

STATE OF GEORGIA

Secretary of State

Corporations Division

313 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

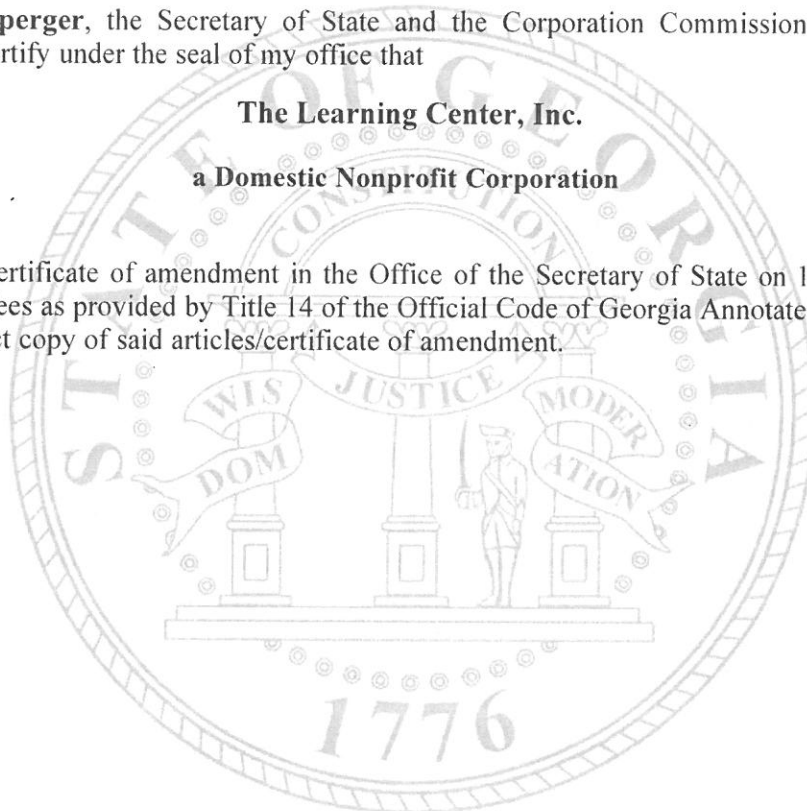
CERTIFICATE OF AMENDMENT

I, **Brad Raffensperger**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

The Learning Center, Inc.

a Domestic Nonprofit Corporation

has filed articles/certificate of amendment in the Office of the Secretary of State on 12/07/2019 and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles/certificate of amendment.



WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on **01/30/2020**.



Brad Raffensperger

Brad Raffensperger
Secretary of State

ARTICLES OF AMENDMENT of THE LEARNING CENTER, INC.

The provisions hereof constitute the Articles of Amendment of THE LEARNING CENTER, INC. a Georgia nonprofit corporation pursuant to O.C.G.A. § 14-3-1005 of the Georgia Nonprofit Corporation Code.

ARTICLE 1

The name of the corporation is: THE LEARNING CENTER, INC.

ARTICLE 2

The Corporation has no members; therefore, member approval was not required. The amendments were approved by a sufficient vote of the Board of Directors of the Corporation on December 6, 2019.

ARTICLE 3

The Articles of Incorporation of the Corporation are amended by deleting "N/A" under **OPTIONAL PROVISIONS** found in the original Articles of Incorporation and replaces it as follows:

PURPOSE:

The Learning Center, Inc. is organized exclusively for charitable, religious, educational, and scientific 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 the corresponding section of any future federal tax code.

The purposes for which the corporation is organized are as follows:

1. To direct programs for children, youth and adults;
2. To offer a stimulating environment for the intellectual, emotional, and social growth of children, youth, and adults in our community;
3. To give children and youth positive models, opportunities, experiences and exposure that will provide options in making rational decisions in life;
4. To expose children and youth to the world beyond their neighborhoods through activities not only in our area but in other cities and states as well;
5. To build character and social skills in children and youth to help ease the sometime turbulent transition from teen-hood into adulthood;

6. To foster a sense of self-esteem, self-discipline, responsibility, and respect for others as well as facilitate understanding of their own and other cultures;
7. To Improve academic achievement and enthusiasm for academics that is needed for long-term success and self-sufficiency;
8. To nurture the desire and enjoyment of learning;
9. To support and supplement educational programs in our local schools.

The North American Industry Classification System codes for the corporation are: **624110** – Life skills training, positive social development, drug prevention and **611691** - Tutoring.

The Corporation pledges that all its assets will be used exclusively for its exempt purposes.

NON-PROFIT NATURE:

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Learning Center, Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

DURATION:

The corporation shall have perpetual duration.

GOVERNANCE:

The Learning Center, Inc. shall be governed by its board of directors. The number of directors, and the method of selecting directors, shall be fixed by the bylaws of this corporation.

INITIAL DIRECTORS:

The initial names and addresses of these directors are as follows:

Raveeta Addison	4108 King Arthur PL, Columbus, GA 31907
Timmy Cooper	1024 Winchester CT, Opelika, AL 36804
Gary Daniel	5768 Ironstone DR, Columbus, GA 31907
Samantha D. Daniels	3715 Steam Mill RD, Columbus, GA 31906
Belva E. Dorsey	3466 Monticello DR, Columbus, GA 31906

The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

PERSONAL LIABILITY:

No officer or director of this corporation shall be personally liable for the debts or obligations of The Learning Center of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

DISSOLUTION:

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

AMENDMENTS:

The Articles of Incorporation may, from time to time, be amended at a meeting upon the vote of a majority of the Board of Directors of this Corporation in accordance with state and federal rules, codes, statutes, and laws.

IN WITNESS WHEREOF, I, Samantha Dionne Daniels, being the Incorporator and Authorizer of The Learning Center, Inc., have hereunto subscribed my name this 9th day of January, 2020 and do hereby certify that the above stated Articles constitute a complete copy of the amended Articles of Incorporation of The Learning Center, Inc. These Articles of Amendment to be filed with the Secretary of State of Georgia, as provided in O.C.G.A. § 14-2-1005.

Samantha Dionne Daniels, Incorporator

Date



Secretary of State

**OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION**

2 Martin Luther King Jr. Dr. SE
Suite 313 West Tower
Atlanta, Georgia 30334
(404) 656-2817
sos.ga.gov

Electronically Filed
Secretary of State
Filing Date: 12/7/2019 10:56:14 AM

**TRANSMITTAL INFORMATION FORM
BUSINESS AMENDMENT**

1. **The Learning Center, Inc.**

Entity Name

19153308

Entity Control No.

2. **Samantha Dionne Daniels**

Name of Person Filing Business Amendment

3715 Steam Mill Road

Address

Columbus

City

GA

State

31906

Zip Code

3. Submitted with this filing is a filing fee of \$20.00 payable to "Secretary of State". Filing fees are non-refundable.

I understand that this Transmittal Information Form is included as part of my filing, and the information on this form will be entered in the Secretary of State business entity database. I certify that the above information is true and correct to the best of my knowledge.

Samantha Dionne Daniels

Signature of Authorized Person