article V
GENERAL POWERS

This Corporation shall have all the powers enumerated for corporations in the Florida Not-For-Profit Corporation Act, as it now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following powers unless later restricted by applicable law or charter contract:

- A. To have succession by its corporate name for the duration of its existence.
- B. To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
- C. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced provided, however, such seal shall always contain the words "corporation not for profit."
- D. To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- E. To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- F. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- G. To make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purposes.
- H. To increase, by a vote of its members cast as the bylaws may direct, the number of its directors, so that the number shall not be less than three but may be any number in excess thereof.
- I. To conduct its affairs, carry on its operations, and have offices and exercise the powers granted by the Florida Not-For-Profit Corporation Act in any state, territory, district, or possession of the United States or any foreign country.
- J. To elect or appoint officers and agents and define their duties.
- K. To adopt, change, amend and repeal bylaws, not inconsistent with these Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs and the exercise of its powers.
- L. To have and exercise all powers necessary or convenient to effect its purposes.

Article VI
BOARD OF DIRECTORS

A. Powers of the Board. The affairs of the Corporation shall be managed under the direction of, the Board of Directors (also referred to as the "Board" or "Governing Board"). The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of the Corporation.

B. Number. The affairs of this Corporation shall be conducted by a Board of Directors, the number of which shall be determined from time to time in accordance with the Bylaws, but shall never be less than three (3) Directors.

C. Election; Removal; Resignation. The manner of election, removal and resignation of Directors shall be regulated by the Bylaws.

D. Names and Addresses of Initial Board of Directors. The initial Directors shall be:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Carsen Stefanelli	President	25522 SW 20 th Place Newberry, Florida 32669
Chelsea Leming	Secretary	25522 SW 20 th Place Newberry, Florida 32669
Joel Searby	Board Member	25522 SW 20 th Place Newberry, Florida 32669

Article VII
INITIAL REGISTERED OFFICE AND AGENT

The name and Florida address of the initial registered agent of the Corporation is Shawn A. Arnold, Arnold Law Firm, 3840 Crown Point Road, Suite B, Jacksonville, Florida 32257.

Article VIII
MEMBERSHIP

The Corporation shall not have any members.

Article IX
DEDICATION OF ASSETS AND DISSOLUTION

The Corporation's assets are irrevocably dedicated to its public benefit purposes. Upon dissolution of this Corporation, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized exclusively for charitable purposes, pursuant to Sections 501(c)(3) or 501(c)(4) of the Internal Revenue Code, or the corresponding provisions in any future tax code 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, as said court shall determine, for such purposes or to such organization or organizations which are organized and operated exclusively for charitable purposes, pursuant to Sections 501(c)(3) or 501(c)(4) of the Internal Revenue Code, or the corresponding provisions of any future tax code.

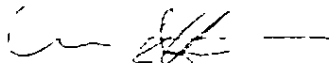
Article X
PROHIBITED ACTIVITIES

No part of the net earnings or distribution of the assets of the Corporation upon its dissolution shall inure to the benefit of, or be distributable to, its officers, members, trustees, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes of the Corporation set forth herein. 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 to an extent that would disqualify it from tax exemption under Section 501(c)(4) of the Internal Revenue Code, as amended. Notwithstanding any provision of these Articles of Incorporation, the corporation may not carry on any activities not permitted to be carried on by an organization exempt from taxation under Section 501(c)(4) of the Code.

Article XI
AMENDMENT

These Articles of Incorporation may be amended at any time by a vote of a majority of the directors present at any regular or special meeting provided a quorum is present.

The foregoing Amended Articles of Incorporation were adopted by a majority of a quorum of the Board of Directors this 29th day of January 2024.

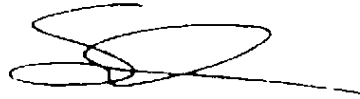


Carsen Stefanelli
President

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation of Education First for Newberry, Inc., I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Shawn A. Arnold, Esq., B.C.S.

Date: 1/29/2024

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