

NO3000007644

Division of Corporations

Florida Department of State
Division of Corporations
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To:
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Fax Number : (850)617-6380

From:
Account Name : TRIPP SCOTT, P.A.
Account Number : 075350000065
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MERGER OR SHARE EXCHANGE
Miami Community Charter Schools, Inc.

Certificate of Status	0
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Page Count	18
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2020 Jul 23 PM 2:07

2020 Jul 23 PM 8:22

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JUL 23 2020



July 21, 2020

FLORIDA DEPARTMENT OF STATE

Division of Corporations

MIAMI COMMUNITY CHARTER SCHOOL, INC.
P.O. BOX 881237
PORT ST. LUCIE, FL 34988

SUBJECT: MIAMI COMMUNITY CHARTER SCHOOL, INC.
REF: N03000007644

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

As a condition of a merger, pursuant to s.607.1622(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

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) 245-6050.

Susan Tallent
Regulatory Specialist II

FAX Aud. #: H20000234307
Letter Number: 120A00013710

COMPLIED WITH.
RE-FAXING (SEE ATTACHED).
THANK YOU!!



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SEP 23 AM 8:22

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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Miami Community Charter Schools, Inc.	Florida	N03000007644

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Miami Community Charter Middle School, Inc.	Florida	N/06000008248
Miami Community Charter High School, Inc.	Florida	N08000007401

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 07 / 20 / 20 (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).

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.



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(Attach additional sheets if necessary)



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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:

<u>Name</u>	<u>Jurisdiction</u>
Miami Community Charter Schools, Inc.	Florida
_____	_____

The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Miami Community Charter Middle School, Inc.	Florida
_____	_____
_____	_____
Miami Community Charter High School, Inc.	Florida
_____	_____
_____	_____
_____	_____

The terms and conditions of the merger are as follows:

Miami Community Charter Middle School, Inc., Miami Community Charter High School, Inc., and Miami Community Charter School, Inc. shall merge and the surviving corporation shall be called Miami Community Charter Schools, Inc.

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

See Exhibit "A" attached hereto.

Other provisions relating to the merger are as follows:

See Plan of Merger attached hereto as Exhibit "B."



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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 14, 2020.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
5 FOR 0 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 14, 2020. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 5 FOR 0 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


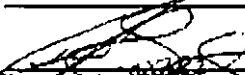
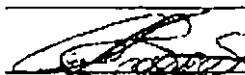
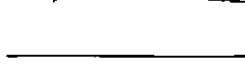
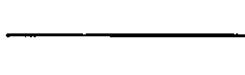


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Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of the chairman, vice chairman of the board or an officer.</u>	<u>Typed or Printed Name of Individual & Title</u>
Miami Community Charter Schools, Inc.		Ana R. Torres, Chairman
Miami Community Charter School		Ana R. Torres, Chairman
Middle School, Inc.		Ana R. Torres, Chairman
Miami Community Charter School		Ana R. Torres, Chairman
High School, Inc.		Ana R. Torres, Chairman



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EXHIBIT "A"

PURPOSE OF CORPORATION

To establish and operate charter schools as defined by the laws of the state of Florida. The charter schools shall be organized to present a system of formal instruction of the curriculum to a regularly enrolled study body through its faculty for the benefit of the general public.

To do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the Corporation to do or exercise pursuant to the laws of the state of Florida, for the purpose of accomplishing any of the purposes of the Corporation.

The purposes for which the Corporation is organized shall be limited to those which are strictly charitable and educational.

In no event shall this Corporation engage in any activity which would be contrary to the purposes and activities (1) permitted to be engaged in by any organization which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of a Corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

The Corporation shall not engage, nor shall any of its funds, property or income be used in carrying on propaganda or otherwise attempt to influence legislation, nor shall the Corporation particulate in or intervene (including publishing or distributing statements) in any political campaign or on behalf of any candidate for public office, nor shall the Corporation engage in subversive activities.

No compensation shall be paid to any officer, director, trustee, creator or organizer of the Corporation, or substantial contributor to it except as a reasonable allowance for services actually rendered to the Corporation.

The Corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.



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EXHIBIT "B"

AGREEMENT AND PLAN OF MERGER
OF
MIAMI COMMUNITY CHARTER MIDDLE SCHOOL, INC.
AND
MIAMI COMMUNITY CHARTER HIGH SCHOOL, INC.
WITH AND INTO
MIAMI COMMUNITY CHARTER SCHOOLS, INC.

This AGREEMENT AND PLAN OF MERGER (this "*Agreement*") is dated as of the 15th day of July, 2020, by and between Miami Community Charter Middle School, Inc., a Florida not-for-profit corporation and Miami Community Charter High School, Inc., a Florida not-for profit corporation (collectively, the "*Merging Corporation*"), and Miami Community Charter Schools, Inc., a Florida not-for-profit corporation ("*Surviving Corporation*").

RECITALS:

A. The Merging Companies are not-for-profit corporations duly organized and existing under the laws of the state of Florida.

B. The Surviving Company is a not-for-profit corporation duly organized and existing under the laws of the state of Florida.

C. The Board of Directors of Miami Community Charter Middle School, Inc., the Board of Directors of Miami Community Charter High School, Inc. (collectively the "*Directors*") believe that the merger of their separate and distinct corporations into the Surviving Company is in the best interests of their respective members and beneficiaries, inasmuch as their corporations share a common education design and mission, and because a common education corporation will permit the schools to:

(1) leverage a common governance structure, which will help to drive certain administrative efficiencies, including reducing the compliance and paperwork burdens, since one board can make decisions for the several schools;

(2) pool the resources of the several schools, including appropriately directing and overseeing the finances of the network of schools in the one successor education corporation (e.g., reducing audit fees is a key cost savings over having an audit for each separate charter school, especially since the financial policies, reporting systems and internal controls are substantially the same); and



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(3) share educational best practices, including, where permitted by applicable law, educational programs and staffing across the school network.

D. The Merging Companies and the Surviving Company have agreed that the Merging Companies shall merge into the Surviving Company upon the terms and conditions and in the manner set forth in this Agreement and in accordance with the applicable laws of the state of Florida.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in this Agreement and in order to consummate the transaction described above, the Merging Companies and the Surviving Company, agree as follows:

AGREEMENT

1. All of the foregoing Recitals are true and correct.

2. The Merger. At the Effective Date (as hereinafter defined) and upon the terms and subject to the conditions contained herein and the pursuant to the laws of the state of Florida, Surviving Corporation and Merging Corporation hereby agree that Merging Corporation shall be merged with and into Surviving Corporation, whereupon the separate existence of Merging Corporation shall cease and the Surviving Corporation shall continue on as Miami Community Charter Schools, Inc. (the "Merger"). The laws of the state of Florida permit the merger of the Merging Corporation and the Surviving Corporation.

3. Articles of Merger. Upon the approval of this Agreement, the Articles of Merger (the "Articles of Merger") shall be duly executed by the authorized persons of the Merging Corporation and the Surviving Corporation and shall be filed with the Secretary of State for the state of Florida.

4. Effective Date. At the Effective Date, the parties hereto shall cause the Merger to be consummated by the filing of Articles of Merger in the form attached hereto as Exhibit A with the Secretary of State of the state of Florida in accordance with the relevant provisions of the laws of the state of Florida. The Merger shall become effective on July 15, 2020 (the "Effective Date") for state law purposes. The Merger shall take effect as of July 1, 2020 at 12:01 a.m. for tax purposes, including the final tax returns for the Merging Corporations.

5. Effects of the Merger. The corporate identity, existence, purposes (as more particularly described on Schedule I attached hereto and made a part hereof), powers, rights, and immunities of Merging Corporation shall be merged into and vested in Surviving Corporation and, except as specifically provided for in this Agreement, including attachments, the corporate identity, existence, name, purposes, powers, rights, and immunities of Surviving Corporation shall continue unaffected and unimpaired by the Merger. Surviving Corporation shall be subject to all



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Merging Corporation's debts, liabilities, and trust obligations in the same manner as if Surviving Corporation had itself incurred them, and all rights of creditors and all liens and trust obligations on or arising from the property of each constituent corporation shall be preserved unimpaired, as long as such liens and trust obligations on the property of Merging Corporation, if any, shall be limited to the property affected by such liens and obligations immediately before the Effective Date.

6. Approval. This Agreement has previously been approved by the Directors of the Merging Corporations and the Surviving Corporation, as evidenced by the Resolutions executed by the Boards of Directors (the "*Resolutions*") of the Merging Corporations (Exhibit B) and the Surviving Corporation (Exhibit C). Subsequent to the execution of this Agreement by the persons authorized by the Resolutions of the Merging Corporation and the Surviving Corporation, the authorized persons shall and are hereby authorized and directed to cause to be executed and filed such documents prescribed by the laws of the state of Florida, and to perform all such further acts as May be necessary or property render effective the merger contemplated by this Agreement.

7. Corporate Name; Articles and Bylaws. From and after the Effective Date, and until changed in accordance with the Surviving Corporation's Articles of Incorporation and its Bylaws, the name of Surviving Corporation shall be **Miami Community Charter Schools, Inc.** Surviving Corporation's Articles of Amendment to Articles of Incorporation are attached hereto as Exhibit D (the *Articles of Incorporation*) and Surviving Corporation's Bylaws shall be amended as of the Effective Date in the form attached hereto as Exhibit E (the *Bylaws*).

8. Initial Board of Directors. As of the Effective Date, the name and address of the Surviving Corporation's Initial Board of Directors are as follows: Ana R. Torres, Director and Chairman, Howard Murphy, Director and Vice Chairman, William Pressman, Director and Secretary, Howard Murphy, Director, Shawn Khosravi, Director.

9. Board Meeting. The first meeting of the Board shall occur within sixty (60) days after the Effective Date.

10. Tax Exempt Status. Both Merging Corporation and Surviving Corporation have been determined by the Internal Revenue Service to be organizations described in the Internal Revenue Code (the "*Code*") Section 501(c)(3), and the parties intend that following the Merger, the Surviving Corporation shall continue to operate in furtherance of the exempt purposes of both the Merging Corporation and the Surviving Corporation so that the Surviving Corporation will continue to be described in the Code Section 501(c)(3).

11. Amendments to Agreement. This Agreement may be amended by agreement of the Boards of Directors of the constituent corporations, including the members of the Merging Corporation, as applicable, at any time before the Effective Date.



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12. Governing Law. This Agreement, and any dispute arising from the relationship between the parties to this Agreement, shall be governed by Florida law.

13. Entire Agreement. This Agreement constitutes the entire agreement of the parties, superseding any prior written or oral agreements between them on the same subject.

14. Counterparts. This Agreement May be executed in any number of counterparts and each such counterpart shall be deemed to be an original instrument, but all of them together shall constitute only one Agreement. The exchange of copies of this Agreement and of signature pages by facsimile or electronic transmission (i.e., email) shall constitute effective execution and delivery of this Agreement and May be used in lieu of the original Agreement for all purposes. Signatures of the parties hereto transmitted by facsimile or electronic transmission shall be deemed to be their original signatures for all purposes.

15. Further Acts. Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out the Merger. Surviving Corporation shall from time to time, as and when requested by Merging Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out the Merger.

[Signatures are on the following page.]



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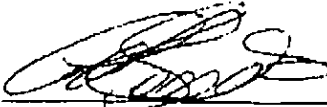
IN WITNESS WHEREOF, the parties have executed this Agreement as of the 14th day of July, 2020.

MERGING CORPORATIONS

MIAMI COMMUNITY CHARTER MIDDLE SCHOOL, INC. a Florida not-for-profit corporation

By: 
Ana R. Torres, Chairman

MIAMI COMMUNITY CHARTER HIGH SCHOOL, INC., a Florida not-for-profit corporation

By: 
Ana R. Torres, Chairman

SURVIVING CORPORATION

MIAMI COMMUNITY CHARTER SCHOOLS, INC., a Florida not-for-profit corporation

By: 
Ana R. Torres, Chairman



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EXHIBIT "A"

Division of Corporations

Articles of Merger



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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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Miami Community Charter Schools, Inc.	Florida	N03000007644

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Miami Community Charter Middle School, Inc.	Florida	N/06000008248
Miami Community Charter High School, Inc.	Florida	N08000007401

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 07 / 20 / 20 (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).

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

(Attach additional sheets if necessary)



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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:

<u>Name</u>	<u>Jurisdiction</u>
Miami Community Charter Schools, Inc.	Florida

The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Miami Community Charter Middle School, Inc.	Florida

Miami Community Charter High School, Inc.	Florida

The terms and conditions of the merger are as follows:

Miami Community Charter Middle School, Inc., Miami Community Charter High School, Inc., and Miami Community Charter School, Inc. shall merge and the surviving corporation shall be called Miami Community Charter Schools, Inc.

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

See Exhibit "A" attached hereto.

Other provisions relating to the merger are as follows:

See Plan of Merger attached hereto as Exhibit "B."


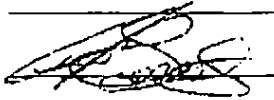
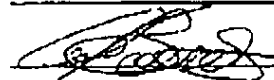


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Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of the chairman/ vice chairman of the board or an officer.</u>	<u>Typed or Printed Name of Individual & Title</u>
Miami Community Charter Schools, Inc.		Ana R. Torres, Chairman
Miami Community Charter School		
Middle School, Inc.		Ana R. Torres, Chairman
Miami Community Charter School		
High School, Inc.		Ana R. Torres, Chairman



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EXHIBIT "B"

Merging Corporations' Written Consents

COPIES OF THESE DOCUMENTS ARE MAINTAINED IN THE SURVIVING CORPORATION'S CORPORATE RECORDS.



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EXHIBIT "C"

Surviving Corporation's Written Consent

COPIES OF THESE DOCUMENTS ARE MAINTAINED IN THE SURVIVING CORPORATION'S CORPORATE RECORDS.



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EXHIBIT "D"

Surviving Corporation Articles of Amendment to Articles of Incorporation

COPIES OF THESE DOCUMENTS ARE MAINTAINED IN THE SURVIVING CORPORATION'S CORPORATE RECORDS.



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EXHIBIT "E"

Surviving Corporations Amended By-Laws

COPIES OF THESE DOCUMENTS ARE MAINTAINED IN THE SURVIVING CORPORATION'S CORPORATE RECORDS.



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