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05 AUG 31 PM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
8-29-05

C. 2.9-1

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: ADVANTAGE ACADEMY OF MIAMI, INC.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Michael G. Strader
Name (Printed or typed)

10320 NW 6th Street
Address

Coral Springs, FL 33071
City, State & Zip

954-461-6466
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
ADVANTAGE ACADEMY OF MIAMI, INC.

05 AUG 31 AM 10:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation not-for-profit under Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation.

Article I

Name

The name of this corporation is **ADVANTAGE ACADEMY OF MIAMI, Inc.**

EFFECTIVE DATE
8-29-05

Article II

Purposes

The general nature of the objectives and purposes of this corporation shall be:

- a) This corporation is organized and shall be operated exclusively as a corporation not-for-profit and for charitable purposes under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued there under, or the corresponding provisions of any future United States Internal Revenue Law (the "Code").
- b) The property of this corporation is irrevocably dedicated to the management, operation, guidance, direction and promotion of Advantage Academy Charter Schools, and the education of students.

Article III

Powers

The Corporation shall have the general power to do all lawful acts, as conferred upon corporations not-for-profit by Section 617.0302, Florida Statutes, including all those things necessary or expedient in the prosecution of the corporation's purposes, which are necessary and desirable to carry out the purposes and responsibilities of the corporation.

Notwithstanding the generality of the foregoing, the powers of the corporation shall be subject to the following limitations and restrictions:

- a) The corporation shall have no power to do any act inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code;
- b) No part of the income, profit or assets of the corporation shall inure to the benefit of, or be distributable to, directly or indirectly, its members, directors, officers, or other private persons: provided however, 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 III of these Articles; and
- c) 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.

Article IV

Officers

- a) The offices of the corporation shall be a Chairman, a Treasurer and a Secretary, and such other officers as may be provided in the Bylaws.
- b) The Officers shall be elected by a majority vote of the Board of Trustees at its first organizational meeting and thereafter at its annual meeting.

Article V

Board of Trustees

- a) All corporate powers shall be exercised under the authority of, and the affairs of this corporation shall be managed under the direction of, the Board of Trustees, except as otherwise provided by law or in these Articles or the Bylaws of the Corporation.
- b) The corporation shall have three (3) trustees initially. The number of Trustees may be increased or decreased from time to time according to the bylaws, but shall never be less than three (3).
- c) Each member of the Board of Trustees shall serve an initial term of one (1) year unless stated differently in the Corporate Bylaws. The Initial trustees of the Corporation are:

Estelle H. Strader: 10320 NW 6th Street; Coral Springs, FL 33071

Donald A. Clark: 675 SE 29th Drive; Homestead, FL 33033

Ana Lleonart-Rodriguez: 520 SW 106th Avenue; Miami, FL 33165

- d) Trustees shall be elected pursuant to the provisions of the Corporation's By-Laws.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 10320 NW 6th Street; Coral Springs, Florida 33071, and the name of the initial registered agent of this corporation at that address is Michael G. Strader.

Article VII

Effective Date of Corporation

The Effective Date of this Corporation shall be August 29, 2005.

Article VIII

Incorporator/Subscriber

The name and address of the subscriber to these Articles is:

NAME

ADDRESS

Michael G. Strader

10320 NW 6th Street

Coral Springs, FL 33071

Article IX

Duration

This corporation shall exist perpetually.

Article X

By-Laws

- a) The Board of Trustees, by majority vote, may provide such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as they may deem necessary from time to time, including, but not limited to, provisions for the quorum and voting requirements for meetings and activities of the Board of Trustees; provided, however, that such Bylaws shall not conflict with any of the provisions of these Articles of Incorporation.
- b) Upon proper notice, the Bylaws may be amended, altered or rescinded by the majority vote of the members of the Board of Trustees who are present at any regular meeting, or any special meeting for this purpose.

Article XI

Amendments

These Articles of Incorporation may be amended, altered, changed or repealed solely by a majority vote of the Board of Trustees.

Article XII

Corporate Liquidation and Dissolution

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation. In the event of the dissolution of the corporation, the Board of Trustees ("Board") shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the remaining assets of the corporation, exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at

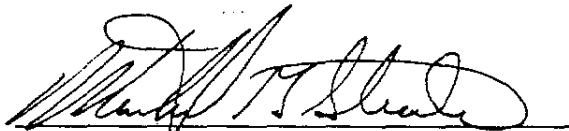
the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of future United States internal Revenue Law), as the Board shall determine. Any of such assets not so disposed of shall be disposed of by the Court having proper jurisdiction in the County in which the principal office of the organization 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.

Article XIII

Indemnification

The corporation shall indemnify officers, trustees, employees, and agents to the full extent permitted by the Florida Not-For-Profit Corporation Act, provided, however that no such indemnification shall be permitted if such indemnification would violate the purposes of the corporation as specified in Article II herein or would be inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code.

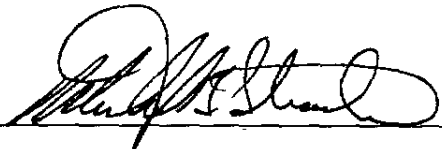
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27th day of August, 2005.


Michael G. Strader

CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

ADVANTAGE ACADEMY OF MIAMI, INC. desiring to organize or qualify as a Corporation Not for Profit under the laws of the State of Florida, with its initial ^{PRINCIPAL} offices at 10320 NW 6th Street; Coral Springs, FL 33071, has named Michael G. Strader located at 10320 NW 6th Street; Coral Springs, FL 33071, as its registered agent to accept service of process for the Corporation within the State of Florida.



Michael G. Strader, Incorporator

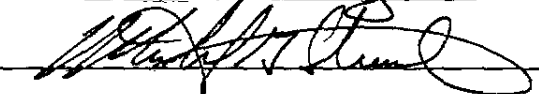
8/27/05

Date

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept the responsibility to act in this capacity, and agree to comply with the provisions of Florida Statutes relative to keeping open said office and further accept the duties and obligations of Section 617.0503, Florida Statutes.

Dated this 27 day of August, 2005.

By: 

Michael G. Strader, Registered Agent

FILED
05 AUG 31 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA