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LIMITED LIABILITY COMPANY

Charter Schools USA at Oak Cliff Academy, L.C.

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**ARTICLES OF ORGANIZATION
OF
CHARTER SCHOOLS USA AT OAK CLIFF ACADEMY, L.C.**

The undersigned does hereby subscribe to and file these Articles of Organization for the purpose of organizing a limited liability company under the Florida Limited Liability Company Act.

**ARTICLE I
NAME**

The name of this limited liability company is:

Charter Schools USA at Oak Cliff Academy, L.C.

**ARTICLE II
PRINCIPAL OFFICE/MAILING ADDRESS**

The principal office and mailing address of this limited liability company is:

6245 North Federal Highway
5th Floor
Fort Lauderdale, FL 33308

**ARTICLE III
REGISTERED AGENT, REGISTERED OFFICE AND REGISTERED
AGENT'S SIGNATURE**

The name and the Florida street address of the registered agent are:

Edward J. Pozzuoli, Esq.
c/o Tripp Scott, PA
110 S.E. 6th Street, 15th Floor
Ft. Lauderdale, FL 33301

Prepared By: Kathleen W. Schoenberg, Esq.
FL Bar No. 0251770
Tripp Scott, PA
P. O. Box 14245
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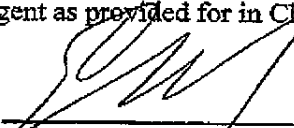
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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.



Edward J. Pozzuoli
Registered Agent

ARTICLE IV MANAGEMENT

The limited liability company is to be managed by its members and is, therefore, a member-managed company.



Edward J. Pozzuoli,
Authorized Representative of the Member

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.)