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**WESTERN ACADEMY
CHARTER SCHOOL**

P. O. Box 1335
Loxahatchee, FL 33470

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**ARTICLES OF AMENDMENT AND RESTATEMENT
of
ARTICLES OF INCORPORATION
for
WESTERN ACADEMY, INC.**

The following are the Amended and Restated Articles of Incorporation for Western Academy, Inc., a nonprofit, non-stock corporation under the laws of the State of Florida.

ARTICLE I. - NAME

Section 1.1 The name of the non-profit corporation is:
Western Academy, Inc. (the "Corporation")

ARTICLE II. - ADDRESS

Section 2.1 The new principle place of business address is:
500F-K Royal Plaza Road, Royal Palm Beach, FL 33411

Section 2.2 The new mailing address of the corporation is:
500F-K Royal Plaza Road, Royal Palm Beach, FL 33411

ARTICLE III. - PURPOSE

Section 3.1 The specific purpose for which this corporation is organized is:
A Kindergarten through 8th grade Charter School, and for transacting any and all lawful business for which corporations may be incorporated under the Florida Not for Profit Corporation Act. This corporation is organized exclusively for charitable, religious, scientific, literary or educational purposes, including, for such purposes, the making of distributions to the organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code.

Section 3.2 No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

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Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 3.3 The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which this corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purpose of organizations set forth in Section 501 (c) (3) of the Internal Revenue Code of 1986 and the regulations there under as the same now exist or as they may be hereinafter amended from time to time.

ARTICLE IV. - METHOD OF ELECTION

Section 4.1 The manner in which Directors are elected or appointed is as stated in the By-Laws.

ARTICLE V. - REGISTERED AGENT

Section 5.1 The Registered agent and the Florida street address of the registered agent is: Linda Terranova
13882 Columbine Avenue,
Wellington, FL 33414

ARTICLE VI. - INCORPORATOR

Section 6.1 The name and address of the incorporator is:
Linda Terranova
13882 Columbine Avenue,
Wellington, FL 33414

ARTICLE VII. - EFFECTIVE DATE

Section 7.1 The effective date of this corporation shall be 02/20/2003, and it shall be of perpetual duration.

ARTICLE VIII. - BOARD OF DIRECTORS

Section 8.1 The affairs of the Corporation shall be governed by a Board of Directors (herein referred to as the "Board"). Except as specifically set forth to the contrary in the By-Laws, the exercise of any powers or actions of the Board shall require approval thereof by a majority vote of the Board present at a meeting at which a quorum of no less than three Board members are present and to include 1 founding Board Member and 2 Board members. The affirmative vote of any 2 Board members and 1 Founding Board Member shall be necessary for all corporate action requiring a vote of the Board limited to the following:

- 8.1.1. Approval of charitable gifts, transfers, distributions and grants by the Corporation to other entities.
- 8.1.2. Adoption of an amendment to the Articles of Incorporation or the By-laws.
- 8.1.3. Organization of a subsidiary or affiliate by the Corporation.
- 8.1.4. Approval of any merger, consolidation or sale or transfer of all or a substantial part of the assets of the Corporation.

Section 8.2 The initial Board of Directors shall consist of the following officers and members elected in accordance with this Section and the By-Laws.

Linda Terranova, President
13882 Columbine Avenue
Wellington, FL 33414

Lisa Alexander, Vice-President
13794 Staimford Drive
Wellington, FL 33414

Stephanie Wunderlich, Secretary
1814 Wiltshire Village Drive
Wellington, FL 33414

Linda Terranova, Treasurer
13882 Columbine Avenue
Wellington, FL 33414

Lynn Overton, Board Member
1898 Barnstable Road
Wellington, FL 33414

Barbara Suflas Noble, Board Member
P.O. Box 211195
West Palm Beach, FL 33421-1195

ARTICLE IX. CONSTRUCTION

Section 9.1 The captions of these Articles are for convenience only, and are not part of these Articles. The masculine gender, where appearing in these Articles shall be deemed to include the feminine gender and the neuter gender, and the singular shall be deemed to include the plural, whenever appropriate.

ARTICLE X. PROCEDURE TO AMEND THE ARTICLES

Section 10.1 Any alteration, amendment or adoption of new Articles shall be upon notice and in accordance with Article VIII herein.

ARTICLE XI. DISSOLUTION

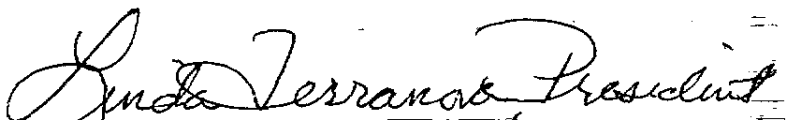
Section 11.1 Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII. BY-LAWS

Section 12.1 The Board of Directors of this Corporation shall adopt By-laws for the government of the Corporation, which shall be subordinate only to the Articles of Incorporation and the Laws of the United States and the State of Florida. The Board members may amend the By-laws from time to time as deemed necessary.

Certificate:

This Certifies that this amendment and restatement was unanimously approved and adopted by the Board of Directors on Thursday, June 12, 2003, and hereby becomes effective as of June 27, 2003. The number of votes cast for the amendment and restatement was sufficient for approval. This restatement supersedes the original articles of incorporation and all amendments to them.


Linda Terranova, President

Date 6/24/03