

No 9000008982

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PIVOT EDUCATION, INC.**

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In accordance with Section 617.1007 of the Florida Not For Profit Corporation Act, these Amended and Restated Articles of Incorporation of Pivot Education, Inc., a Florida not for profit corporation (the "Corporation") amend and restate the Corporation's articles of incorporation.

ARTICLE I
Name and Address

The name of the Corporation is: Pivot Education, Inc. The principal office and mailing address of the Corporation are: 3627A West Waters Avenue, Tampa, Florida 33614.

ARTICLE II
Purposes

The Corporation is organized and shall be operated exclusively for charitable, scientific, and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code including, without limitation, the ownership and operation of charter schools.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects.

All of the assets or earnings shall be used exclusively for the purposes set forth in this Article above including, without limitation, payment of expenses incidental thereto.

No part of the Corporation's profits or net earnings shall inure to the benefit of its directors, officers, members, or to the benefit of any private individual.

ARTICLE III
Members

The qualifications of members and the manner of admission of members shall be as specified in the bylaws of the Corporation.

ARTICLE IV
Registered Office and Agent

The street address of the registered office of the Corporation is 100 South Ashley Drive, Suite 400, Tampa, Florida 33602, and the name of its initial registered agent at such address is CFRA, LLC.

ARTICLE V
Directors

The number of directors may be increased or decreased from time to time and their election and appointment shall be as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least three directors.

ARTICLE VI
Amendment

These articles of incorporation may be amended in the manner provided by law.

ARTICLE VII
Dissolution

Upon a dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusive public purpose. To the extent that the laws of the State of Florida pertaining to charter schools, as such laws may be amended from time to time (the "Charter School Laws") require distribution to an organization or organizations or government described in the immediately preceding sentence, such distribution shall be made in accordance with the Charter School Laws.

ARTICLE VIII
Limitations

Section 1. Legislative Activity. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation.

Section 2. Political Campaigns. The Corporation shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of or in opposition to any candidate for public office.

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Dated this 19th day of March, 2015.

Pivot Education, Inc.

By: [Signature]
Name: Christopher J. Carol, Ph.D.
Title: Board Member

CERTIFICATE

Pursuant to Section 617.1007(3) of the Florida Statutes, the undersigned certifies that these Amended and Restated Articles of Incorporation of Pivot Education, Inc. were approved by the board of directors of the Corporation on the 19th day of MARCH 2015. The Corporation has no members.

Dated this 19th day of March, 2015.

Pivot Education, Inc.

By: [Signature]
Name: Christopher J. Carol, Ph.D.
Title: Board Member

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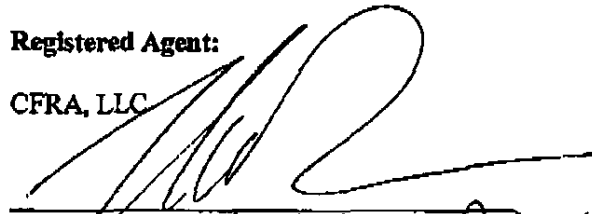
ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 24th day of March 2015.

Registered Agent:

CFRA, LLC



Name:

NATHAN WILL DOOLIN

Title:

Authorized REPRESENTATIVE