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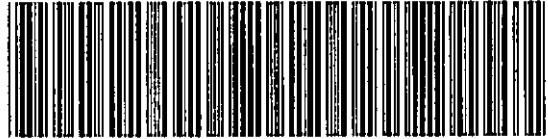
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CORPORATIONS

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September 9, 2022

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: *Pace Brantley-Hall School, Inc.*
Amendment and Fee

To Whom It May Concern:

We are attaching for filing pursuant to Fla. Stat. § 617.1002 and 617.1006 the Amendment to Articles of Incorporation of Pace Brantley – Hall School, Inc.

Our firm's check made payable to the Florida Department of State in the amount of \$35.00 is also enclosed. We would appreciate receiving a date-stamped copy of the Amended and Restated Articles of Incorporation, and/or receipt for the above document evidencing that it has been filed in the self-addressed stamped envelope. If you have questions or need further information, please do not hesitate to contact us.

Sincerely,

A handwritten signature in black ink, appearing to read 'Lydia Agyemang'. The signature is fluid and cursive, with a long horizontal stroke extending to the right.

Lydia Agyemang, Legal Administrative Assistant
For FISHER & PHILLIPS LLP

la

Enclosures

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

PACE BRANTLEY – HALL SCHOOL, INC.

This corporation was first incorporated in December 1973 as P.A.C.E. Private School, Inc. In February 2001, the name of the corporation was changed to PACE-Brantley Hall School, Inc.

Pursuant to applicable provisions of the Florida Nonprofit Corporation Act, the corporation hereby adopts the following amended and restated articles of incorporation, which have been approved by the existing members as required by Florida Statutes §§ 617.1002 and 617.1006. The number of votes cast by the members to approve these Amended and Restated Articles of Incorporation was sufficient for approval.

ARTICLE ONE
(Name)

The name of this corporation shall be changed to **Pace Brantley Preparatory School, Inc.** (the “Corporation”).

ARTICLE TWO
(Address of Principal Office and Mailing Address)

The address of the principal office and mailing address of the Corporation are as follows:

3221 Sand Lake Road
Longwood, Florida 32779.

ARTICLE THREE
(Purposes and Powers)

This Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax code, hereinafter the “Code” including, but not limited to, the making of distributions to or on behalf of organizations which qualify as exempt organizations under section 501(c)(3) of the Code.

The Corporation shall have all the rights and powers customary and proper for tax exempt not-for-profit corporations, including the powers specifically enumerated in Section 617.0301 of the Florida Nonprofit Corporation Act as amended. The Corporation shall have the

power to hold or administer property for the purposes stated in this Article Three, including the power to act as trustee.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or, (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE FOUR **(Trustees)**

The number of trustees and the process for election shall be as provided for in the Bylaws of the Corporation.

ARTICLE FIVE **(Officers)**

The Bylaws shall establish the officers of the Corporation, terms, and process for election.

ARTICLE SIX **(No Members)**

This Corporation shall have no members.

ARTICLE SEVEN **(Term of Existence)**

The Corporation shall have perpetual existence.

ARTICLE EIGHT **(Bylaws)**

The Bylaws of the Corporation shall be prepared and adopted by the board of trustees and may be amended, altered, or rescinded as set forth in the Bylaws.

ARTICLE NINE **(Limitations and Restrictions)**

The income and assets of the Corporation shall be irrevocably dedicated to its exclusive purposes. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 Three 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 political office.

The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE TEN
(Dissolution)

Upon the dissolution of the Corporation, the board of trustees shall, after paying or making provision for the payment of all the liabilities of the Corporation, shall dispose of all the assets of the Corporation exclusively to an organization or organizations organized and operated exclusively for charitable, religious, educational or scientific purposes as shall qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the board of trustees shall determine or shall be distributed to the federal government, or to a state or local government.

Any such assets not disposed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is 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.

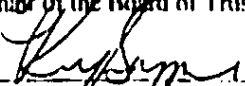
ARTICLE ELEVEN
(Amendments)

The articles of incorporation may be amended, altered, or rescinded as set forth in the bylaws.

IN WITNESS WHEREOF I have set my hand and seal, acknowledged, and I filed the foregoing articles of incorporation under the laws of the State of Florida, this 31 day of August, 2022.

Dated 08/31/2022

(Corporate Seal)

By:  —
Chair of the Board of Trustees
Attest:  —
Secretary of the Board of Trustees

Certificate Regarding Amended and Restated Articles of Incorporation

PACE – Brantley Hall School, Inc. hereby files this Certificate as required by Florida Statutes §617.1007 pertaining to its Amended and Restated Articles of Incorporation.

1. PACE – Brantley Hall School, Inc. filed its original Articles of Incorporation in 1973 under the name of P.A.C.E. Private School, Inc. under document number 73-8856. The original articles established rights of members and established that the Articles of Incorporation could be amended by a 2/3 vote of the members present at a regular or special meeting called for that purpose.

2. The name of the school was changed to Pace-Brantley Hall School, Inc. by an amendment adopted by the members on February 12, 2001.

3. The 1973 Articles of Incorporation of the corporation authorize the members of the corporation to Amend and Restate its Articles of Incorporation. This amendment and restatement is made pursuant to said authorization.

4. After appropriate notice pursuant to Florida Statutes § 617.1002, on August 16, 2022, at a specially called meeting for that purpose, a requisite number of members of the corporation adopted the attached Amended and Restated Articles of Incorporation in its entirety. The following three amendments are key amendments:

ARTICLE I **(Name)**

The name of this corporation shall be changed to
Pace Brantley Preparatory School, Inc. (the “Corporation”).

ARTICLE SIX **(No Members)**

This Corporation shall have no members.

ARTICLE ELEVEN **(Amendments)**

The articles of incorporation may be amended, altered, or rescinded
as set forth in the bylaws.

5. Pursuant to Florida Statutes, the Amended and Restated Articles of Incorporation shall take effect as of the date of membership approval.

IN WITNESS WHERE, I have set my hand and seal this 31 day of August, 2022.

PACE – Brantley Hall School, Inc.

By: Jill Drafts

Name: Jill Drafts

Title: Chair of the Board of Trustees

Attest:

By: [Signature]

Name:

Title: Secretary of the Board of Trustees

[Signature]

Secretary