

N 47759

## Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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DIVISION OF CORPORATIONS

## BASIC AMENDMENT

THE LEARNING CONNECTION OF NAPLES, INC.

Certificate of Status	0
Certified Copy	1
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Amended &amp; Restated

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Art.

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DC



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 21, 2001

THE LEARNING CONNECTION OF NAPLES, INC.  
279 AIRPORT RD. S.  
NAPLES, FL 34104US

SUBJECT: THE LEARNING CONNECTION OF NAPLES, INC.  
REF: N47759

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H01000024503  
Letter Number: 901A00030976

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

March 7, 2001

THE LEARNING CONNECTION OF NAPLES, INC.  
279 AIRPORT RD. S.  
NAPLES, FL 34104US

SUBJECT: THE LEARNING CONNECTION OF NAPLES, INC.  
REF: N47759

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

✓ The FAX audit number must be on the top and bottom of each page of the document.

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

✓ The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

✓ Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

✓ Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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

✓ The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

✓ Please attach Exhibit A as mentioned in the Articles of Amendment.

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) 487-6906.

Darlene Connell

FAX Aud. #: E01000024503

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

*Already on document when submitted*

*rename as Certificate*

*delete references to incorporator*

*Attached when submitted*



**FLORIDA DEPARTMENT OF STATE**

**Katherine Harris**  
Secretary of State

**Corporate Specialist**

**Letter Number: 601A00013944**

**Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314**

(((H01000024503 4)))

**CERTIFICATE  
TO  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
THE LEARNING CONNECTION OF NAPLES, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2001 MAY 21 PM 3:33

Pursuant to the provisions of Sections 617.1002, 617.1006, and 617.1007, of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The Articles of Incorporation of The Learning Connection of Naples, Inc., a Florida not-for-profit corporation (the "Association"), originally filed with the Florida Department of State on March 9, 1992, are hereby amended and restated in their entirety. The Amended and Restated Articles of Incorporation are attached hereto as Exhibit "A" and supersede the original Articles of Incorporation and all amendments thereto in their entirety.

2. The Amended and Restated Articles of Incorporation were adopted at a duly called and legally constituted meeting of the Board of Directors held on February 28, 2001, after the unanimous adoption of a Resolution proposing said Amended and Restated Articles of Incorporation. There are no members entitled to vote.

IN WITNESS WHEREOF, the undersigned officer of the corporation has executed these Articles of Amendment this 2nd day of April, 2001.

THE LEARNING CONNECTION OF NAPLES,  
INC., a Florida not-for-profit corporation

By: 

Name: William H. Gausel

Title: Board President

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Exhibit "A"

((H01000024503 4)))

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**FOR**

**THE LEARNING CONNECTION OF NAPLES, INC.**

**PREAMBLE**

Pursuant to Chapter 617, Florida Statutes, the Articles of Incorporation of The Learning Connection of Naples, Inc., a Florida not-for-profit corporation (the "Corporation"), which was originally incorporated on March 9, 1992, are hereby amended and restated in their entirety. The Amended and Restated Articles of Incorporation of The Learning Center of Naples, Inc., shall henceforth be as follows:

**ARTICLE I  
NAME**

The name of this corporation shall be: The Learning Connection of Naples, Inc., (the "Corporation"); and the principal place of business and mailing address shall be 279 S. Airport Road, Naples, Florida 34104.

**ARTICLE II  
OBJECT AND PURPOSE**

The purposes for which this corporation are formed are:

A. To render supplemental supportive educational services to children, adults, organizations and agencies.

B. In the event of dissolution of this Corporation, the board of Trustees shall, after paying or making provision for the payment of all the liabilities of the corporation, convey all of the assets of the corporation to an organization, operated exclusively for the purpose of rendering supplemental supportive education services to children, adults, organizations or agencies. The organization will be chosen by majority vote of the Trustees and must be a charitable organization, as described in Code Section 501(c)(3) or corresponding Sections of any future Federal Tax Code.

**ARTICLE III  
TERM OF EXISTENCE**

The term for which this corporation shall exist shall be perpetual.

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#### ARTICLE IV TRUSTEES

The property, business and affairs of this Corporation shall be managed by an executive Board of Trustees which shall consist of five (5) members. Said Board of Trustees shall have the rights and duties of trustees of corporations under Chapter 607, Florida Statutes. In no event shall the number of Trustees be less than three. If the number of Trustees determined as provided above shall ever be less than four, the remaining Trustees shall appoint temporary Trustees to act in such capacity until the number of members shall at least equal four. The manner of election for Trustees shall be as provided in the Bylaws.

#### ARTICLE V BYLAWS

The Bylaws of this Corporation may be adopted, amended, modified or rescinded by 4/5 vote of the Executive Board of Trustees of this Corporation.

#### ARTICLE VI REGISTERED OFFICE

The registered office of this corporation shall be at 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103. The registered agent at that address shall be Naples-Lawdock, Inc.

IN WITNESS WHEREOF, I have hereunto set my hand, this 2<sup>nd</sup> day of April, 2001.

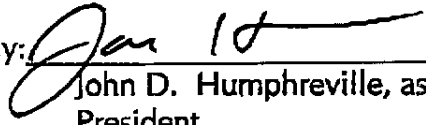


Name: William A. Goulet  
Title: Board President

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provision of chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

NAPLES-LAWDOCK, INC., a Florida  
corporation

By:   
John D. Humphreville, as Vice  
President