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Division of Corporations

Page 1 of 2

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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To:

Division of Corporations  
Fax Number : (850) 617-6380

**RESUBMIT**

From:

Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850) 521-1000  
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Please give original information date no file date.

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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
CARLTON PALMS EDUCATIONAL CENTER, INC.

Certificate of Status	0
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*Amended & Restated Art.*

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12/30/2009 4:11:18 PM PAGE 2/006

12/29/2009 4:03:14 PM PAGE 1/001

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December 29, 2009

FLORIDA DEPARTMENT OF STATE

Division of Corporations

CARLTON PALMS EDUCATIONAL CENTER, INC.  
28334 CHURCHILL SMITH LN  
MOUNT DORA, FL 32757US

SUBJECT: CARLTON PALMS EDUCATIONAL CENTER, INC.  
REF: J35585

**RESUBMIT**

Please give original  
submission date as file

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If the Restated Articles were adopted by the directors and do not contain any amendments requiring shareholder approval, a statement to that effect must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell  
Regulatory Specialist II

FAX Aud. #: B09000265886  
Letter Number: 509A00039431

2009 DEC 30 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

09 DEC 29 AM 10:04  
SECRETARY OF STATE  
ARTS & CULTURE DIVISION

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CARLTON PALMS EDUCATIONAL CENTER, INC.**

The undersigned individual, the duly appointed President of Carlton Palms Educational Center, Inc. (document number J35585), (the "Corporation"), a corporation under the provisions of Chapter 607, *Florida Statutes*, hereby presents these Amended and Restated Articles of Incorporation. These Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors and the Shareholders on December 29, 2009. The number of votes cast by the Board of Directors and the Shareholders for the amendment were sufficient for approval.

The original Articles of Incorporation, filed with the Florida Secretary of State on September 30, 1986, are hereby amended and restated to read as follows:

**ARTICLE I - NAME**

The name of the corporation (hereinafter the "Corporation") is Carlton Palms Educational Center, Inc.

**ARTICLE II - PRINCIPAL OFFICE**

The address of the principal office of the Corporation is 28334 Churchill Smith Lane, Mt. Dora, FL 32757.

**ARTICLE III - PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida and the laws of the United States.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 5,000, all with no par value.

**ARTICLE V - LIABILITY OF DIRECTORS**

(a) No director of the Corporation shall be personally liable to the Corporation or its shareholders for damages for any breach of duty in such capacity, unless said breach of duty, whether an act or omission, is found by judgment of a court of competent jurisdiction or by other adjudication to have been committed in bad faith or involved intentional misconduct or knowing violation of the law, or that the director personally gained a financial profit or other advantage to which the director was not legally entitled, or that the director's acts violated Section 607.0831, Florida Statutes.

(b) Each person who serves as a director of the Corporation while this Article V is in

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effect shall be deemed to be doing so in reliance on the provisions of this Article V, and neither the amendment or repeal of this Article V, nor the adoption of any provision of these Amended and Restated Articles of Incorporation inconsistent with this Article V, shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for, arising out of, based upon, or in connection with any acts or omissions of such director occurring prior to such amendment, repeal, or adoption of an inconsistent provision. The provisions of this Article V are cumulative and shall be in addition to and independent of any and all other limitations on or eliminations of the liabilities of directors of the Corporation, as such, whether such limitations or eliminations arise under or are created by any law, rule, regulation, by-law, agreement, vote of shareholders or disinterested directors, or otherwise.

#### ARTICLE VI - INDEMNIFICATION

(a) The Corporation shall indemnify to the fullest extent now or hereafter provided for or permitted by law each person involved in, or made to threatened to be made a party to, any action, suit, claim or proceeding, arbitration, alternative dispute resolution mechanism, investigation, administrative or legislative hearing or any other actual, threatened, pending or completed proceeding, whether civil or criminal, or whether formal or informal, and including an action by or in the right of the Corporation or any other corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise, whether profit or non-profit (any such entity, other than the Corporation, being hereinafter referred to as an "Enterprise"), and including appeals therein (and such process being hereinafter referred to as a "Proceeding"), by reason of the fact that such person, such person's testator or intestate (i) is or was a director or officer of the Corporation, or (ii) while serving as a director or officer of the Corporation, is or was serving, at the request of the Corporation, as a director, officer or in any other capacity, any other Enterprise, against any and all judgments, fines, penalties, amounts paid in settlement, and expenses, including attorney's fees, actually and reasonably incurred as a result of or in connection with any Proceeding, except as provided in Article VI(b) below.

(b) No indemnification shall be made to or on behalf of any such person if a judgment or other final adjudication adverse to such person establishes that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material in the cause of action so adjudicated, or that such person personally gained in fact a financial profit or other advantage to which such person was not legally entitled. In addition, no indemnification shall be made with respect to any Proceeding initiated by any such person against the Corporation, or a director or officer of the Corporation, other than to enforce the terms of this Article VI, unless such Proceeding was authorized by the Board of Directors. Further, no indemnification shall be made with respect to any settlement or compromise of any Proceeding unless and until the Corporation has consented to such settlement or compromise.

(c) Written notice of any Proceeding for which indemnification may be sought by any person shall be given to the Corporation as soon as practicable; however, an individual's failure to provide such notice shall not relieve the Corporation of its indemnification obligations hereunder, except to the extent that the Corporation has been prejudiced by its failure to receive such notice in a timely manner. The Corporation shall then be permitted to participate in the

defense of any such proceedings or, unless conflict of interest or position exist between such person and the Corporation in the conduct of the defense, to assume such defense. In the event that the Corporation assumes the defense of any such Proceeding, legal counsel selected by the Corporation shall be acceptable to such person. After such assumption, the Corporation shall not be liable to such person for any legal or other expenses subsequent incurred unless such expenses have been expressly authorized by the Corporation. In the event that the Corporation participates in the defense of any such Proceeding, such person may select counsel to represent such person in regard to such Proceeding; however, such person shall cooperate in good faith with any request that common counsel be utilized by the parties to any Proceeding who are similarly situated, unless to do so would be inappropriate due to actual or potential differing interests between or among such parties.

(d) The rights to indemnification and advancement of expenses granted by or pursuant to this Article VI; (i) shall not limit or exclude, but shall be in addition to, any other rights which may be granted by or pursuant to any statute, by-law, resolution or shareholders or directors or agreement; (ii) shall be deemed to constitute contractual obligations of the Corporation to any director or officer who serves in a capacity referred to in this Article VI at any time while this Article VI is in effect, whether or not thereafter repealed or amended; (iii) shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the estate, spouse, heirs, executors, administrators or assigns of such person. It is the intent of this Article VI to require the Corporation to indemnify the persons referred to herein for the aforementioned judgments, fines, penalties, amounts paid in settlement, and expenses, including attorney's fees, in each and every circumstance in which such indemnification could lawfully be permitted by express provisions of a corporation's articles of incorporation, and the indemnification required by this Article VI shall not be limited by the absence of an express recital of such circumstances.

(e) In making any determination regarding any person's entitlement to indemnification hereunder, it shall be presumed that such person is entitled to indemnification, and the Corporation shall have the burden of proving to the contrary.

(f) The Corporation may, with the approval of the Board of Directors, enter into an agreement with any person who is, or is about to become, a director, officer, employee or agent of the Corporation, or who is serving, or is about to serve, at the request of the Corporation, as a director, officer, or in any other capacity, any other Enterprise; such agreement may provide for the indemnification of such person and advancement of expenses to such person upon terms, and the extent, not prohibited by law. The failure to enter into any such agreement shall not affect or limit the rights of any such person under this Article.

#### ARTICLE VII - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

#### ARTICLE VIII - REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation shall be Corporation Service Company, and the name of the registered agent of the Corporation at that address is 1201 Hays Street, Tallahassee, FL 32301.

**ARTICLE IX - AMENDMENT**


The Corporation reserves the right to amend or repeal any provisions contained in these Amended and Restated Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE X - EFFECTIVE DATE OF AMENDED AND RESTATED ARTICLES**

The effective date of these Amended and Restated Articles of Incorporation shall be the date these Amended and Restated Articles are filed with the office of the Secretary of State of the State of Florida.

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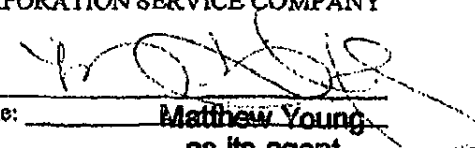
Executed this 29th day of December, 2009.

  
Name: Judith E. Favell  
Title: President

**REGISTERED AGENT ACCEPTANCE**

I do hereby accept the foregoing designation as registered agent of Carlton Palms Educational Center, Inc. Further, I am familiar with and accept the duties and obligations of such designation.

**CORPORATION SERVICE COMPANY**

By:   
Name: Matthew Young  
Its: as its agent