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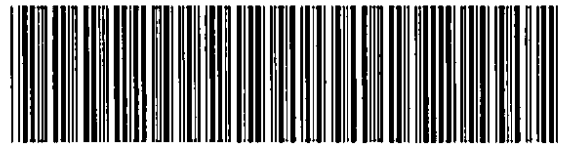
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2018 AUG 23 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FL

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ADVANTAGE ACADEMY OF MIAMI, 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:

BRIAN STRADER

(Contact Person)

CHARTER SCHOOL ASSOCIATES

(Firm/Company)

5471 N UNIVERSITY DR

(Address)

CORAL SPRINGS, FL 33067

(City/State and Zip Code)

For further information concerning this matter, please call:

BRIAN STRADER

(Name of Contact Person)

At (954) 414-5767

(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
OF
THE CHARTER SCHOOL AT WATERSTONE, INC.
INTO
ADVANTAGE ACADEMY OF MIAMI, INC.

FILED

2018 AUG 23 AM 9:04

SECRETARY OF STATE
TALLAHASSEE, FL

1. THE CHARTER SCHOOL AT WATERSTONE, INC. (Document Number N040000001943) a Florida not-for-profit corporation, and ADVANTAGE ACADEMY OF MIAMI, INC. (Document Number N050000008967) a Florida not-for-profit corporation, are parties to a merger, with ADVANTAGE ACADEMY OF MIAMI, INC., being the Surviving Corporation.

2. A true and complete copy of the Plan of Merger is attached hereto as Exhibit "A."

3. No change in the Articles of Incorporation of ADVANTAGE ACADEMY OF MIAMI, INC., being the Surviving Company, shall be effected by the merger.

4. The merger shall be effective beginning at 12:01 a.m., September 1, 2018(referred to in the Plan of Merger as the "Effective Time").

5. The adoption and approval of the Plan of Merger by the vote of the Board of Trustees and the Members of each of THE CHARTER SCHOOL AT WATERSTONE, INC., and ADVANTAGE ACADEMY OF MIAMI, INC., occurred at the duly noticed and attended meetings on the following dates:

Name of Corporation

Date

ADVANTAGE ACADEMY OF MIAMI, INC.

February 8, 2018

THE CHARTER SCHOOL AT WATERSTONE, INC.

February 8, 2018

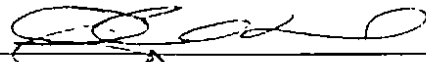
6. The Members of each of THE CHARTER SCHOOL AT WATERSTONE, INC., and ADVANTAGE ACADEMY OF MIAMI, INC., are limited to the members of the Board of Trustees. The vote of approval of the Plan of Merger by the Board of Trustees and the Members of ADVANTAGE ACADEMY OF MIAMI, INC. and THE CHARTER SCHOOL AT WATERSTONE, INC., were as follows:


<u>Name of Corporation</u>	<u>Vote For</u>	<u>Vote Against</u>
ADVANTAGE ACADEMY OF MIAMI, INC.	<u>4</u>	<u>0</u>
THE CHARTER SCHOOL AT WATERSTONE, INC.	<u>4</u>	<u>0</u>

7. The merger provided for herein is permitted under the laws of the State of Florida and has been authorized in compliance with said laws and the Bylaws of the Corporations being merged.

IN WITNESS WHEREOF, THE CHARTER SCHOOL AT WATERSTONE, INC. has caused these Articles of Merger to be executed by its undersigned officer duly authorized, this 8 day of February, 2018.

THE CHARTER SCHOOL AT WATERSTONE, INC.,
a Florida not-for-profit corporation

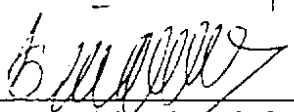
By: 
Shirlynn Webb- Board Chair

By: 
Bassem Iskandarani- Secretary

IN WITNESS WHEREOF, ADVANTAGE ACADEMY OF MIAMI, INC. has caused these Articles of Merger to be executed by its undersigned officer duly authorized this 8 day of February, 2018.

ADVANTAGE ACADEMY OF MIAMI, INC.
a Florida not-for-profit corporation

By: 
Shirlynn Webb- Board Chair

By: 
Bassem Iskandarani- Secretary

PLAN OF MERGER

I. Corporations Proposing to Merge and the Surviving Corporation.

(a) The Corporations proposing to merge are ADVANTAGE ACADEMY OF MIAMI, INC. (ADVANTAGE) a Florida not-for-profit corporation, and THE CHARTER SCHOOL AT WATERSTONE, INC. (WATERSTONE), a Florida not-for-profit corporation (sometimes, collectively referred to herein as the "Corporations," and separately "Corporation").

(b) As of the Effective Time of the merger as specified in the Articles of Merger (referred to herein as the "Effective Time"), THE CHARTER SCHOOL AT WATERSTONE, INC. shall be merged into ADVANTAGE ACADEMY OF MIAMI, INC. in accordance with the applicable laws of the State of Florida and the terms and provisions of this Plan of Merger. ADVANTAGE ACADEMY OF MIAMI, INC. shall be the surviving corporation (referred to herein as the "Surviving Corporation").

(c) ADVANTAGE ACADEMY OF MIAMI, INC., is a Florida not-for-profit corporation organized and existing under Chapter 617, Florida Statutes.

(d) THE CHARTER SCHOOL AT WATERSTONE, INC. is a Florida not-for-profit corporation organized and existing under Chapter 617, Florida Statutes.

II. Terms and Conditions of the Proposed Merger.

(a) The corporate identity, existence, purposes, powers, rights, privileges, immunities and franchises of a public as well as of a private nature of ADVANTAGE ACADEMY OF MIAMI, INC., shall continue unaffected and unimpaired by the merger.

(b) As of the Effective Time, the separate existence of THE CHARTER SCHOOL AT WATERSTONE, INC. shall cease (except to the extent continued by law), and all of the properties (both real and personal), rights, powers, privileges, immunities and franchises, of whatever nature

and description, of a public as well as of a private nature, of THE CHARTER SCHOOL AT WATERSTONE, INC., shall be transferred to, vest in and evolve upon ADVANTAGE ACADEMY OF MIAMI, INC., as the Surviving Corporation, without further act or deed.

(c) From and after the Effective Time, ADVANTAGE ACADEMY OF MIAMI, INC., as the Surviving Corporation, shall be responsible and liable for all of the debts, liabilities and obligations of THE CHARTER SCHOOL AT WATERSTONE, INC., to the extent required by law; and any claim existing and any action or proceeding pending by or against THE CHARTER SCHOOL AT WATERSTONE, INC., may be prosecuted as if the merger had not taken place or, alternatively, ADVANTAGE ACADEMY OF MIAMI, INC., as the Surviving Corporation, may be substituted in the place of THE CHARTER SCHOOL AT WATERSTONE, INC.

(d) If, at any time, ADVANTAGE ACADEMY OF MIAMI, INC., as the Surviving Corporation, shall consider or be advised that any further actions are necessary or desirable to vest, protect or confirm, of record or otherwise, in ADVANTAGE ACADEMY OF MIAMI, INC., as the Surviving Corporation, the title to any properties (both real and personal), powers, rights, privileges, immunities or franchises of THE CHARTER SCHOOL AT WATERSTONE, INC., acquired by reason of the merger, or otherwise to carry out the provisions hereof, the last acting officers of THE CHARTER SCHOOL AT WATERSTONE, INC., or alternatively, the corresponding officers of ADVANTAGE ACADEMY OF MIAMI, INC., as the Surviving Corporation, shall execute and deliver such confirmatory conveyance documents and like instruments, and shall take all such other actions, as shall be deemed necessary or desirable to vest, perfect or confirm title to all of such properties (both real and personal), powers, rights, privileges, immunities and franchises of THE CHARTER SCHOOL AT WATERSTONE, INC., in

ADVANTAGE ACADEMY OF MIAMI, INC., as the Surviving Corporation, and otherwise to carry out the intent hereof.

III. Manner and Basis of Converting the Members of the Merging Corporations into the Members of the Surviving Corporation.

(a) The Members of each of ADVANTAGE ACADEMY OF MIAMI, INC., and THE CHARTER SCHOOL AT WATERSTONE, INC. are limited to each Corporation's Board of Trustees and the Board of Trustees of each Corporation are now the same. Consequently, all of the Members of each of ADVANTAGE ACADEMY OF MIAMI, INC., and THE CHARTER SCHOOL AT WATERSTONE, INC. are the same.

(b) As of the Effective Time, there will be no change in the Members, cancellation of Members or transfer of Members on the Merger of THE CHARTER SCHOOL AT WATERSTONE, INC, into ADVANTAGE ACADEMY OF MIAMI, INC., as a Surviving Corporation. Rather, the Members of ADVANTAGE ACADEMY OF MIAMI, INC., shall remain all of the Members of ADVANTAGE ACADEMY OF MIAMI, INC., as a Surviving Corporation, after the merger, which are all of the present Members of all of the Corporations being merged.

IV. Articles of Incorporation, Bylaws, Officers and Trustees of the Surviving Corporation.

(a) The Articles of Incorporation of ADVANTAGE ACADEMY OF MIAMI, INC., being the Surviving Corporation, constitute the Articles of Incorporation of the Surviving Corporation, unless and until thereafter amended in accordance with the provisions thereof.

(b) On and after the Effective Time, the Bylaws of ADVANTAGE ACADEMY OF MIAMI, INC., as amended immediately before the merger as the Second Amended and Restated Bylaws of ADVANTAGE ACADEMY OF MIAMI, INC., shall be the Bylaws of the Surviving

Corporation unless and until such Bylaws shall be altered, amended or repealed, or until new Bylaws shall be adopted, in accordance with the provisions of such Bylaws.

(c) As of the Effective Time, each current Officer and Trustee of ADVANTAGE ACADEMY OF MIAMI, INC., shall serve as the Officers and Trustees of the Surviving Corporation and shall serve as such until their respective successors are duly elected and have qualified.

V. Other Provisions.

(a) This Plan of Merger may be abandoned by the mutual consent of each of the Boards of Trustees of ADVANTAGE ACADEMY OF MIAMI, INC., and THE CHARTER SCHOOL AT WATERSTONE, INC., at any time before the Effective Time.

(b) The purpose of the statutory merger contemplated in this Plan of Merger is to accomplish a merger of THE CHARTER SCHOOL AT WATERSTONE, INC into ADVANTAGE ACADEMY OF MIAMI, INC., as the Surviving Corporation, pursuant to the applicable provisions of Chapter 607 and 617, Florida Statutes, as amended.