

P06000153792

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

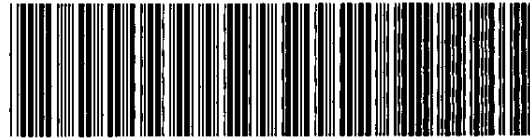
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: International Learning Corporation

DOCUMENT NUMBER: P06000153792

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

Please return all correspondence concerning this matter to the following:

F. Scott Farleigh

Name of Contact Person

Farleigh Wada Witt

Firm/ Company

121 SW Morrison Street, Suite 600

Address

Portland, OR 97204

City/ State and Zip Code

sfarleigh@fwwlaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

F. Scott Farleigh

Name of Contact Person

at (503)

228-6044

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is enclosed)

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

FWW FARLEIGH WADA WITT
Attorneys

Melissa E. Beyer
Attorney
Admitted in Oregon and Washington
mbeyer@fwwlaw.com

121 SW Morrison Street, Suite 600
Portland, Oregon 97204
tel 503.228.6044
fax 503.228.1741
www.fwwlaw.com

September 9, 2011

Via Overnight Delivery

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: *International Learning Corporation*
Document Number: P06000153792

Dear Sir or Madam:

This office represents International Learning Corporation in connection with the enclosed original and one copy of the Articles of Amendment to Articles of Incorporation of International Learning Corporation. I have also enclosed the Cover Letter and our check in the amount of \$43.75 for the filing fee and certified copy fee.

Please forward the certified copy to the addressee on the enclosed Cover Letter.

Sincerely,



Melissa E. Beyer

MEB/jar
Enclosures
cc: International Learning Corporation
P:\DOCS\NWEA\71116\LTR\38D3734.DOC

Articles of Amendment
to
Articles of Incorporation
of

International Learning Corporation

(Name of Corporation as currently filed with the Florida Dept. of State)

P06000153792

(Document Number of Corporation (if known))

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:
(Principal office address **MUST BE A STREET ADDRESS**)

121 NW Everett Street

Portland, OR 97209

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

ATTN: Jeffrey P. Strickler

121 NW Everett Street

Portland, OR 97209

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: _____

New Registered Office Address: _____
(Florida street address)

_____, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
<u>President</u>	<u>William Tudor</u>	<u>2440 S. Federal Hwy, Suite 707</u> <u>Stuart, FL 34994</u>	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
<u>Secretary</u>	<u>William Tudor</u>	<u>2440 S. Federal Hwy, Suite 707</u> <u>Stuart, FL 34994</u>	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
<u>Director</u>	<u>William Tudor</u>	<u>2440 S. Federal Hwy, Suite 707</u> <u>Stuart, FL 34994</u>	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove

See additional sheet attached as Page 4 of 4

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:

(if not applicable, indicate N/A)

The date of each amendment(s) adoption: September 8, 2011

Effective date if applicable: September 8, 2011
(date of adoption is required)
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval

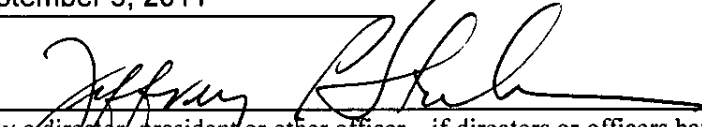
by _____."
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated September 9, 2011

Signature


(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Jeffrey P. Strickler

(Typed or printed name of person signing)

Executive Vice President and Secretary of Northwest Evaluation Association, Shareholder, and as Director and Secretary of International Learning Corporation

(Title of person signing)

**Articles of Amendment
to
Articles of Incorporation
of
International Learning Corporation**

Amendment of Officers and Directors (cont.)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
Director	Matthew W. Chapman	121 NW Everett Street Portland, OR 97209	Add
Director	Jeffrey P. Strickler	121 NW Everett Street Portland, OR 97209	Add
President	Matthew W. Chapman	121 NW Everett Street Portland, OR 97209	Add
Secretary	Jeffrey P. Strickler	121 NW Everett Street Portland, OR 97209	Add