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LAW OFFICE OF  
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BOARD CERTIFIED TAX LAWYER

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February 24, 2020

UPS Overnight Delivery  
Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street  
Suite 810  
Tallahassee, FL 32303

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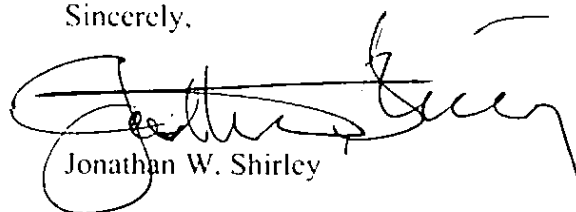
Re: Montverde Academy, Inc.  
Document Number: 713395

Dear Sirs:

Enclosed for filing are Amendment and Restatement of the Articles of Incorporation of Montverde Academy, Inc., together with our firm's check made payable to the Florida Department of State in the amount of \$43.75, in payment of the filing fee and certified copy fee. Once the Amendment has been filed please return it to me at the above address. Thank you.

If you have any questions, please contact me.

Sincerely,

  
Jonathan W. Shirley

JWS/g

Enclosures

cc: S. Renee Stephens Lundy

**AMENDMENT AND RESTATEMENT OF THE  
ARTICLES OF INCORPORATION  
OF  
MONTVERDE ACADEMY, INC.**

20 FEB 25 PM 2:56  
RECEIVED  
CLERK OF THE CIRCUIT COURT  
IN AND FOR THE COUNTY OF DALLAS, TEXAS

Pursuant to the provisions of Florida Statutes Section 617.1007, Montverde Academy, Inc., a Florida Not for Profit Corporation (the "Corporation"), desires to amend and restate its Articles of Incorporation and does hereby certify:

**FIRST:** The Articles of Incorporation for the Corporation were filed with the Secretary of State of Florida on September 29, 1967, Document Number 713395.

**SECOND:** Adoption and approval of these Amended and Restated Articles of Incorporation of the Corporation do not require approval by the membership of the Corporation.

**THIRD:** Adoption and approval of these Amended and Restated Articles of Incorporation of the Corporation requires only approval by the Board of Trustees, has all the power and authority of a board of directors pursuant to Florida Statutes Section 617.1401(2) ("the "Board of Trustees").

**FOURTH:** The Board of Trustees of the Corporation duly approved and adopted these Amended and Restated Articles of Incorporation of Montverde Academy, Inc. pursuant to Florida Statutes Sections 617.0820 and 617.0824 on February 12, 2020 the number of votes cast for approval of the Amended and Restated Articles of Incorporation of the Corporation were sufficient for approval.

**FIFTH:** The text of the Amended and Restated Articles of Incorporation of Montverde Academy, Inc. are hereby amended and restated as herein set forth in full, which shall supersede

the original Articles of Incorporation filed September 29, 1967, and all previous amendments thereto:

**"ARTICLE I - NAME OF CORPORATION**

The name of this corporation shall be Montverde Academy, Inc.

**ARTICLE II - PERIOD OF DURATION**

The period of duration of Montverde Academy, Inc. shall be perpetual.

**ARTICLE III - ADDRESS OF PRINCIPAL OFFICE  
OF CORPORATION**

The address of the principal office and mailing address of Montverde Academy, Inc. (the "Corporation") is 17235 Seventh Street, Montverde, Florida 34756.

**ARTICLE IV - PURPOSES AND POWERS OF CORPORATION**

A. The Corporation is organized exclusively for religious, charitable, and educational purposes, including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code").

B. This Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth in this Article IV.

2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, 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 Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

4. If the Corporation is, or shall ever be, classified as a "private foundation," as defined in Section 509(a) of the Code, the following provisions shall apply for so long as it remains a private foundation.

(i) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(ii) The Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(iii) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

(iv) The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(v) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

D. Subject to and to the extent consistent with paragraphs A through C of this Article IV, the purposes and powers of the Corporation shall include conducting, in all of its aspects, Elementary, Junior and Senior High Schools and Colleges, such schools and colleges to have such curriculum or curricula as determined by the Corporation; to employ qualified teachers and other employees required in the maintenance and upkeep of all buildings; to exercise all powers and authority set forth in Chapter 617, Florida Statutes, as amended; and to have, exercise and enjoy all rights, powers and privileges incident to corporations organized, chartered and existing under and by virtue of the laws of the State of Florida under Florida Statutes Chapter 617.

#### ARTICLE V - BOARD OF TRUSTEES

All corporate powers are exercised by or under the authority of the Board of Trustees, and the affairs of the Corporation are managed under the direction of its Board of Trustees. The Board of Trustees shall consist of no less than three (3) members. The method of election of the Board of Trustees shall be as provided in the Bylaws. The Board of Trustees shall have all the power, authority, duties, responsibilities and protections as a board of directors as provided under Florida Statutes Section 617.01401(2).

**ARTICLE VI - REGISTERED OFFICE  
AND REGISTERED AGENT**

The street address of the registered office of the Corporation is 17235 Seventh Street, Montverde, Florida 34756, and the name of the registered agent of this corporation is Kasey C. Kesselring. The Trustees may in their discretion change the registered office or registered agent of the Corporation.


**ARTICLE VII - INDEMNIFICATION**

The Corporation may, in the discretion of the Board of Trustees, indemnify any Officer or Trustee, or any former Officer or Trustee, to the fullest extent permitted by law.

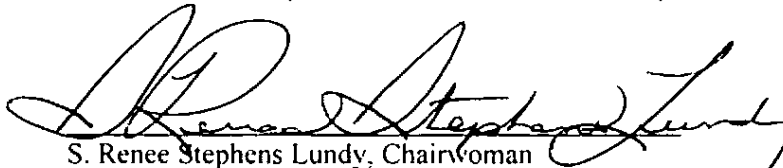
**ARTICLE VIII - DISSOLUTION OF CORPORATION**

Upon the dissolution of this Corporation, after the payment or provision for the payment of all of the liabilities of this Corporation, all of the assets of this Corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code and Paragraph A of Article IV of these Articles of Incorporation, as determined within the discretion of the then existing Board of Trustees. Any such assets not so disposed of shall be disposed of by the Circuit Court 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 that are organized and operated exclusively for such purposes. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, trustee, officer or other private person, other than as reasonable payment for services rendered by such person."

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 13<sup>th</sup> day of February, 2020.

  
S. Renee Stephens Lundy, Chairwoman  
of the Board of Trustees

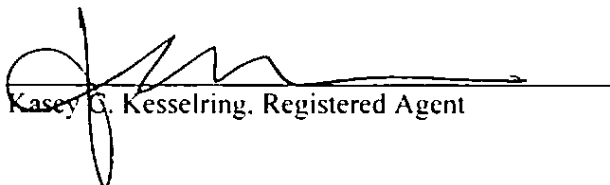
SIXTH: Pursuant to Florida Statutes Sections 617.1007 and 617.01201(7), I, S. Renee Stephens Lundy, Chairwoman of the Board of Trustees of Montverde Academy, Inc., hereby certify these Amended and Restatement of the Articles of Incorporation of Montverde Academy, Inc.

  
S. Renee Stephens Lundy, Chairwoman  
of the Board of Trustees

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 617.0501 of the Florida Statutes.

Date: 2-12-20

  
Kasey G. Kesselring, Registered Agent