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NO. 646

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MIAMI COUNTRY DAY SCHOOL, INC.

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April 23, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

MIAMI COUNTRY DAY SCHOOL, INC.
P.O. BOX 380608
MIAMI, FL 33238US

SUBJECT: MIAMI COUNTRY DAY SCHOOL, INC.
REF: 744085

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DIVISION OF CORPORATIONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
March 15, 2007

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MIAMI COUNTRY DAY SCHOOL, INC.

The original articles of incorporation of this corporation, MIAMI COUNTRY DAY SCHOOL, INC. (the "corporation"), were filed with the Department of State, State of Florida, on August 31, 1978. The Miami Shores Presbyterian Church has relinquished its sole member status in Miami Country Day School, Inc. and has agreed to a reduction of the number of members of Miami Shores Presbyterian Church required to serve on the board of trustees of Miami Country Day School, Inc. Accordingly the undersigned President of the corporation has duly executed these amended and restated articles of incorporation in accordance with Florida Statutes §617.01201 to be filed in accordance with Florida Statutes §617.1007. On March 15 2007 the board of trustees of the corporation adopted a resolution setting forth the amendments to the articles of incorporation of the corporation set forth in these amended and restated articles of incorporation. Said amendments were adopted by the unanimous affirmative vote of the persons specified in Article XII of the articles of incorporation of the corporation at meetings duly convened of such persons on March 15, 2007. The number of votes cast by said persons for these amendments was sufficient for approval. The articles of incorporation of the corporation are hereby amended and restated in their entirety to read as follows:

ARTICLE I

The name of this corporation is:

MIAMI COUNTRY DAY SCHOOL, INC.

ARTICLE II

The mailing address of the corporation, and the street address of its principal office, is 601 N.E. 107 Street, Miami, Florida 33138.

ARTICLE III

The corporation may engage in any activity permitted under the laws of the United States and the State of Florida for the following purposes:

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- (a) To solicit and receive grants and contributions;
- (b) To provide programs of academic, spiritual, moral, artistic and physical education and training to children.
- (c) To provide credited and non-credited academic, spiritual, moral, artistic, and physical education and training to children during the summer and weekends.
- (d) To provide credited and non-credited programs of academic, spiritual, moral, artistic, and physical education and training to adults.
- (e) For such other educational, charitable and philanthropic purposes, not for profit as may be permitted.

The corporation has a racially nondiscriminatory policy as to admissions of students and therefore does not discriminate against applicants and students on the basis of race, color, sexual orientation, and natural or ethnic origin.

ARTICLE IV

The corporation shall not issue capital stock and shall not have members entitled to vote. The corporation may have one or more classes of nonvoting members, including Honorary Trustees and others, established from time to time by resolution of the board of trustees with only such designations and rights (but not voting rights) as may be established by such resolutions. Each such membership shall be nontransferable.

ARTICLE V

Management of the activities of the corporation shall be vested in a board of trustees. Additional and future trustees shall be elected by the board of trustees, and, except as provided in this Article, all matters concerning such trustees, including their qualifications, number, method of election, removal, quorum, voting, meetings and notice thereof, shall be set forth in the bylaws of the corporation.

There shall be a minimum of four (4) and a maximum of thirty-five (35) trustees. The term of office of each trustee shall be three years and until his/her successor is elected and qualified. In order that the terms be staggered, and in order to satisfy the following sentence over time through attrition, the terms of the trustees serving upon the adoption of this amended Article shall not be changed by this amendment.

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Ten percent (10%) of the total number of trustees shall be members of the congregation of the Miami Shores Presbyterian Church (the "MSPC"). Subject to the foregoing, if a vacancy occurs on the board of trustees by reason of death, removal, resignation or otherwise, a successor trustee shall be elected or appointed in the same manner in which the trustee creating the vacancy was elected or appointed, meeting the same requirements, to fulfill the unexpired term of his predecessor in office.

ARTICLE VI

The street address of the registered office of this corporation is 501 Brickell Key Drive, Suite 504, Miami, Florida 33131, and the name of the corporation's registered agent at said address is Osmond C. Howe, Jr.

ARTICLE VII

No part of the net earnings or assets of the corporation shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers, or other private persons, except that the corporation is 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 III 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 any candidate for public office. Regardless of any other provision of these articles of incorporation to the contrary, the corporation shall not operate for any purpose or carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under §501(c)(3), Internal Revenue Code of 1986 (or the corresponding provision of any future U.S. Internal Revenue law), or (b) by a corporation contributions to which are deductible under §170(c)(2), Internal Revenue Code of 1986 (or the corresponding provision of any future U.S. Internal Revenue law).

ARTICLE VIII

This corporation shall have all powers granted to corporations not for profit under the laws of the State of Florida, except that it shall have no powers inconsistent with the express terms and provision of these articles of incorporation, and the corporation shall neither have nor exercise powers, nor operate for any purposes, which would prevent it from qualifying as an exempt organization under §§170(c)(2) and 501(c)(3), Internal Revenue Code of 1986 (or corresponding provisions of any future U.S. Internal Revenue law).

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ARTICLE IX

In the event that this corporation is completely liquidated or dissolved, the trustees, after paying or making provision for the payment of corporate liabilities, shall distribute all corporate assets to the Miami Shores Presbyterian Church provided that at the time of distribution the church is an organization described in §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future U.S. Internal Revenue law). Any such assets of the corporation not so disposed of shall be disposed of by the trustees exclusively for such charitable, educational, religious or scientific purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986 as the trustees shall determine, and any such assets not so disposed of by the trustees shall be disposed of exclusively for such purposes by the court having jurisdiction of the person and subject matter of the corporation.

ARTICLE X

The board of trustees shall elect the following officers: a Chairman of the Board, a President, Secretary, and Treasurer, and such other officers as may be necessary. All officers will be elected on an annual basis by the board of trustees of the corporation.

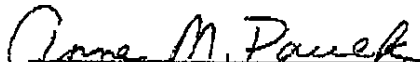
ARTICLE XI

The board of trustees of the corporation may provide such by-laws for the conduct of the corporation's business and the carrying out of its purposes as they deem necessary or desirable from time to time. Such by-laws shall not be inconsistent with any provision of these articles of incorporation.

ARTICLE XII

The first sentence of the third paragraph of Article V and the first sentence of Article IX of these articles of incorporation, and this Article as it pertains to such sentences, may be amended pursuant to the affirmative vote of seventy-five percent or more of the Elders comprising the entire session of the MSPC and the majority or greater vote of the trustees then in office, otherwise these articles of incorporation may be amended pursuant to the affirmative vote of a majority or more of the trustees then in office, and these articles of incorporation may not be amended in any other manner or pursuant to any other procedure regardless of any provisions of law, now in existence or hereafter enacted, to the contrary.

IN WITNESS WHEREOF, the undersigned President of the corporation has executed and acknowledged these amended and restated articles of incorporation this 29 day of March, 2007.


Anne M. Paulk, President

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ACCEPTANCE OF REGISTERED AGENT

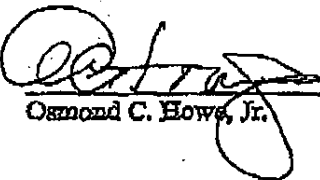
In compliance with Section 617.0501 of the Florida Not For Profit Corporation Act, the following is submitted in compliance with said statute:

That Miami Country Day School, Inc., has named Osmond C. Howe, Jr., whose address is 501 Brickell Key Drive, Suite 504, Miami, Florida 33131, as its registered agent to accept service of process within Florida.

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above-stated corporation at the place designated in this certificate, I hereby state that I am familiar with, and accept, the obligations of that position.

Dated this 18th day of April, 2007.


Osmond C. Howe, Jr.