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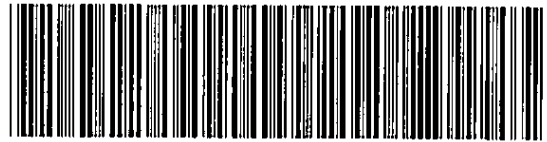
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Amended  
Restated  
cc/US

JUL 08 2019

I ALBRITTON



fisherphillips.com

May 29, 2019

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

RE: *Pine Crest Preparatory School, Inc.*  
*Articles and Fee*

To Whom It May Concern:

We are attaching for filing pursuant to Fla. Stat. §§ 617.1007 and 617.01201 the Articles of Restatement for Pine Crest Preparatory School, Inc., with the Amended and Restated Articles of Incorporation attached.

Our firm's check made payable to the Florida Department of State in the amount of \$105.00 is also enclosed. We would appreciate receiving a Certificate of Status and Certified Copy of the above documents evidencing that they have been filed. If you have questions or need further information, please do not hesitate to contact us.

Sincerely,

A handwritten signature in black ink that reads "DIONE L. OGDEN".

Dione L. Ogden, Paralegal  
For FISHER & PHILLIPS LLP

dlo

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
PINE CREST PREPARATORY SCHOOL, INC.**

Pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, the original Articles of Incorporation of Pine Crest Preparatory School, Inc., a Florida not for profit corporation (the "Corporation"), duly organized to do business under the laws of the State of Florida, were filed with the Department of State of the State of Florida on September 28, 1989. The Articles of Incorporation are hereby amended and restated in their entirety as follows:

**ARTICLE I  
NAME**

The name of this Corporation is Pine Crest Preparatory School, Inc., a Florida not-for-profit corporation pursuant to Chapter 617 of the Florida Statutes.

**ARTICLE II  
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of this Corporation are as follows:

1501 NE 62<sup>nd</sup> Street

Fort Lauderdale, Broward County, Florida 33334

The Corporation may select other places of business as may be necessary or convenient to conduct its affairs.

**ARTICLE III  
MISSION AND PURPOSE**

**Section 1:** The Corporation is organized and shall be operated exclusively to carry out the following educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or as hereafter amended:

(a) To own and operate pre-primary, elementary and secondary educational institutions.

(b) To accept, hold, administer, invest and disburse for educational and charitable purposes such funds or property as may from time to time be given to it by any person, persons, or corporations, or earned by it in its activities.

(c) To own, manage, operate, lease or take any action in connection with such educational facilities and to acquire (through purchase, joint venture, equity ownership, lease or otherwise) and develop property, both real and personal, in connection with providing educational services.

(d) To carry on educational and charitable activities in and around the community;

(e) To participate in any activity designed and implemented to promote education in the communities served by the Corporation; and

(f) To carry on such other activities in furtherance of and support of the foregoing purposes as are lawful and proper for corporations formed under the Florida Not for Profit Corporation Act and Section 501(c)(3) of the Code.

**Section 2.** The determination of acts or omissions, which are of direct or indirect benefit to the mission and purpose of the Corporation, shall be at the sole discretion of the Board of Trustees.

#### **ARTICLE IV** **MEMBERS**

Effective as of the date of the approval of these Amended and Restated Articles of Incorporation, this Corporation shall no longer have any Members.

#### **ARTICLE V** **BOARD OF TRUSTEES**

The management of the affairs of the Corporation shall be vested in a Board of Trustees (formerly referred to as a Board of Directors). The number of Trustees may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than fifteen (15) or more than twenty-four (24). The election of Trustees and their terms of office shall be determined according to the Bylaws of the Corporation.

#### **ARTICLE VI** **OFFICERS**

**Section 1:** The officers of the Corporation shall include a President, Vice Presidents, a Treasurer, a Secretary and other officers as designated in the Bylaws. Any person may hold two offices, except the person who is President who may hold no other office. No officer shall be a Trustee.

**Section 2.** The officers shall have such powers and responsibilities and shall be elected, removed and hold office as provided in the Bylaws.

**ARTICLE VII**  
**BYLAWS**

The Bylaws of the Corporation shall be as established by the Trustees. The Board shall have the power to alter, amend or repeal the Bylaws from time to time in force and adopt new Bylaws.

**ARTICLE VIII**  
**LIMITATIONS ON ACTIVITIES**

**Section 1.** No substantial part of the activities of the Corporation consists of carrying on propaganda, or otherwise attempting to influence legislation. 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. No part of the assets of the Corporation shall inure to the benefit of or be distributable to any organization whose income or net earnings or any part thereof inure to the benefit of any private individual or to any organization if a substantial part of its activities consists of carrying on propaganda or otherwise attempting to influence legislation.

**Section 2.** Notwithstanding any other provision of these Articles, the Corporation will not engage in any activities not permitted by (a) a corporation exempt from Federal income tax under Section 501 (c) (3) of the Code or the corresponding provision of any future United States Internal Revenue law, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Code, or the corresponding provision of any future United States Internal Revenue law.

**ARTICLE IX**  
**REGISTERED AGENT AND STREET ADDRESS**

The Registered Office of the Corporation shall be located at 1501 NE 62nd Street, Fort Lauderdale, Florida 33334. The Registered Agent is Dana Markham. The Registered Agent's address is 1501 NE 62<sup>nd</sup> Street, Fort Lauderdale, Florida 33334. Any changes to the Registered Agent shall be as recorded on the Corporation's Annual Report filed with the Secretary of State.

**ARTICLE X**  
**DISSOLUTION**

**Section 1.** The corporate existence of Pine Crest Preparatory School, Inc. under Department of State of Florida charter number 219535 commenced January 26, 1959, and its existence under Chapter 617 Florida Statutes shall be perpetual unless sooner dissolved according to law. Any action taken to dissolve his corporation shall be conditioned upon the approval of a three-fourths vote of the entire Board of Trustees at a specially called meeting, provided however that all claims of creditors have been satisfied prior thereto.

**Section 2.** Upon the dissolution of the Corporation, the last Board of Trustees of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all residual assets to an organization or organizations organized for educational purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Sections 501 (c) (3) and 170 (c) (2) of the Code.

**Section 3.** Any assets not so distributed shall be distributed by a court of competent jurisdiction exclusively for the aforementioned purposes, or to such organization or organizations organized and operated exclusively for educational purposes.

**Section 4.** No part of the assets of the Corporation shall inure to the benefit of or be distributable to any organization whose income or net earnings or any part thereof inure to the benefit of any private shareholder or other individual or to any organization if a substantial part of its activities consists of carrying on propaganda or otherwise attempting to influence legislation.

## **ARTICLE XI**

### **AMENDMENT OF ARTICLES**

A majority of the Board of Trustees may amend these Amended and Restated Articles of Incorporation at a meeting duly held for that purpose.

## **ARTICLE XII**

### **ELIMINATION OF TRUSTEE LIABILITY**

A Trustee shall have no liability to the Corporation for monetary damages for conduct as a Trustee except for: 1) acts or omissions that involve intentional misconduct by the Trustee; 2) a knowing violation of law by the Trustee, or 3) for any transaction from which the Trustee will personally receive a benefit in money, property or services to which the Trustee is not legally entitled. If any provision of Florida law, including the Florida Nonprofit Corporation Act, is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of Trustees, then the liability of a Trustee shall be eliminated or limited to the full extent permitted by the Florida Nonprofit Corporation Act, as so amended, without requiring any action by the Board of Trustees. To that end, the Trustee's liability shall then be limited to the greatest extent provided by these Articles of Incorporation and existing law or future modifications of law on the subject. Any repeal or modification of this Article shall not adversely affect any right or protection of a Trustee existing at the time of such repeal or modification, for or with respect to any act or omission by such Trustee occurring prior to such repeal or modification.

## **ARTICLE XIII**

### **INDEMNIFICATION**

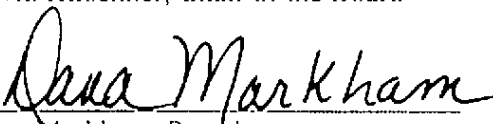
The Corporation shall indemnify its Trustees against all liability, damage, or expense resulting from the fact that such person is or was a Trustee, to the ~~maximum~~ extent and under all circumstances permitted by law, including advancement of expenses, except that the Corporation shall not indemnify a Trustee against liability, damage or expense resulting from the Trustee's gross negligence, intentional misconduct or a knowing violation of law which causes damage to the Corporation. This Corporation shall have the power to purchase liability insurance to protect the Trustees, Officers and/or employees of this Corporation.

\* \* \* \* \*

This Amendment and Restatement of the Articles of Incorporation of the Corporation (i) has been duly authorized and approved by the requisite vote of the Members of the Corporation as required under and pursuant to Chapter 617, Florida Statutes, and (ii) supersedes and replaces in its entirety all prior Articles of Incorporation of the corporation and all amendments thereto effected prior to the date hereof.

IN WITNESS WHEREOF, the undersigned, by and on behalf of the Corporation and for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the laws of the State of Florida, have executed these Amended and Restated Articles of Incorporation as of this 13 day of MAY, 2019.

  
\_\_\_\_\_  
David Kirschner, Chair of the Board

  
\_\_\_\_\_  
Dana Markham, President