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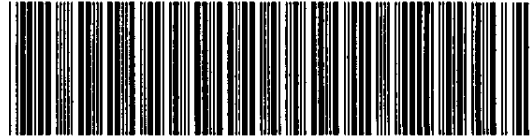
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C. CARROTHERS

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Judith Muccheck, Ph.D.

DOCUMENT NUMBER: 712200

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Judith Muccheck, Ph.D.

(Name of Contact Person)

Chaminade-Madonna College Preparatory, Inc.

(Firm/ Company)

500 E. Chaminade Dr.

(Address)

Hollywood, FL 30021

(City/ State and Zip Code)

jmuccheck@cmlions.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Judith Muccheck, Ph.D.

954

989-5150 x 139

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
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(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
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Certified Copy
(Additional Copy is
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Mailing Address

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

Street Address

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

**AMENDED & RESTATED ARTICLES OF INCORPORATION
OF CHAMINADE-MADONNA COLLEGE PREPATORY, INC.**

(a Florida Non-for-Profit Corporation)

Document 712200

Pursuant to section 617.1007, of the Florida Statutes, Chaminade-Madonna College Preparatory, Inc. ("Corporation") adopts the following Amended & Restated Articles of Incorporation, which restatement contains amendments requiring the approval of the members. A statement required by section 617.1006, Florida Statutes, is attached:

ARTICLE I

Name

The name of the Corporation shall be Chaminade-Madonna College Preparatory, Inc.

ARTICLE II

Principal Office

The principal office of the Corporation shall be at 500 E. Chaminade Drive, Hollywood, Florida 33021 and may change from time to time.

ARTICLE III

Purpose

The purpose of the Corporation shall be to operate a religious, educational, non-profit organization, with the direct purpose of owning and operating a Catholic high school, in Hollywood, Florida, for young men and women, where the arts and sciences are taught and diplomas and honors are conferred to prepare young men and women for higher education in furtherance of and consonant with the system of motivating beliefs, concepts, and principles. These purposes shall be consistent with the purposes of exempt organizations under section 501(c)(3) of the Internal Revenue Code or any successor provision.

ARTICLE IV

Members

The following shall be the Members of the Corporation (hereinafter referred to as "Members"): The Provincial Superior of the Society of Mary, Province of the United States duly appointed according to the *Rule of Life* of the Society of Mary and individually, the members of the Provincial Council of the Society of Mary, Province of the United States, duly appointed according to the *Rule of Life* of the Society of Mary; and the duly appointed President of Chaminade-Madonna College Preparatory and the Chair of the Board of Chaminade-Madonna College Preparatory. Membership shall terminate with the appointment of a successor or cessation of the qualifications for appointment.

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ARTICLE V Election and Number of Trustees

Trustees shall be elected in a manner as prescribed in the bylaws, provided that any person holding an elected office as prescribed in the bylaws shall also serve as a trustee during the tenure of such office. There shall be no fewer than fifteen (15) nor more than twenty-five (25) trustees.

ARTICLE VI Bylaws

The Board of Trustees of this Corporation shall adopt such By-Laws for the conduct of its business and the carrying out of its purposes as it deems necessary from time to time. Upon proper notice, the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Trustees present at any regular meeting or any special meeting called for that purpose.

ARTICLE VII Use of Funds

No part of the earnings of the Corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation.

ARTICLE VIII Amendments

These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a majority vote of those present. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the By-Laws, of any intention to submit such amendments.

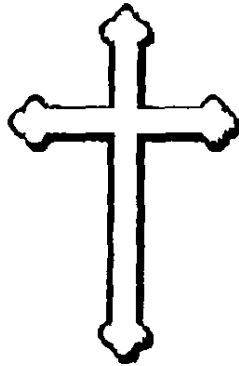
ARTICLE IX

The Corporation shall from time to time appoint a statutory agent to receive service of process on behalf of the Corporation. The current appointment is attached to these articles.

ARTICLE X

Distribution upon Dissolution

Upon the dissolution of the Corporation, the Corporation's Board of Trustees shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to Marianist Province of the United States, a Section 501(c)(3) corporation. If the Marianist Province of the United States is no longer in existence, the corporation shall distribute all assets to the Superior General of the Society of Mary (Marianists) in Rome, Italy, which distribution is intended to be exclusively in furtherance of the purposes of the Corporation. This final distribution is intended to be for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.



The date of each amendment(s) adoption: January 14, 2016, if other than the date this document was signed.

Effective date if applicable: January 14, 2016
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated January 14, 2016

Signature Rev. Martin Solma, S.M.
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Rev. Martin Solma, S.M.

(Typed or printed name of person signing)

Chair of the Members of the Corporation

(Title of person signing)

Chaminade-Madonna Corporation Meeting
Thursday, January 14, 2016
Cupertino, California

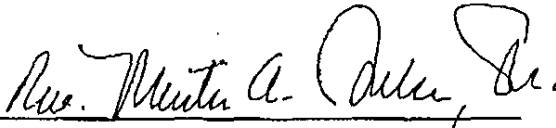
The Meeting of the Members of the Corporation of Chaminade-Madonna College Preparatory, Inc., a Florida corporation, was held in Cupertino, California at 22683 Alcalde Road on Thursday, January 14, 2016.

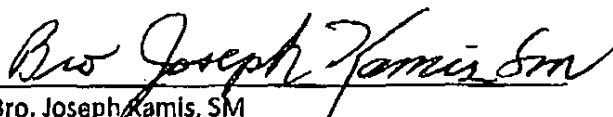
Members Present: Bro. Dennis Bautista, SM; Bro. Thomas Giardino, SM; Bro. Charles Johnson, SM; Bro. Joseph Kamis, SM; Bro. Ronald Overman, SM; Rev. Martin Solma, SM and Rev. John Thompson, SM.

Members Absent: Rev. William Meyer, SM and Dr. Judith Mucheck, President of Chaminade-Madonna.

In order that Chaminade-Madonna could receive a line of credit, Bro. Tom Giardino moved that the Corporation approve the Amended and Restated Articles of Incorporation of Chaminade-Madonna Preparatory, Inc. Bro. Ronald Overman seconded the motion. After a brief discussion and a change to the document, the Corporation voted 8-0-1 for approval. Dr. Judith Mucheck, President of Chaminade Madonna voted by proxy and Rev. William Meyer, SM was absent.

With no further business the Corporation meeting was adjourned.


Rev. Martin A. Solma, SM
Chair of the Members of the Corporation


Bro. Joseph Kamis, SM
Secretary of the Members of the Corporation

Joseph Kamis

From: Tom Giardino
Sent: Friday, January 15, 2016 3:00 PM
To: Joseph Kamis
Subject: FW: Proxy Vote

Thomas F. Giardino, SM
Assistant for Education
4425 West Pine Blvd.
St. Louis, MO 63108-2301
314.533.1207 Ext.204
tgiardino@sm-usa.org
www.marianist.org

From: Dr. Judith Muccheck [jmuccheck@cmlions.org]
Sent: Friday, January 15, 2016 8:00 AM
To: Tom Giardino
Subject: Proxy Vote

Dear Brother Tom,

Please accept this email as my affirmative vote for the Amended and Restated Articles of Incorporation of Chaminade-Madonna College Preparatory School, Inc. which was considered on January 14, 2016.

Thank you.

—
Judith Muccheck, Ph.D., President
Chaminade-Madonna College Preparatory
500 E. Chaminade Dr.
Hollywood, FL 33021

(954) 989-5150