

N 47759

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December 3, 2001

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

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-12/05/01--01026--007
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RE: The Learning Connection of Naples, Inc.

Dear Sir or Madam:

Enclosed for filing please find the original Articles of Amendment to Articles of Incorporation for the above-referenced corporation, together with a check payable to Florida Department of State for \$43.75 representing the required fee of \$35.00 for filing the Amendment and an additional \$8.75 for a certified copy of the document.

Please file the original document upon your receipt of same and return the certified copy to my attention at your earliest convenience.

If you have any questions, please do not hesitate to contact me.

Sincerely,

QUARLES & BRADY LLP


Lisa C. Lottes

LCL/jmk

Enclosures as stated

cc: IRS of Cincinnati, OH

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amended
Retaxed
12/11

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

THE LEARNING CONNECTION OF NAPLES, INC.

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following Articles of Amendment to its Articles of Incorporation.

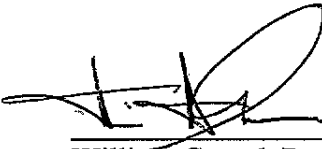
FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED).

ARTICLE II AMENDED

SECOND: The date of adoption of the amendment(s) was: 11/28/01.

THIRD: Adoption of Amendment

- ☐ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the Board of Directors.



William Grauel, President

11/28/01
Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

**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. Said organization is organized exclusively for educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

C. No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the

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carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

D. Upon the dissolution of the organization, assets shall 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 education services to children, adults, organizations or agencies within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. The organization will be chosen by majority vote of the Trustees. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purpose or to such organization and organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

TERM OF EXISTENCE

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

ARTICLE III 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.

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ARTICLE IV
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 V
REGISTERED OFFICE

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

IN WITNESS WHEREOF, I have hereunto set my hand, this 28th day of November, 2001.



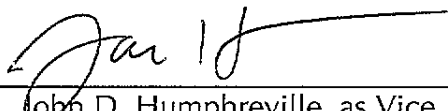
Name: William H. GRAUEL
Title: Board Pres.

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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