

705925

CORPORATE ACCESS, INC.

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

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SO Amended + Restated Articles 9/29/98

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SPECIAL INSTRUCTIONS

DIVISION OF CORPORATIONS

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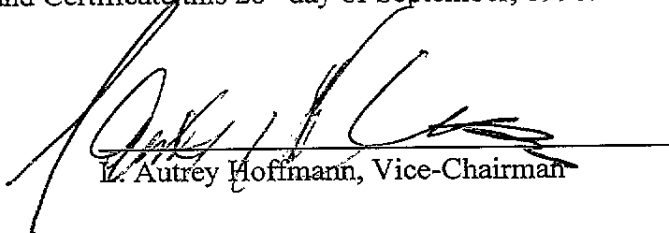
LAKE HIGHLAND PREPARATORY SCHOOL, INC.  
ARTICLES OF RESTATEMENT AND CERTIFICATE

98 SEP 29 AM 10: 34

THE UNDERSIGNED, as Vice-Chairman of LAKE HIGHLAND PREPARATORY SCHOOL, INC., a Florida not for profit corporation, Florida Department of State Document Number 705925 (the "Corporation"), in accordance with Sections 617.1006 and 617.1007, Florida Statutes, hereby submits for filing these Articles of Restatement, amending and restating the Articles of Incorporation of the Corporation, and hereby certifies as follows.

1. **Name of Corporation.** The name of the Corporation is "Lake Highland Preparatory School, Inc."
2. **Text of Amended and Restated Articles.** The text of the Amended and Restated Articles of Incorporation of the Corporation is attached hereto as Exhibit A.
3. **Amendments Included.** The attached Amended and Restated Articles of Incorporation contain amendments to the Corporation's existing Articles of Incorporation.
4. **No Members.** There are no members of the Corporation, and therefore no members entitled to vote on amendments to the Corporation's Articles of Incorporation.
5. **Authorization.** The attached Amended and Restated Articles of Incorporation were adopted by action of the Board of Trustees of the Corporation at a meeting of the Board of Trustees on September 28, 1998.
6. **Effective Date.** The Amended and Restated Articles of Incorporation shall be effective immediately upon filing by the Department of State.

IN WITNESS WHEREOF, the undersigned Vice-Chairman of the Corporation has executed these Articles of Amendment and Certificate, this 28<sup>th</sup> day of September, 1998.

  
L. Autrey Hoffmann, Vice-Chairman

ATTEST:

  
Charles W. Rex, Jr., Secretary

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98 SEP 29 AM 10: 34

**EXHIBIT A**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
LAKE HIGHLAND PREPARATORY SCHOOL, INC.**

The following are the Amended and Restated Articles of Incorporation of Lake Highland Preparatory School, Inc., a Florida not for profit corporation (the "Corporation").

**ARTICLE I  
NAME**

The name of the Corporation shall be "Lake Highland Preparatory School, Inc."

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation shall be 901 North Highland Avenue, Orlando, Florida, 32803.

**ARTICLE III  
PURPOSES**

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the United States Internal revenue Code, or the corresponding section of any future federal tax code. Without limiting the foregoing, but subject thereto, the purposes of the Corporation shall be to establish and maintain institutions that will provide for students from the pre-kindergarten age through the twelfth grade a preparatory education designed and committed to preparing said students to obtain and achieve those qualifications needed to continue their education in an institute of higher learning. The Board of Trustees may from time to time, as it deems fit, institute such pre-kindergarten, pre-school, kindergarten, grammar school and/or preparatory school or schools as the Board of Trustees deems prudent; and may operate said school or schools under such fictitious name or names as to the Board of Trustees deems expedient.

**ARTICLE IV  
MANNER OF ELECTION OF TRUSTEES**

The manner in which the Trustees of the Corporation shall be elected or appointed shall be provided in the Bylaws of the Corporation.

**ARTICLE V  
LIMITATION ON CORPORATE POWERS**

The corporate powers of the Corporation are as provided in Section 617.0302, Florida Statutes, except as follows.

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its Trustees, officers, or other private persons, except that, subject to any limitations set forth in the Corporation's Bylaws, 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 hereof.

B. 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 or in opposition to any candidate for public office.

C. Notwithstanding any other provision hereof, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the United States Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the United States Internal Revenue Code, or the corresponding section of any future federal tax code.

D. Further, notwithstanding any other provision hereof, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

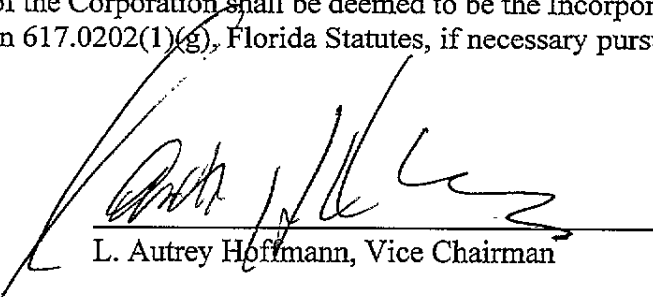
**ARTICLE VI  
DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon the dissolution of the Corporation, the Corporation's assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation 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 VII  
REGISTERED AGENT AND STREET ADDRESS**


The name and the street address of the Corporation's registered agent is James W. Bartlett, 901 North Highland Avenue, Orlando, Florida, 32803.

**THESE AMENDED AND RESTATED ARTICLES OF INCORPORATION** were adopted by act of the Board of Trustees of the Corporation on September 28, 1998. The undersigned Vice Chairman of the Board of Trustees of the Corporation shall be deemed to be the Incorporator of the Corporation for purposes of Section 617.0202(1)(g), Florida Statutes, if necessary pursuant to Section 617.1007, Florida Statutes.

  
\_\_\_\_\_  
L. Autrey Hoffmann, Vice Chairman


**ACCEPTANCE BY REGISTERED AGENT**

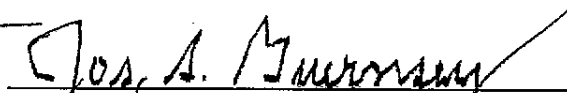
Having been named as Registered Agent and to accept service of process for the Corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent, including without limitation the duties imposed by Section 617.0503, Florida Statutes.

  
\_\_\_\_\_  
James W. Bartlett, Registered Agent

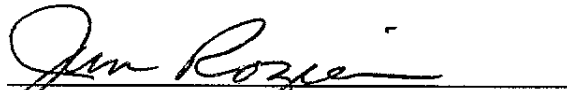
**CERTIFICATION BY TRUSTEES**

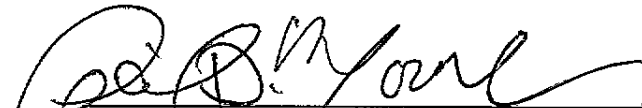
Pursuant to the requirements of Article VI, Section 1 of the Corporation's Bylaws, the undersigned Trustees hereby certify and confirm that the foregoing Amended and Restated Articles of Incorporation for Lake Highland Preparatory School, Inc., were adopted by action of the Corporation's Board of Trustees on September 28, 1998.

  
Charles E. Bradshaw, III, Trustee

  
Joseph S. Guernsey, Trustee

  
Randall L. Rex, Trustee

  
Jim Rozier, Trustee

  
Cecil D. Moore, Trustee