

N98000004181

December 28, 1998

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Amendment

EIN# 59-3524035

Document Locator Number: 17053-240-02900-8

Ms. Patricia A. Jackson, IRS, Atlanta, GA, wrote me stating that I had omitted the Article on Dissolution. I apologize for this omission.

I have included the above Article (see Article VIII) for your stamp of approval. If you could file and return this to me as soon as possible, I'd greatly appreciate it. Then, I'll forward the approved/stamped copy to Ms. Jackson.

Please call me at 407-957-2731 when you have filed the amendment and have stamped your approval.

Again, thank you so much!

Sincerely,



Carl Beekman, Ph.D.
President

Education Transformation, Inc.
Carl Beekman, Ph.D., President
3015 Drama Drive
St. Cloud, FL 34769

600002746766-15

-01/20/99-01002-003
*****35.00 *****35.00

FILED
99 JAN 15 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 DEC 30 AM 9:05
DIVISION OF CORPORATIONS

Amend
NFS 1-20-99

~~*1055, 524, 524, 1071, 767*~~

January 13, 1999

Division of Corporations
Ms. Louise Flemming-Jackson
Corporate Specialist Supervisor
Post Office Box 6327
Tallahassee, FL 32314

RE: Amendment

EIN# 59-3524035

Document Locator Number: 17053-240-02900

Letter Number: 999A00000932

Dear Ms. Flemming-Jackson:

Thank you for returning our document in a timely manner. Again, I apologize for the omission and over sight.

I trust that everything is in order now, and would appreciate if you could give me a call at 407-957-2731 when you have filed the amendment and have stamped your approval. If you could return the approved document, then, I need to send it ASAP to Ms. Patricia A. Jackson, IRS in Atlanta, GA for her final approval.

Again, thank you for your assistance.

Sincerely,

A handwritten signature in black ink, appearing to read 'Carl Beekman', written over a horizontal line.

Carl Beekman, Ph.D.
President



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 8, 1999

Carl Beekman, President
% EDUCATION TRANSFORMATION, INC.
3015 Drema Drive
St. Cloud, FL 34769

SUBJECT: EDUCATION TRANSFORMATION, INC.
Ref. Number: N98000004181

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

Your document should be entitled ARTICLES OF AMENDMENT. Article V states the first board of directors is 10, however, 11 are listed.

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.

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

The fee to file articles of amendment is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 999A00000932

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

FILED

99 JAN 15 PM 12:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EDUCATION TRANSFORMATION, INC.

(present name)

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.)

Amendment Adopted: ARTICLE XI – Dissolution has been added.

There are now 10 Board members: Mr. Jim Hess could not continue as a board member due to a change of responsibilities/travel in his profession. He no longer had time to devote to Education Transformation, Inc.

(see attachment)

SECOND: The date of adoption of the amendment(s) was: 1-7-99

THIRD: Adoption of Amendment (CHECK ONE)

- ☒ 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.

EDUCATION TRANSFORMATION, INC.

Corporation Name

Signature of Chairman, Vice Chairman, President or other officer

Carl Beekman, Ph.D.

Typed or printed name

President

1-13-99

Title

Date

ARTICLES OF AMENDMENT
TO
**ARTICLES OF INCORPORATION
OF
EDUCATION TRANSFORMATION, INC.**

ARTICLE I

NAME/REGISTERED OFFICE

The name of the organization shall be Education Transformation, Inc., located at 3015 Drema Drive, St. Cloud, FL 34769.

ARTICLE II

PURPOSE

This corporation is organized exclusively for educational purposes, more specifically to empower a local School district and/or a community to facilitate a systemic change in education for all learners. To this end, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, 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 of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE III

EXEMPTION REQUIREMENTS

At all times shall the following operate as conditions restricting the operations and activities of the corporation:

1. The corporation shall not afford pecuniary gain, incidentally or otherwise to its members. No part of the net earnings of this corporation shall inure to the benefit of any member of the corporation, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. Such net earnings, if any, of this corporation shall be used to carry out the nonprofit corporate purposes set forth in Article II above.
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate

in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

ARTICLE IV

DURATION

The duration of the corporate existence shall be perpetual.

ARTICLE V

MEMBERSHIP/BOARD OF DIRECTORS

The corporation shall have no members. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

The number of Directors constituting the first Board of Directors is 10, their names and addresses being as follows:

Name Address

Carl Beekman, Ph.D.
3015 Drema Drive
St. Cloud, FL 34769
Work: 407-957-2731
Fax: 407-957-2831
Home: 407-957-2581
E-mail: Wolfcarl@aol.com

Stephanie M. Fraser-Beekman, Ph.D.
Creative Teaching & Learning Styles
3015 Drema Drive
St. Cloud, FL 34769
Work: 407-957-2731
Fax: 407-957-2831
Home: 407-957-2581
E-mail: StephFr@aol.com

Kathy Gregg, Ph.D.
Assistant Principal
Northeast High School
Experiential Education
10587 114th Ave. N.
Largo, FL 33773
Home: 813-399-8498
E-mail: kgregg@mindspring.com

Michael Laibe, Ph.D.
President
The Worthington Group
12277 E. Bates Circle
Aurora, CO 80014, CO
Home: 303-671-0799
E-mail: mikelaibe@aol.com

Susan Murray Lynn, CPA, PA
300 Magnolia Ave.
Suite A
Merritt Island, FL 32952
Work: 407-452-2771
Home: 407-453-2113
FAX: 407-452-4855
E-mail: slcpa@iu.net

Tammy Roehrick
Research Specialist/Grant Mgt.
Osceola County School District
2776 Whisper Lakes Club Circle
Orlando, FL 32837
Home: 407-859-1718
Work: 407-870-4058
FAX: 407-870-4063
E-Mail: roehrick@osceola.k12.fl.us

Zina Schubert
Project Development Specialist/Grant Mgt.
Osceola County School District
2322 Irlo Court
Kissimmee, FL 34741-2188
Home: 407-846-6763
Work: 407-870-4058
FAX: 407-870-4063
E-Mail: schuberz@osceola.k12.fl.us

Erin Shaw
Student
486 Gateway Drive
Merritt Island, FL 32952
Home: 407-452-2500
E-Mail: shawc@msn.com

Glenn H. Shelton III
Global Community Network, Inc.
621 Georgia Avenue
St. Cloud, FL 34769
Phone: (407) 957-9782
Email: gshelton@magicnet.net
<http://come.to/gcni>

Ed Wyland
Networking Specialist
1126 Monroe Ave.
St. Cloud, FL 34769-6716
Home: 407-957-2612
FAX: 407-891-0962
E-Mail: smarts2k@magicnet.net

Members of the first Board of Directors shall serve until the first annual meeting, at which their successors are duly elected and qualified, or removed as provided in the bylaws.

ARTICLE VI

ELECTION OF OFFICERS

Within 60 days of filing with the State Department, four Officers will be elected by majority vote at the address of the incorporators, as stated in the bylaws.

ARTICLE VII

PERSONAL LIABILITY

No Board officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the (members) officer, or Directors be subject to the payment of the debts or obligations of this corporation.

The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be July 1st through June 30th. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the Board members and the public.

ARTICLE VIII

AMENDMENTS

These Bylaws may be amended when necessary by a majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

These Bylaws were approved by the Board of Directors of Education Transformation, Inc. on July 13, 1998.

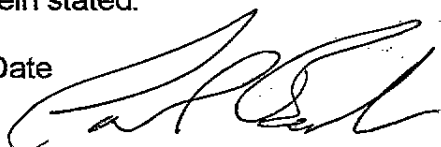
ARTICLE IX

INCORPORATOR(S)

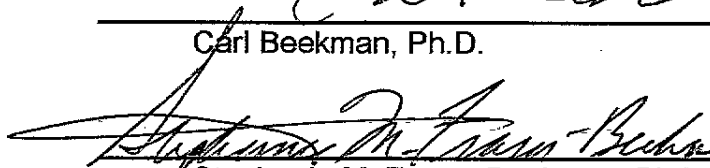
The incorporators of this corporation are: Carl Beekman, Ph.D. and Stephanie M. Fraser-Beekman, 3015 Drema Drive, St. Cloud, FL 34769.

The undersigned incorporators certify that they execute these articles for the purposes herein stated.

Signature & Date



Carl Beekman, Ph.D. 1-13-99
Date




Stephanie M. Fraser-Beekman, Ph.D. 1-13-99
Date

ARTICLE X

REGISTERED AGENT

Carl Beekman, Ph.D.
3015 Drema Drive
St. Cloud, FL 34769

Signature & Date of Registered Agent:

 1-13-98

Carl Beekman, Ph.D. Date

ARTICLE XI

DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, 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 principle office of the organization is then located, exclusively for such purposes.