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ART.

7-18-13 DC



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 729892 131879A

AUTHORIZATION :

[Handwritten Signature]

COST LIMIT : \$ 35.00

ORDER DATE : July 18, 2013

ORDER TIME : 9:33 AM

ORDER NO. : 729892-005

CUSTOMER NO: 131879A

DOMESTIC AMENDMENT FILING

NAME: SOMERSET VIRTUAL ACADEMY, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap -- EXT# 52951

EXAMINER'S INITIALS: _____

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SOMERSET VIRTUAL ACADEMY, INC.

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Not-For-Profit Corporation Act, the corporation hereinafter named (the "Corporation"), does hereby amend and restate its Articles of Incorporation.

1. The name of the corporation is Somerset Virtual Academy, Inc.
2. The text of the Amended and Restated Articles of Incorporation of the Corporation is annexed hereto and made a part hereof.

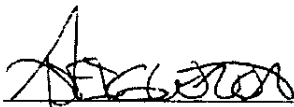
CERTIFICATE

It is hereby certified that:

1. The date of adoption of the aforesaid amendments and restatement was **JULY 1, 2013.**
2. This amendment and restatement of the Articles of Incorporation does not require member approval and has been duly approved by the Board of Directors.

Executed on **July 1, 2013**

SOMERSET VIRTUAL ACADEMY, INC.

By: 
Andreina Figueroa, President

FILED
13 JUL 18 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SOMERSET VIRTUAL ACADEMY, INC.
A Florida Not For Profit Corporation**

I, the undersigned President, for the purpose of amending and restating the Articles of Incorporation for Somerset Virtual Academy, Inc. (the "Corporation"), a corporation under Sections 617.1001, 617.1002, and 617.1007 of the Florida Not For Profit Corporation Act (the "Act"), do hereby execute the following Amended and Restated Articles of Incorporation, and certify as follows:

ARTICLE I NAME

The name of the corporation shall be: SOMERSET VIRTUAL ACADEMY, INC., and is organized pursuant to Florida Nonprofit Corporation Code.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be:

6340 Sunset Drive
MIAMI, FLORIDA 33143

ARTICLE III PURPOSES

1. The Corporation is not-for-profit and is organized and shall be operated exclusively for educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue Law (the "Code"), including specifically the organization and operation of charter schools.

2. The Corporation admits students of any race, color, national, and ethnic origin to all rights, privileges, programs, and activities generally accorded or made available to students at the school. It does not discriminate on the basis of race, color, national and ethnic origin in administration of its educational policies, admissions policies, scholarship, and loan programs, and athletic and other school-administered programs.

3. No part of the earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or to any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no director or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

4. The Corporation shall not participate, directly or indirectly, 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. The Corporation shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in Treasury Regulations.

5. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code.

6. Upon the dissolution of the Corporation, the Board of Directors will, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively to the Member, hereinafter defined, provided that at the time of such distribution the Member is a not for profit corporation or trust described in Section 509(a)(1) or 509(a)(2) of the Code (an "Eligible Distributee"). In the event the Member is not an Eligible Distributee, upon the dissolution of the Corporation, the Board of Directors will, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively to not for profit corporations or trusts described in Section 509(a)(1) or 509(a)(2) of the Code which are organized and operated to support education in Miami-Dade County, Florida, including specifically the support and operation of charter schools.

ARTICLE IV **ELECTION OF DIRECTORS**

The manner in which the directors are elected or appointed shall be as provided in the Bylaws.

ARTICLE V **INITIAL DIRECTORS**

The Initial Directors of the Corporation shall be as follows:

Andreina Figueroa	Roberto Blanch	Luis Fuste
6340 Sunset Drive	6340 Sunset Drive	6340 Sunset Drive
Miami, FL 33143	Miami, FL 33143	Miami, FL 33143

ARTICLE VI **MEMBERSHIP**

The Corporation's sole member shall be Somerset Academy, Inc., a Florida not-for-profit corporation, (the "Member"). The Member shall have such rights as shall be set forth in the Bylaws of the Corporation.

ARTICLE VII **AMENDMENTS**

These Amended and Restated Articles of Incorporation may be further amended by the act of the Board of Directors of the Corporation. Amendments may be proposed and adopted in the manner provided in the Bylaws of the Corporation.

ARTICLE VII REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent are:

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE FL 32301-2525 US

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Amended and Restated Articles of Incorporation this 1st day of July, 2013.

By: 
Andreina Figueroa, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for SOMERSET VIRTUAL ACADEMY, INC. (the "Corporation"), a Florida not-for-profit corporation, at the place designated in the foregoing Amended and Restated Articles of Incorporation, CORPORATION SERVICE COMPANY hereby accepts the appointment as registered agent and agrees to act in this capacity. CORPORATION SERVICE COMPANY further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and CORPORATION SERVICE COMPANY is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 617, Florida Statutes.

REGISTERED AGENT:

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE FL 32301-2525 US

By: 

Name: Carina L. Dunlap
Title: Asst. Vice President