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CONTACT: IRIS HAIBI
PHONE: (954) 525-7500
(954) 761-8475

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NAME: CHARTER SCHOOLS USA, L.C.

AUDIT NUMBER.....H98000018480

DOC TYPE.....MERGER OR SHARE EXCHANGE

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PAGES.....x6

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 6, 1998

CHARTER SCHOOLS USA, L.C.
2500 NORTH FEDERAL HIGHWAY, SUITE 100
FORT LAUDERDALE, FL 33305

SUBJECT: CHARTER SCHOOLS USA, L.C.
REF: L98000002083

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✓ The FAX audit number must be on the top and bottom of each page of the document.

✓ The effective day must be specific and cannot be prior to the date of filing.

The fees to file the articles of merger are as follows:

For each Limited Partnership:	\$52.50
For each Limited Liability Company:	52.50
For each Corporation:	35.00
For each General Partnership:	25.00
All Others:	No Charge

The fee to file the merger is \$35.00 for the corporation and \$52.50 for the limited liability company a total of \$87.50.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

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**ARTICLES OF MERGER
(Plan of Merger Attached)**

997-100411 of

CHARTER SCHOOLS USA, INCORPORATED, a Florida Corporation

LAG-2083 with and into
CHARTER SCHOOLS USA, L.C., a Florida Limited Liability Company

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Pursuant to the provisions of Section 607.1108 et al. of the Florida Business Corporation Act (the "Florida Act"), each of Charter Schools USA, Incorporated, a Florida corporation (the "Merging Entity") and Charter Schools USA, L.C., a Florida limited liability company (the "Surviving Entity") adopts the following Articles of Merger (the "Articles") and certifies as follow:

1. A Plan of Merger, a copy of which is attached hereto and incorporated herein by reference as Exhibit "A" (the "Plan"), has been approved and adopted by (i) the Merging Entity in accordance with Section 607.1108 of the Florida Act, and (ii) the Surviving Entity in accordance with Section 607.1108 of the Florida Act. The Plan provides for the merger (the "Merger") of the Merging Entity into the Surviving Entity, with the Surviving Entity being the surviving company in the Merger.
2. The Plan was (i) adopted by the Board of Directors, and approved by the shareholders, of the Merging Entity on October 2, 1998, and (ii) adopted and approved by the Members of the Surviving Entity on October 2, 1998.
3. The effective date of the Merger shall be October 6, 1998.
4. The Surviving Entity shall be responsible for the payment of all fees and franchise taxes of the Merging Entity and will be obligated to pay such fees and taxes if same are not timely paid.
5. As to each entity that is a party to the Plan of Merger, the approval of the Plan of Merger and performance of its terms were duly authorized by all action required by the Florida Business Corporation Act.
6. These Articles may be executed in any number of counterparts, each of which shall be deemed to be an original, but all such separate counterparts shall together constitute but one and the same agreement.

Prepared by:

Christine P. Yates, Esq.
Tripp Scott, P.A.
110 SE 6th Street, 15th Floor
Fl. Lauderdale, FL 33301
(954) 760-4917
Bar Number: 122653

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IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed this 2 day of October, 1998 by each of their duly authorized representatives.

CHARTER SCHOOLS USA, INCORPORATED, as
the Merging Entity

By: [Signature]
Print Name: Jonathan Hage
Title: President

CHARTER SCHOOLS USA, L.C., as the Surviving Entity

By: [Signature]
Print Name: Jonathan Hage
Title: Chief Executive Officer

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PLAN OF MERGER

This Plan of Merger (the "Plan"), having been adopted on October 2, 1998 by Charter Schools USA, Incorporated, a Florida Corporation (the "Merging Corporation"), and on October 2, 1998 by Charter Schools USA L.C., a Florida Limited Liability Company (the "Surviving Company"), pertains to the merger of the Merging Corporation with and into the Surviving Company (the Merging Corporation and the Surviving Company shall be collectively referred to hereinafter as, the "Constituent Entities").

RECITALS

A. The Board of Directors and the Members (as hereinafter defined), as appropriate, of the Constituent Entities have determined that it is advisable and in the best interest of the Constituent Entities, and their shareholders and the Members, that the Merging Corporation be merged (the "Merger") with and into the Surviving Company on the terms and subject to the conditions set forth herein.

B. The Surviving Company was organized in the State of Florida on the 2nd day of October, 1998 under the name Charter Schools USA, L.C. and shall be the surviving limited liability company in the Merger.

C. The Merging Corporation was incorporated in the State of Florida on the 11th day of November, 1997 under the name Charter Schools USA, Incorporated and shall be the merging corporation in the Merger.

D. The Merging Corporation has authorized one thousand (1,000) shares of common stock (the "Common Stock"), of which one thousand (1,000) shares of Common Stock are currently issued and outstanding. The issued and outstanding Common Stock of the Merging Corporation is the only shares of the capital stock of the Merging Corporation outstanding and entitled to vote on the Merger. The outstanding shares are held as follows:

1. Five Hundred Ten (510) shares of the Common Stock (the "Hage Stock") to Jonathan K. Hage; and
2. Four Hundred Ninety (490) shares of the Common Stock (the "Ryan Stock") to Sherry M. Ryan.

E. The Surviving Company has authorized and has issued One Hundred percent (100%) of its membership interests (the "Membership Interests") to the following members in the following units ("Units") where each Unit represents such members's interest in the Surviving Company:

3. Fifty-One percent (51%) of the Membership Interests, representing 51 Class A Units, to Jonathan K. Hage; and

Prepared by: Christine P. Valas, Esq.
Tripp Scott P.A.
110 SE 6th Street
Ft. Lauderdale, FL 33301
(954) 760-4917
Bar Number: 122653

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4. Forty-Nine percent (49%) of the Membership Interests , representing 49 Class A Units, to Sherry M. Ryan.

ARTICLE I. **The Merger**

At the Effective Time (as defined in Article III(A) hereof), the Merging Corporation shall be merged with and into the Surviving Company in accordance with the Florida Business Corporation Act (the "Florida Act"), and the separate existence of the Merging Corporation shall cease and the Surviving Company shall thereafter continue as the surviving company under the laws of the State of Florida.

A. At the Effective Time, the Limited Liability Company Agreement and Regulations of the Surviving Company, as in effect immediately prior to the Effective Time, shall be the Limited Liability Company Agreement and Regulations of the Surviving Company.

B. At the Effective Time, the Managers of the Surviving Company shall be the Managers of the Surviving Company, until their successors are duly elected and have qualified, and shall be those persons identified on Exhibit "1," attached hereto and incorporated herein by reference.

C. At the Effective Time, the officers of the Surviving Company shall be the officers of the Surviving Company until their successors are duly elected and have qualified.

ARTICLE II. **Manner and Basis of Converting Ownership Interest and Other Rights**

At the Effective Time, the Common Stock shall be exchanged for Membership Interests in the following manner:

1. Jonathan K. Hage shall exchange the Hage Stock for Fifty-One percent (51%) of the Membership Interests, representing 51 Class A Units, in the Surviving Company.
2. Sherry M. Ryan shall exchange the Ryan Stock for Forty-Nine percent (49%) of the Membership Interests, representing 49 Class A Units, in the Surviving Company.

Other than as set forth above, there are no rights to acquire interests, shares, obligations or other securities of the Merging Corporation or any of its members to be converted into rights to acquire interests, shares, obligations, other securities, cash or other property, in whole or in part, of the Surviving Company.

ARTICLE III. **Effect of Merger**

- A. The effective time of the Merger (the "Effective Time") shall be October 6, 1998.

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B. At the Effective Time, all property, rights, privileges, powers and franchises of the Merging Corporation shall vest in the Surviving Company, and all debts, liabilities, duties and obligations of the Merging Corporation shall become liabilities and obligations of the Surviving Company.

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EXHIBIT 1

Upon completion of the Merger, the Managers of the
Surviving Company are as follows:

Sherry M. Ryan
2500 N. Federal Highway, Suite 100
Ft. Lauderdale, FL 33305

Jonathan Mariner
2500 N. Federal Highway, Suite 100
Ft. Lauderdale, FL 33305

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