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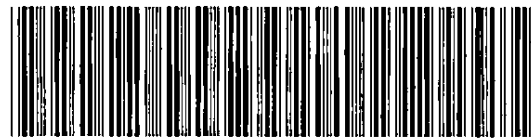
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Advantage Academy of Hillsborough, Inc.
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Michael Strader

(Contact Person)

Charter School Associates, Inc.

(Firm/Company)

5471 N. University DR

(Address)

Coral Springs, FL 33067

(City/State and Zip Code)

For further information concerning this matter, please call:

Michael Strader

(Name of Contact Person)

At (954)

414-5767

(Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

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

17 AUG 20 1:07
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
INDEPENDENCE ACADEMY SCHOOLS, INC
INTO
ADVANTAGE ACADEMY OF HILLSBOROUGH, INC.**

ADVANTAGE ACADEMY OF HILLSBOROUGH, INC.
INDEPENDENCE ACADEMY SCHOOLS, INC.
MAY 1 2017

1. INDEPENDENCE ACADEMY SCHOOLS, INC. (Document Number N06000007297) a Florida not-for-profit corporation, and ADVANTAGE ACADEMY OF HILLSBOROUGH, INC. (Document Number N08000001672) a Florida not-for-profit corporation, a Florida not-for-profit corporation, are parties to a merger, with ADVANTAGE ACADEMY OF HILLSBOROUGH, INC., being the Surviving Corporation.

2. A true and complete copy of the Plan of Merger is attached hereto as Exhibit "A."

3. No change in the Articles of Incorporation of ADVANTAGE ACADEMY OF HILLSBOROUGH, INC., being the Surviving Company, shall be effected by the merger.

4. The merger shall be effective beginning at 12:01 a.m., July 1, 2017(referred to in the Plan of Merger as the "Effective Time").

5. The adoption and approval of the Plan of Merger by the vote of the Board of Trustees and the Members of each of INDEPENDENCE ACADEMY SCHOOLS, INC., and ADVANTAGE ACADEMY OF HILLSBOROUGH, INC., occurred at the duly noticed and attended meetings on the following dates:

<u>Name of Corporation</u>	<u>Date</u>
ADVANTAGE ACADEMY OF HILLSBOROUGH, INC.	March 30, 2017
INDEPENDENCE ACADEMY SCHOOLS, INC.	March 30, 2017

6. The Members of each of INDEPENDENCE ACADEMY SCHOOLS, INC., and ADVANTAGE ACADEMY OF HILLSBOROUGH, INC., are limited to the members of the Board of Trustees. The vote of approval of the Plan of Merger by the Board of Trustees and the Members of ADVANTAGE ACADEMY OF HILLSBOROUGH, INC. and THE INDEPENDENCE ACADEMY SCHOOLS, INC., were as follows:

<u>Name of Corporation</u>	<u>Vote For</u>	<u>Vote Against</u>
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ADVANTAGE ACADEMY OF HILLSBOROUGH, INC. 3 0

INDEPENDENCE ACADEMY SCHOOLS, INC. 3 0

7. The merger provided for herein is permitted under the laws of the State of Florida and has been authorized in compliance with said laws and the Bylaws of the Corporations being merged.

IN WITNESS WHEREOF, INDEPENDENCE ACADEMY SCHOOLS, INC. has caused these Articles of Merger to be executed by its undersigned officer duly authorized, this 11 day of June, 2017.

INDEPENDENCE ACADEMY SCHOOLS, INC.,
a Florida not-for-profit corporation

By: Charles Harris
Charles Harris- Chairman

IN WITNESS WHEREOF, ADVANTAGE ACADEMY OF HILLSBOROUGH, INC. has caused these Articles of Merger to be executed by its undersigned officer duly authorized this 11 day of June, 2017.

ADVANTAGE ACADEMY OF HILLSBOROUGH, INC.
a Florida not-for-profit corporation

By: Patricia Rogers
Patricia Rogers- Board Chair

PLAN OF MERGER

I. Corporations Proposing to Merge and the Surviving Corporation.

(a) The Corporations proposing to merge are ADVANTAGE ACADEMY OF HILLSBOROUGH, INC. (ADVANTAGE) a Florida not-for-profit corporation, and INDEPENDENCE ACADEMY SCHOOLS, INC. (INDEPENDENCE), a Florida not-for-profit corporation (sometimes, collectively referred to herein as the "Corporations," and separately "Corporation").

(b) As of the Effective Time of the merger as specified in the Articles of Merger (referred to herein as the "Effective Time"), INDEPENDENCE ACADEMY SCHOOLS, INC. shall be merged into ADVANTAGE ACADEMY OF HILLSBOROUGH, INC. in accordance with the applicable laws of the State of Florida and the terms and provisions of this Plan of Merger. ADVANTAGE ACADEMY OF HILLSBOROUGH, INC. shall be the surviving corporation (referred to herein as the "Surviving Corporation").

(c) ADVANTAGE ACADEMY OF HILLSBOROUGH, INC., is a Florida not-for-profit corporation organized and existing under Chapter 617, Florida Statutes.

(d) INDEPENDENCE ACADEMY SCHOOLS, INC. is a Florida not-for-profit corporation organized and existing under Chapter 617, Florida Statutes.

II. Terms and Conditions of the Proposed Merger.

(a) The corporate identity, existence, purposes, powers, rights, privileges, immunities and franchises of a public as well as of a private nature of ADVANTAGE ACADEMY OF HILLSBOROUGH, INC., shall continue unaffected and unimpaired by the merger.

(b) As of the Effective Time, the separate existence of INDEPENDENCE ACADEMY SCHOOLS, INC. shall cease (except to the extent continued by law), and all of the

properties (both real and personal), rights, powers, privileges, immunities and franchises, of whatever nature and description, of a public as well as of a private nature, of INDEPENDENCE ACADEMY SCHOOLS, INC., shall be transferred to, vest in and evolve upon ADVANTAGE ACADEMY OF HILLSBOROUGH, INC., as the Surviving Corporation, without further act or deed.

(c) From and after the Effective Time, ADVANTAGE ACADEMY OF HILLSBOROUGH, INC., as the Surviving Corporation, shall be responsible and liable for all of the debts, liabilities and obligations of INDEPENDENCE ACADEMY SCHOOLS, INC., to the extent required by law; and any claim existing and any action or proceeding pending by or against INDEPENDENCE ACADEMY SCHOOLS, INC., may be prosecuted as if the merger had not taken place or, alternatively, ADVANTAGE ACADEMY OF HILLSBOROUGH, INC., as the Surviving Corporation, may be substituted in the place of INDEPENDENCE ACADEMY SCHOOLS, INC.

(d) If, at any time, ADVANTAGE ACADEMY OF HILLSBOROUGH, INC., as the Surviving Corporation, shall consider or be advised that any further actions are necessary or desirable to vest, protect or confirm, of record or otherwise, in ADVANTAGE ACADEMY OF HILLSBOROUGH, INC., as the Surviving Corporation, the title to any properties (both real and personal), powers, rights, privileges, immunities or franchises of INDEPENDENCE ACADEMY SCHOOLS, INC. acquired by reason of the merger, or otherwise to carry out the provisions hereof, the last acting officers of INDEPENDENCE ACADEMY SCHOOLS, INC., or alternatively, the corresponding officers of ADVANTAGE ACADEMY OF HILLSBOROUGH, INC., as the Surviving Corporation, shall execute and deliver such confirmatory conveyance documents and like instruments, and shall take all such other actions,

as shall be deemed necessary or desirable to vest, perfect or confirm title to all of such properties (both real and personal), powers, rights, privileges, immunities and franchises of INDEPENDENCE ACADEMY SCHOOLS, INC., in ADVANTAGE ACADEMY OF HILLSBOROUGH, INC., as the Surviving Corporation, and otherwise to carry out the intent hereof.

III. Manner and Basis of Converting the Members of the Merging Corporations into the Members of the Surviving Corporation.

(a) The Members of each of ADVANTAGE ACADEMY OF HILLSBOROUGH, INC., and INDEPENDENCE ACADEMY SCHOOLS, INC. are limited to each Corporation's Board of Trustees and the Board of Trustees of each Corporation are now the same. Consequently, all of the Members of each of ADVANTAGE ACADEMY OF HILLSBOROUGH, INC., and INDEPENDENCE ACADEMY SCHOOLS, INC. are the same.

(b) As of the Effective Time, there will be no change in the Members, cancellation of Members or transfer of Members on the Merger of INDEPENDENCE ACADEMY SCHOOLS, INC. into ADVANTAGE ACADEMY OF HILLSBOROUGH, INC., as a Surviving Corporation. Rather, the Members of ADVANTAGE ACADEMY OF HILLSBOROUGH, INC., shall remain all of the Members of ADVANTAGE ACADEMY OF HILLSBOROUGH, INC., as a Surviving Corporation, after the merger, which are all of the present Members of all of the Corporations being merged.

IV. Articles of Incorporation, Bylaws, Officers and Trustees of the Surviving Corporation.

(a) The Articles of Incorporation of ADVANTAGE ACADEMY OF HILLSBOROUGH, INC., being the Surviving Corporation, constitute the Articles of

Incorporation of the Surviving Corporation, unless and until thereafter amended in accordance with the provisions thereof.

(b) On and after the Effective Time, the Bylaws of ADVANTAGE ACADEMY OF HILLSBOROUGH, INC., as amended immediately before the merger as the First Amended and Restated Bylaws of ADVANTAGE ACADEMY OF HILLSBOROUGH, INC., shall be the Bylaws of the Surviving Corporation unless and until such Bylaws shall be altered, amended or repealed, or until new Bylaws shall be adopted, in accordance with the provisions of such Bylaws.

(c) As of the Effective Time, each current Officer and Trustee of ADVANTAGE ACADEMY OF HILLSBOROUGH, INC., shall serve as the Officers and Trustees of the Surviving Corporation and shall serve as such until their respective successors are duly elected and have qualified.

V. Other Provisions.

(a) This Plan of Merger may be abandoned by the mutual consent of each of the Boards of Trustees of ADVANTAGE ACADEMY OF HILLSBOROUGH, INC., and INDEPENDENCE ACADEMY SCHOOLS, INC., at any time before the Effective Time.

(b) The purpose of the statutory merger contemplated in this Plan of Merger is to accomplish a merger of INDEPENDENCE ACADEMY SCHOOLS, INC into ADVANTAGE ACADEMY OF HILLSBOROUGH, INC., as the Surviving Corporation, pursuant to the applicable provisions of Chapter 607 and 617, Florida Statutes, as amended.