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Division of Corporations

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**No 1000000 942**

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**BASIC AMENDMENT**

**MIAMI-DADE CHARTER SCHOOLS, INC.**

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
MIAMI-DADE CHARTER SCHOOLS, INC.  
(A Florida Not For Profit Corporation)**

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.

The following Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereof and 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 February 13, 2002, in the manner prescribed by Section 617.1002 of the Act:

**ARTICLE I**

**Name, Principal Place of Business, and Mailing Address**

The name of the Corporation shall remain the Miami-Dade Charter Schools, Inc. (hereinafter referred to as the "Corporation"). The principal place of business and mailing address is 2200 Biscayne Blvd., Miami, Florida 33137.

**ARTICLE II**

**Term of Existence**

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

**ARTICLE III**

**Purpose**

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.

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**ARTICLE IV****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 III 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 III 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 III hereof;

(iii) to borrow money and issue evidence of indebtedness in furtherance of any or all its purposes set forth in Article III 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 III hereof; and

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

**ARTICLE V****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) and no more than seven (7) 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 Corporation's Bylaws, and directors of the Corporation may be assigned different voting rights, including, without limitation, super-voting rights for one or more designated directors.

**ARTICLE VI****Registered Office and Agent**

The street address of the registered office of the Corporation is International Place, Suite 4000, 100 SE Second Street, Miami, FL 33131-9101, and the name of its registered agent at such address is Carlton Fields, P.A., c/o Jay Steinman, Esq.

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**ARTICLE VII**  
**Directors**

The number of directors may be increased or decreased from time to time and their election and appointment shall be as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least four (4) and no more than nine (9) directors. The name and address of each director of the Corporation who shall serve until his successor is duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Pat Tornillo	2200 Biscayne Blvd., Miami, FL 33137
Dr. Shirley Johnson	2200 Biscayne Blvd., Miami, FL 33137
Merri Mann	2200 Biscayne Blvd., Miami, FL 33137
Annette Katz	2200 Biscayne Blvd., Miami, FL 33137

**ARTICLE VIII**  
**Bylaws**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors of the Corporation.

**ARTICLE IX**  
**Members**

The Corporation shall not have members.

**ARTICLE X**  
**Amendment**

These Amended and Restated Articles of Incorporation may be amended only by the Board of Directors in accordance with the Corporation's Bylaws.

**ARTICLE XI**  
**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.

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**ARTICLE XII**  
**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 III hereof.

B. No part of the activities of the Corporation shall be the carrying on for 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.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Amended and Restated Articles of Incorporation this 13th day of February, 2002.

MIAMI-DADE CHARTER SCHOOLS, INC.

By:

  
Pat Tornillo, President