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**No 1000000 942**

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**BASIC AMENDMENT**

**UNITED TEACHERS OF DADE CHARTER SCHOOLS, INC.**

Certificate of Status	0
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**UNITED TEACHERS OF DADE CHARTER SCHOOLS, INC.  
(A Florida Not For Profit Corporation)**

**FILED**  
01 JUN 26 AM 11:07  
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TALLAHASSEE, FLORIDA

Pursuant to the provisions of § 617.1007 of the Florida Not for Profit Corporation Act (the "Act"), the undersigned corporation adopts the following Amended and Restated Articles of Incorporation:

1. The name of this Corporation is **UNITED TEACHERS OF DADE CHARTER SCHOOLS, INC.**, Charter #N01000000942, filed on February 7, 2001.

2. The following Amended and Restated Articles of Incorporation were unanimously adopted by all of the Directors of the Corporation (the number of votes cast being sufficient for approval and there being no members of the Corporation), on June 21, 2001, in the manner prescribed by Section 617.1002 of the Act.

3. The following Amended and Restated Articles of Incorporation supersede the original articles of incorporation and all amendments to them:

**ARTICLE I  
Name**

The name of this Corporation is **UNITED TEACHERS OF DADE CHARTER SCHOOLS, INC.** (hereinafter called the "Corporation").

**ARTICLE II  
Corporate Nature**

The Corporation is a corporation not for profit organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

**ARTICLE III  
Address**

The address of the principal office and the mailing address of the Corporation shall be 2929 Southwest 3<sup>rd</sup> Avenue, Miami, Florida, 33129.

#### **ARTICLE IV** **Duration**

The period of the duration of the Corporation is perpetual unless dissolved according to law.

#### **ARTICLE V** **Purposes**

The Corporation is organized exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including the following specific purposes:

- A. To manage, operate, guide, direct and promote charter schools; and
- B. To conduct any and all lawful affairs and business permissible to corporations that are organized and operated under the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes and that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

#### **ARTICLE VI** **Powers**

The Corporation shall have all of the powers, privileges, rights, and immunities necessary or convenient for carrying out the purposes set forth in Article V hereof, and all the benefits, privileges, rights and powers created, given, extended or conferred now or hereafter, by the provisions of all applicable laws of the State of Florida pertaining to corporations not for profit, including any additions or amendments thereto. Without limiting the generality of the foregoing, the Corporation is empowered:

- (i) to acquire, own, maintain and use its assets for the purposes set forth in Article V hereof;
- (ii) to buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of its purposes set forth in Article V hereof;
- (iii) to borrow money and issue evidence of indebtedness in furtherance of any or all its purposes set forth in Article V hereof, and to secure the same by mortgage, pledge or other lien on the Corporation's property;
- (iv) to raise funds by any legal means for the accomplishment of its purposes set forth in Article V hereof; and

(v) to do and perform all acts reasonably necessary to accomplish its purposes set forth in Article V hereof.

#### **ARTICLE VII Management**

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided in the bylaws of the Corporation. The number of directors of the Corporation shall be not less than three (3) persons. The number and method of election of directors shall be as stated in the bylaws of the Corporation. The voting and other rights of the members of the Board of Directors shall be as provided in the bylaws of the Corporation, and directors of the Corporation may be assigned different voting rights, including, without limitation, super-voting rights for one or more designated directors.

#### **ARTICLE VII Initial Board of Directors**

The number constituting the initial Board of Directors of the Corporation is four (4). The names and addresses of the persons who shall serve as the initial Board of Directors of the Corporation are as follows:

Pat Tornillo  
United Teachers of Dade  
2299 S.W. Third Avenue  
Miami, Florida 33129

Dr. Shirley Johnson  
United Teachers of Dade  
2299 S.W. Third Avenue  
Miami, Florida 33129

Merri Mann  
United Teachers of Dade  
2299 S.W. Third Avenue  
Miami, Florida 33129

Annette Katz  
United Teachers of Dade  
2299 S.W. Third Avenue  
Miami, Florida 33129

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## **ARTICLE IX**

### **Members**

The Corporation shall not have members.

## **ARTICLE X**

### **Dissolution**

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

## **ARTICLE XI**

### **Restrictions**

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

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

C. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or 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 Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future federal tax code.

## **ARTICLE XII**

### **Registered Office; Registered Agent**

The street address of the Corporation's registered office in the State of Florida is 2929 Southwest 3<sup>rd</sup> Avenue, Miami, Florida 33129, and the name of its registered agent at such office is Leslie A. Meek.

**ARTICLE XIII**  
**Amendments**

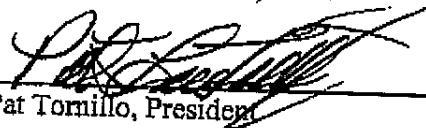
These Restated Articles of Incorporation may be amended only by the Board of Directors of the Corporation.

**ARTICLE XIV**  
**Bylaws**

The Corporation shall adopt bylaws. These bylaws may be amended only by the Board of Directors of the Corporation.

**IN WITNESS WHEREOF**, the undersigned President of the Corporation has executed these Amended and Restated Articles of Incorporation as of the 21 day of June, 2001.

**UNITED TEACHERS OF DADE  
CHARTER SCHOOLS, INC.**

By:   
Pat Tornillo, President