

N46872

(Requestor's Name)

AGLOA, Inc.
P.O. Box 17563
West Palm Beach, FL 33416

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

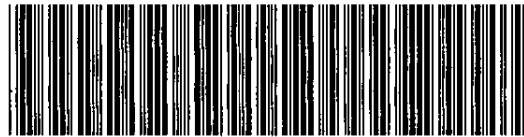
(Business Entity Name)

(Document Number)

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 MAY 31 PM 1:29

Amend
@ 5/31/12



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 14, 2012

AGLOA, INC.
P.O. BOX 17563
WEST PALM BEACH, FL 33416

SUBJECT: ACADEMIC GAMES LEAGUES OF AMERICA, INC.
Ref. Number: N46872

We have received your document for ACADEMIC GAMES LEAGUES OF AMERICA, 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):

Amendments for nonprofit corporations are filed in compliance with section 617.1006, Florida Statutes. Please see the attached information.

The date of adoption of each amendment must be included in the document.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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: 412A00014238

Amendment
TO
**ARTICLES OF INCORPORATION OF
ACADEMIC GAMES LEAGUES OF AMERICA, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION
(Revised 05/01/2012)**

**ARTICLE I
NAME**

The name of the Corporation is Academic Games Leagues of America, Inc.

**ARTICLE II
DURATION**

The term of existence of the Corporation is perpetual and the corporate existence will commence on filing of these Articles with the Department of State.

**ARTICLE III
PURPOSE**

- Section 1. The purpose of the Corporation shall be to organize, provide rules for, and conduct academic competition for school-age students, including a competition structure leading to a national championship, using such methodologies and practices as may be deemed appropriate. The Corporation shall also publish and exchange information with educators and educational institutions and shall use such means as are necessary and proper to accomplish these objectives, including the raising of funds through gifts, bequests, and otherwise.
- Section 2. The Corporation shall be operated exclusively for charitable and educational purposes and shall not engage in any activity which is not permitted by an organization exempt from taxation under Section 501(a) and described in Section 501(c)(3) of the Internal Revenue Code. No part of its net earnings shall inure to the benefit of any private individual, members, or officers, except that reasonable compensation may be paid for services actually rendered.
- Section 3. No part of the Corporation's activities shall be for carrying on lobbying efforts or otherwise attempting to influence legislation, and it shall not participate or intervene in any political campaign on behalf of any candidate for public office (including the publishing or distributing of statements).

**ARTICLE IV
MEMBERSHIP**

- Section 1. There are no members of the Corporation.
- Section 2. Election or appointment to any Board, office, council, committee, or directorship is not based on race, ethnic origin, sex, age, religion, or physical handicap and no one so elected or appointed shall be discriminated against because of any or all of these factors.

FILED
SECRETARY OF STATE
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ARTICLE V OFFICERS

- Section 1. The officers of the Corporation shall be the President, the Vice-President, the Secretary, and the Treasurer.
- Section 2. **President:** The President shall chair the Board of Directors and preside at the business meetings of the Corporation. The President shall also represent the Corporation in relations with other professional and educational organizations, foundations, and governmental agencies.
- Section 3. **Vice-President:** The Vice-President shall serve as vice chairperson of the Board of Directors and shall represent the President when the latter is unable to perform the duties specified in Section 2, above.
- Section 4. **Secretary:** The Secretary shall be responsible for the minutes of the meetings of the Board of Directors and of the annual and any special business meetings, and the sending of notices.
- Section 5. **Treasurer:** The Treasurer shall be responsible for the receipt and disbursement of all funds of the Corporation and for the establishment and maintenance of appropriate records of all fiscal transactions of the Corporation. The Treasurer shall ensure that all expenditures are within the approved budget and have been properly incurred under the policies of the Corporation.

ARTICLE VI BOARD OF DIRECTORS

- Section 1. The governing body of the Corporation shall be the Board of Directors.
- Section 2. The Board of Directors shall have the authority to make operating policies for the Corporation which are consistent with the Articles of Incorporation and Bylaws and to act for or on behalf of the Corporation. The members of the Board of Directors shall act only as a Board. Individual members of the Board of Directors shall have no power as such.
- Section 3. The Board of Directors shall consist of at least seven (7) members. Each member shall be appointed as specified in the Bylaws.
- Section 4. Other committees, boards, and councils shall be created and established as the Board shall determine.

ARTICLE VII APPOINTMENT OF BOARD MEMBERS

- Section 1. The members of the Board of Directors shall be appointed as designated in the Bylaws of the Corporation.
- Section 2. The President, Vice-President, Secretary and Treasurer shall be elected by the membership of the Board of Directors. Officers shall serve for terms as designated in the Bylaws of the Corporation.
- Section 3. Appointed Board members and elected officers of the Board shall take office on the date specified in the Bylaws.

Section 4. In the event of a vacancy in any office, the Board of Directors shall elect a new officer.

ARTICLE VIII AMENDMENTS

The Articles of Incorporation or Bylaws may be amended according to the process prescribed in the Bylaws.

ARTICLE IX MISCELLANEOUS

Section 1. Unless otherwise provided in the Bylaws, cumulative voting shall not be permitted.

Section 2. The office of the Corporation shall be as listed below, or at such other place as the Board of Directors may designate from time to time.

52 Yacht Club Drive #304
North Palm Beach, Florida 33408

Section 3. The full name and address of the Corporation's registered agent is:

R. Lawrence Liss
52 Yacht Club Drive #304
North Palm Beach, Florida 33408

Section 4. The names and addresses of the Board of Directors of the Corporation are:

R. Lawrence Liss
52 Yacht Club Drive #304
North Palm Beach, FL 33408

Brother Neal Golden
4671 Painters Street
New Orleans, LA 70122

James Davis
427 Vail Drive
Pittsburgh, PA 15239

Stuart White
1309 Iroquois Street
Ann Arbor, MI 48104

Nancy Kinard
P.O. Box 3953
Tequesta, FL 33469

Steven Wright
13854 Simone Drive
Shelby Township, MI 48315

Roderick Beard
26173 Regency Club Drive # 5
Warren, MI 48089

**ARTICLE X
INCORPORATOR**

The names and address of each incorporator is as follows:

R. Lawrence Liss
52 Yacht Club Drive #304
North Palm Beach, Florida 33408

**ARTICLE XI
DISSOLUTION**

In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) or 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of such code as subsequently amended, or to the federal, state, or local government to be used exclusively for public purposes.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on 5/24/12, 2012.



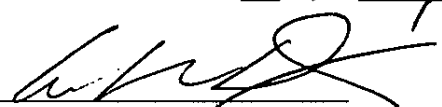
R. Lawrence Liss

STATE OF Florida)
COUNTY OF Palm Beach)

The foregoing instrument was acknowledged before me this 24 day of May, 2012, by R. Lawrence Liss, who is personally known to me or who has produced his Florida Driver's License as identification and who did take an oath.

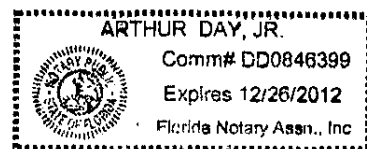
WITNESS my hand and official seal in the County and State last aforesaid this 24 day of May, 2012

[NOTARY SEAL]



NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES: 12/26/2012

(NAME)



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of §§48.091(1) and 607.1421, Florida Statutes, the following is submitted in compliance thereof:

That ACADEMIC GAMES LEAGUES OF AMERICA, INC., desiring to organize under the laws of the State of Florida, designates the name and address of its registered agent to accept service of process within this State as follows:

R. Lawrence Liss
52 Yacht Club Drive #304
North Palm Beach, Florida 33408

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated Corporation, at the above-stated address in this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the premises open from 10:00 a.m. to noon each day, except Saturdays, Sundays and legal holidays, and to post therein a sign designating the name of the Corporation and the name of its registered agent.

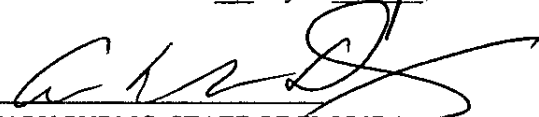
By: 
R. LAWRENCE LISS

STATE OF Florida)
COUNTY OF Palm Beach)

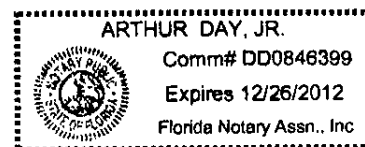
The foregoing instrument was acknowledged before me this 4 day of MAY, 2012, by R. Lawrence Liss, who is personally known to me or who has produced his Florida Driver's License as identification and who did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 4 day of MAY, 2012

[NOTARY SEAL]


NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES: 12/26/12

(NAME) Arthur Day Jr



The date of each amendment(s) adoption: 4/28/12

Effective date if applicable: 5/1/12
(no more than 90 days after amendment file date)

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 5/22/12

Signature [Signature]
(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)

R. LAWRENCE LISS
(Typed or printed name of person signing)

CHAIRMAN OF BOARD
(Title of person signing)