

No1000001239

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(City/State/Zip/Phone #)

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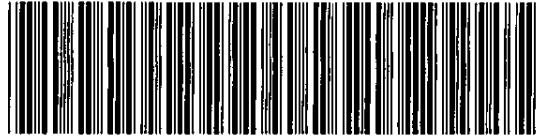
Certified Copies _____

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Special Instructions to Filing Officer:

Correct
Corp. Names
Doc. Numbers
Name & title of person sign
to remove S&B from
Action Plan. Ellen White
per 3/4/09

Office Use Only



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09 FEB 26 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merge

3/4/09

Dc



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED
2009 FEB 26 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 5, 2009

KENDALL ARTUSI
10350 RIVERSIDE DR.
PALM BEACH GARDENS, FL 33410

SUBJECT: BRIGHT FUTURES INTERNATIONAL, INC.
Ref. Number: N01000001239

We have received your document and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

THE DOCUMENT NUMBER FOR BRIGHT FUTURES INTERNATIONAL, INC. IS N01000001239 AND N02000009511 FOR ACADEMY FOR INTERNATIONAL STUDIES, INC. THE JURISDICTION SHOULD BE FLORIDA FOR BOTH CORPORATIONS. PLEASE CORRECT YOUR DOCUMENT ACCORDINGLY.

PLEASE INCLUDE THE ATTACHMENTS REFERRED TO IN YOUR DOCUMENT.

The merger or share exchange should be signed by the chairman or vice chairman of the board of directors, the president or any other officer for each corporation involved in the merger or share exchange.

The document must have original signatures.

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

Letter Number: 809A00004167

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: BRIGHT FUTURES INTERNATIONAL, INC.
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

KENDALL ARTUSI
(Contact Person)

BRIGHT FUTURES ACADEMY
(Firm/Company)

10350 RIVERSIDE DRIVE
(Address)

PALM BEACH GARDENS, FL 33410
(City/State and Zip Code)

For further information concerning this matter, please call:

KENDALL ARTUSI At (561) 253-7504
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER
(Not for Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Document Number
(If known/ applicable)

BRIGHT FUTURES INTERNATIONAL,
INC. PA
FLORIDA

NO1000001239

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Document Number
(If known/ applicable)

ACADEMY FOR INTERNATIONAL
STUDIES, INC. PA
FLORIDA

NO2000009511

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TALLAHASSEE, FLORIDA

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR 11 / 3 / 08 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date).

Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the surviving corporation on JULY 26, 2007.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
5 FOR 1 AGAINST

SECTION II

(CHECK IF APPLICABLE) ☐ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on _____. The number of directors in office was _____. The vote for the plan was as follows: _____ FOR _____ AGAINST

Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(s)
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the merging corporation(s) on JULY 26, 2007. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 5 FOR 1 AGAINST

SECTION II

(CHECK IF APPLICABLE) ☐ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on _____. The number of directors in office was _____. The vote for the plan was as follows: _____ FOR _____ AGAINST

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of the chairman/
vice chairman of the board
or an officer.

Typed or Printed Name of Individual & Title

BRIGHT FUTURES INTERNATIONAL, INC. John C. Gnecco JOHN C. GNECCO, CHAIRMAN

ACADEMY FOR INTERNATIONAL Studies, Inc. John C. Gnecco John C. Gnecco, Chairman

[illegible]

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

BRIGHT FUTURES INTERNATIONAL, INC.

FLA
PALM BEACH CO. FLORIDA

The name and jurisdiction of each merging corporation:

Name

Jurisdiction

ACADEMY FOR INTERNATIONAL STUDIES, INC.

FLA
PALM BEACH CO. FLORIDA

The terms and conditions of the merger are as follows:

SEE ATTACHED ACTION PLAN

(A)

A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:

Other provisions relating to the merger are as follows:


Bright Futures Academy Action Plan for opening 2008/2009 Academic Year

When the Palm Beach County School Board approves the merger of Bright Futures International (BFI) and Academy for International Studies (AIS), into Bright Futures Academy (BFA) several steps will need to be taken. The AIS charter will be terminated at the first board meeting after Palm Beach County School Board approval of the school merger, leaving BFI as the surviving cooperation. BFI will apply for a name change with the Florida Department of State Division of Corporations to become, Bright Futures Academy. A new logo has been established and all materials and documents will be updated to reflect the change. BFA will adopt all of the policies set forth in this charter agreement; additionally, BFA will continue to search for additional facilities in an effort to expand.

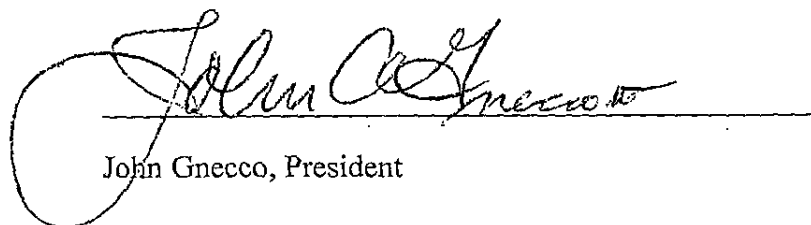
BFI & AIS board members voted unanimously on July 26, 2007 to merge the two schools when AIS charter was up for renewal. Upon Palm Beach County School Board approval of the school merger the non-profit article of merger will be established for BFA. The current board members and agent of record will continue to serve the school. All insurance, bank accounts, contracts and other business transactions will reflect the name change of BFA. On June 30, 2008 a closing statement of BFI & AIS financial transactions will be prepared and all resolutions will be filed. On July 1, 2008 BFA will emerge with the combined assets of both BFI & AIS. BFA will open for the 2008/2009 academic year in the current facilities, with an additional campus and additional staff and student population.

1. School District of Palm Beach County Board of approval of charter
2. AIS charters is terminated at first school based board meeting after district approval
3. Bright Futures International 501(C)(3) name change request to Bright Futures Academy
4. With over site by an independently contracted accountant, all insurances, bank accounts contracts and other business transactions are changed to reflect the name change.

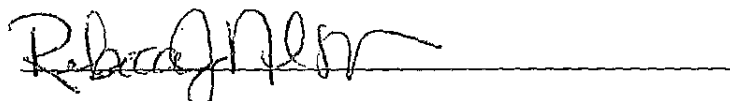
A



Kendall Artusi, Principal



John Gnecco, President



Rebecca Nelson, Secretary