

P1900050555

Florida Department of State
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
LEARNING 2020, INC**

Certificate of Status	0
Certified Copy	1
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docVerify

**34L7643-Amendment to Articles v2 clean.pdf**

DocuSign ID: 60BC634A-3BC4-48C4-8F27-BC02F6100B2F
Created: September 23, 2020 11:38:50 -5:00
Pages: 6
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E-Signature Summary**E-Signature 1: Bradley Paul Baird (BPB)**

September 29, 2020 13:11:41 -5:00 [91F3C8BD763A] [76.25.93.127]
bbaird@pendalearning.com (Principal) (ID Verified)

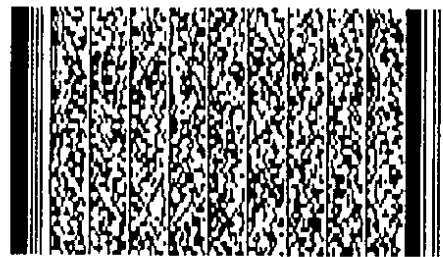
E-Signature 2: William Paul Tudor (WPT)

September 29, 2020 13:11:41 -5:00 [DA3333CB1644] [174.196.10.155]
billtudor01@yahoo.com (Principal) (ID Verified)

E-Signature Notary: Deborah D Haas (DDH)

September 29, 2020 13:11:41 -5:00 [BEF8843455A2] [71.215.83.66]
ddh@mccarthysummers.com

I, Deborah D Haas, did witness the participants named above electronically sign this document.



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**AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
LEARNING 2020, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, the Articles of Incorporation of the above-named corporation (the "Corporation"), filed with the Department of State on June 24, 2019, and assigned Charter Number P19000050555, are hereby amended pursuant to a written consent in lieu of meeting executed by the holders of all of the Corporation's Common Stock and all of the Corporation's Directors on the September 23, 2020, as follows:

**ARTICLE 5
STOCK**

ARTICLE 5 is hereby amended to read as follows:

The aggregate number of shares which this Corporation shall have authority to issue is One Million Two Hundred Thousand shares of Common Stock at One Dollar par value per share, of which One Million shares shall be Class A common shares and Two Hundred Thousand shall be Class B common shares. Class A Common shares shall be voting shares and Class B Common shares shall have all rights and privileges as Class A Common shares, except that Class B Common shares shall have no voting privileges. Fully-paid stock of this Corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

**ARTICLE 7
QUORUM FOR STOCKHOLDERS
MEETINGS**

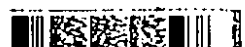
Unless otherwise provided for in the Corporation's By-laws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

**ARTICLE 8
INITIAL REGISTERED OFFICE AND
AGENT**

The street address of this Corporation's initial registered office in Florida is 2400 S. E. Federal Highway, Fourth Floor, Stuart, Florida 34994, and the name of its initial registered agent at that address is Kenneth A. Norman.

H20000339178

ARTICLES OF INCORPORATION



H20000339178

ARTICLE 9 BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have at least one member initially. The number of directors may be increased or decreased by the Shareholders from time to time as provided in the By-laws of the Corporation.

The name(s) and address(es) of the members of the initial Board of Directors are as follows:

William Tudor
2400 SE Federal Highway, Fourth
Floor Stuart, FL 34994

Brad P. Baird
2400 SE Federal Highway, Fourth
Floor Stuart, FL 34994

ARTICLE 10 INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

Name	<u>Street Address</u>
Kenneth A. Norman	2400 S. E. Federal Highway, Fourth Floor Stuart, Florida 34994

ARTICLE 11 COMMON DIRECTOR - TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for that purpose without counting the votes or consents of such Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they

H20000339178

ARTICLES OF INCORPORATION



H20000339178

authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes approves or ratifies such contract or transactions.

ARTICLE 12 BY-LAWS

The By-Laws of the Corporation shall be initially adopted by the Board of Directors and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of Shareholders at any meeting thereof.

ARTICLE 13 EMERGENCY BY-LAWS

The Board of Directors of the corporation may adopt bylaws to be effective only in an "emergency". An emergency exists if a quorum of the corporation's directors cannot readily be assembled because of some catastrophic event. Emergency bylaws are subject to amendment or repeal by the shareholders as well as the directors.

ARTICLE 14 SPECIAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation, its Shareholders and Directors, are hereby adopted as a part of these Articles of Incorporation.

14.1 No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

14.2 The Board of Directors may prescribe a method or methods for replacement of lost certificate, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.

14.3 The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all Directors for services to the Corporation as Directors, officers or otherwise.

H20000339178

ARTICLES OF INCORPORATION



H20000339178

ARTICLE 15

This Amendment to the Articles of Incorporation was adopted by the shareholders by majority vote sufficient to amend the Articles of Incorporation, and directors by unanimous vote on the 23rd day of September, 2020.

ARTICLE 16

The undersigned, being the President and Secretary of LEARNING 2020, INC., hereby certify that the above and foregoing Amendment to the Articles of Incorporation was adopted as aforesaid on the 23rd day of September, 2020.

IN WITNESS WHEREOF, we have hereunto set our hands and the seal of the Corporation on September 23, 2020.

LEARNING 2020, INC., a Florida
corporation

ATTEST:

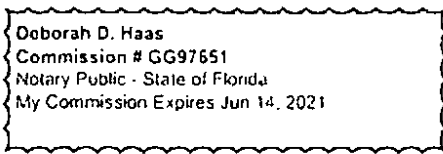
By: William Paul Tudor
WILLIAM TUDOR,
Secretary

By: Bradley Paul Baird
BRAD P. BAIRD,
President

[CORPORATE SEAL]

STATE OF FLORIDA
COUNTY OF MARTIN

THE FOREGOING INSTRUMENT was acknowledged before me via remote online notarization this 09/29/2020 September, 2020, by Brad P. Baird, President of LEARNING 2020, INC., a Florida corporation, on behalf of the corporation, who [] is personally known to me or [x] has produced a Driver's License as identification.



[Notarial Seal]

Deborah D. Haas
Notary Public

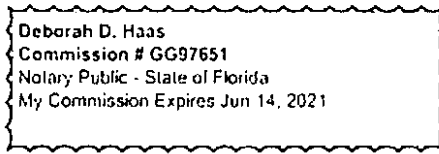
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ARTICLES OF INCORPORATION

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STATE OF FLORIDA
COUNTY OF MARTIN

THE FOREGOING INSTRUMENT was acknowledged before me via remote online notarization this ^{09/29/2020} 29th day of September, 2020, by William Tudor, Secretary of LEARNING 2020, INC., a Florida corporation, on behalf of the corporation, who [] is personally known to me or [x] has produced a Driver's License as identification.



[Notarial Seal]

A handwritten signature "William Tudor" in blue ink, enclosed in a rectangular box. A horizontal line extends to the right from the box.

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ARTICLES OF INCORPORATION

