

P00000030634

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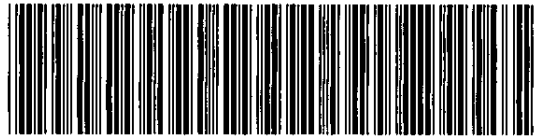
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Over
4-30-08

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Impact Education, Inc.

DOCUMENT NUMBER: P00000030634

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

Please return all correspondence concerning this matter to the following:

James Larry Nichols, Esquire
(Name of Contact Person)

(Firm/ Company)

8191 College Parkway, #204
(Address)

Fort Myers, FL 33919
(City/ State and Zip Code)

For further information concerning this matter, please call:

James Larry Nichols at (239) 433-1305
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
IMPACT EDUCATION, INC.

FILED
08 APR 25 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FL 32304

Pursuant to the provisions of F.S.A. Section 607.1006, the undersigned Corporation adopts the following articles of amendment to its articles of incorporation.

- FIRST: This corporation is hereby authorized to issue two classes of shares of stock to be designated as "common" and "preferred", respectively; the total number of common shares to be issued by this corporation shall remain at 6,000,000 at a par value of \$0.0001, of which 2,776,336 are issued and outstanding as of the date of this Amendment, and the total number of preferred shares to be issued by this corporation shall be 100,000 at a par value of \$0.0001. All or any part of the shares of the common and preferred shares of the corporation may be issued by the corporation from time to time for such consideration as may be determined upon and fixed by the Board of Directors, as provided by law, with due regard to the interest of the existing shareholders, and when such consideration has been received by the corporation, such shares shall be deemed fully paid.
- SECOND: The nature and extent of the preferences, rights, privileges and restrictions granted to the holders of the common shares shall remain unchanged.
- THIRD: The nature and extent of the preferences, rights, privileges and restrictions granted to the holders of the preferred shares shall be as follows:
1. The preferred shares shall be designated as "Class A Preferred Shares".
 2. The holders of the Class A Preferred Shares shall be entitled to receive from the surplus of the corporation a yearly dividend as may be determined by the Board of Directors, which amount may be greater than but never less than dividend amounts paid to holders of common shares, payable on such frequency as may be determined by the Board of Directors, before any dividends shall be paid to the holders of common stock. The Board of Directors may declare and pay Class A Preferred Share dividends without any obligation to declare or pay common share dividends. Should the surplus or net profits arising from the business of the corporation in any given year be insufficient to pay the dividend, no dividend shall be declared or paid for that year.
 3. In the event of liquidation, or dissolution or winding up (whether voluntary or involuntary) of the corporation, the holders of the Class A Preferred Shares shall be entitled to be paid the full amount of their capital account before any amount shall be paid to the holders of common shares.

4. The holders of Class A Preferred Shares shall possess full voting rights and powers on an equal basis as the holders of common shares, one vote for each share held, on all matters voted by on by the shareholders of the corporation (including the election of Directors), and shall be entitled to notice of shareholder's meetings.

FOURTH: The date of adoption of the amendment was March 25, 2008. The number of shares of the corporation issued, outstanding and entitled to vote was 2,776,336. The vote for such amendment was unanimous.

FIFTH: The amendment was adopted by the joint action by the Corporation's Shareholders, there being only one class prior to the adoption of this Amendment, and by unanimous consent of all of the Corporation's Directors, at the annual meeting, and pursuant to F.S.A. Sections 607.0701 and 607.1003 of the Florida Business Corporation Act. Such amendment shall be effective upon filing, as provided by the laws of the State of Florida.

FOURTH: There are no other Stockholders, Directors or members entitled to vote on the amendment, and the votes cast by those entitled was sufficient for approval.

IN WITNESS WHEREOF, the effective date of this Amendment shall be the date of filing of this Amendment with the Florida Department of State..


Adam L. Hall, President


Adam L. Hall, Secretary


Adam L. Hall, Director


Leonard W. Hall, Director

Being the only Directors of Impact Education, Inc., the corporation.