

JUL-26-2006-WED 04:03 PM

MIZELL LAW FIRM, P.A.

FAX No. 941-575-296

P. 003

Division of Corporations

Page 1 of 1

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05 JUL 26 AM 10:00
TALLAHASSEE, FLORIDA

COR AMND/RESTATE/CORRECT OR O/D RESIGN

LAKE SUZY ACADEMY, INC

Certificate of Status	0
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Amended / Restated @ 7.27.06

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July 26, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

LAKE SUZY ACADEMY, INC
12135 SW EGRET CIRCLE
LAKE SUZY, FL 34269

SUBJECT: LAKE SUZY ACADEMY, INC
REF: N06000006560

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

Please accept our apology for failing to mention this in our previous letter.

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

No (period) after (Inc) in the corporate name.

The name of the entity must be identical throughout the document.

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) 245-6964.

Irene Albritton
Document Specialist

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P.O BOX 6327 - Tallahassee, Florida 32314

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MIZELL LAW FIRM P.A.
7/26/2006 9:48

FAX No. 9415759296
PAGE 001/001 P.002
Florida Dept of State



July 26, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

LAKE SUZY ACADEMY, INC
12135 SW EGRET CIRCLE
LAKE SUZY, FL 34269

SUBJECT: LAKE SUZY ACADEMY, INC
REF: N06000006560

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.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Irene Albritton
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DIVISION OF CORPORATIONS

P.O. BOX 6327 - Tallahassee, Florida 32314

H06000188942 3

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LAKE SUZY ACADEMY, INC.**

(A corporation not for profit)

501(c)(3)

The undersigned incorporator pursuant to the provisions of Chapter 617 of the Florida Statutes does hereby adopt the following complete amendment and restatement of the Articles of Incorporation for this Corporation which shall have as its purpose maintaining its current status as a nonprofit corporation under the laws of the State of Florida, and I do hereby subscribe to and adopt the following amendment and restatement as this corporation's articles of incorporation:

ARTICLE I: NAME AND MAILING ADDRESS

The name of this corporation is LAKE SUZY ACADEMY, Inc and its mailing address and principal place of business shall be 12135 SW EGRET CIRCLE, LAKE SUZY, FL 34269.

ARTICLE II: DURATION

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE III: PURPOSES

The purposes for which this corporation is organized are exclusively charitable and educational within the meaning of I.R.C. Section 501(c)(3).

ARTICLE IV: MEMBERSHIP

The membership of this corporation shall consist of those persons as may hereafter be admitted to membership pursuant to the Bylaws of the corporation. Members may be classified into different categories.

**ARTICLE V: INITIAL REGISTERED OFFICE
AND INITIAL REGISTERED AGENT**

The street address of the initial registered office of the corporation is 12135 SW EGRET CIRCLE, LAKE SUZY, FL 34269. The name of the initial registered agent of the corporation is DAVID W. SHEPARD.

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06 JUL 26 AM 10:00
TALLAHASSEE, FLORIDA

H06000188942 3

ARTICLE VI: OFFICERS

Section 1. The officers of the corporation shall be a president, a vice-president, a secretary, a treasurer, and such other officers as may be provided in the Bylaws, all of whom shall be elected by the Board of Directors of the corporation at its annual meeting. Initially, David W. Shepard shall serve as President.

Section 2. Officers of this corporation may also be members of the Board of Directors.

ARTICLE VII: BOARD OF DIRECTORS

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have three initial directors. The number of directors may be changed from time to time by the Bylaws, but shall never be less than three.

Section 2. The directors may be members of the corporation.

Section 3. Members of the Board of Directors shall be elected at the annual meeting of the members and shall hold office in accordance with the Bylaws.

ARTICLE VIII: BYLAWS

The Board of Directors shall adopt such Bylaws for the conduct of its business and the carrying out of its purposes as it may deem necessary, and may from time to time amend, alter, or rescind the same by a simple majority vote of those present at a board meeting called for that purpose, or at a regular board meeting upon notice given, except as otherwise herein provided.

ARTICLE IX: AMENDMENTS

These Articles of Incorporation may be amended by a two-thirds vote of those present at a special meeting of the membership called for that purpose, or at a regular meeting of the membership upon notice given, as provided by the Bylaws, of intention to submit such amendments. However, as there are currently no members who have been admitted this amendment and restatement of the Articles of Incorporation were adopted at a meeting of the Board of Directors and does not contain any amendments which require member approval prior to there being members.

ARTICLE X: DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making adequate provision for the payment of all of the liabilities of the corporation, distribute all of the remaining assets of the corporation to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, religious, educational, and/or scientific purposes and which has established its exempt status under I.R.C. Section 501(c)(3), or the corresponding provisions of any prior or future United States

H06000188942 3

Internal Revenue Code. Any corporate assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, exclusively for said purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes as this corporation is organized.

ARTICLE XI: INDEMNIFICATION

Every officer and director of this corporation shall be indemnified by the corporation against expenses and liabilities, including attorney's fees, reasonably incurred by or imposed on him or her in connection with a proceeding to which he or she is a party or in which he or she is involved because of being or having been a director or officer of this corporation, or a settlement of such proceeding, whether or not he or she is a director or officer at the time the expenses are incurred, unless he or she is adjudged guilty of wilful misfeasance or malfeasance in the performance of his or her duties; but if the settlement is made, the indemnification applies only when the Board of Directors approves the settlement and reimbursement as being in the best interest of the corporation. This indemnification is in addition to and not exclusive of other rights to which the directors or officers are entitled.

ARTICLE XII: PROHIBITED ACTIVITIES

Section 1: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, 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 of this corporation.

Section 2: No substantial part of the activities of the corporation shall be the carrying on of 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 any candidate for public office.

Section 3: Other provisions of these articles of incorporation notwithstanding, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under I.R.C. Section 501(c)(3) or by a corporation contributions to which are deductible under I.R.C. Section 170(c)(2) or the corresponding provisions of any future United States Internal Revenue Code.

ARTICLE XIII: INCORPORATOR

The name and address of the Incorporator is DAVID W. SHEPARD, 12135 EGRET CIRCLE, LAKE SUZY, FL 34269.

H06000188942 3

IN WITNESS WHEREOF, we, the undersigned, being each of the subscribers to these articles, have executed these articles of incorporation this 18th day of July, 2006.

Signed, Sealed and Delivered in the Presence of:

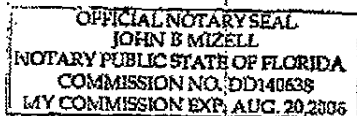
Lyndell A. Doolity
First Witness
Lyndell A. Doolity
Printed Name of First Witness

David W. Shepard
DAVID W. SHEPARD

John B. Mizell
Second Witness
John B. Mizell
Printed Name of Second Witness

State of Florida
County of Charlotte

The foregoing instrument was acknowledged before me this 18th day of July, 2006, by David W. Shepard, as President and incorporator of Lake Suzy Academy, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me, or has produced _____ as identification and did/did not take an oath.



John B. Mizell
Notary Public
John B. Mizell
Printed name of Notary
DD140638
Serial or Commission Number
8/20/06
Commission Expiration Date

H06000188942 3

**CERTIFICATE ACCEPTING REGISTERED AGENT AND
REGISTERED OFFICE FOR THE SERVICE OF PROCESS**


In compliance with § 617.0501 Fla. Stat., the following is submitted:

LAKE SUZY ACADEMY, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation as indicated in its amended and restated Articles of Incorporation at 12135 SW EGRET CIRCLE, LAKE SUZY, FL 34269, has designated DAVID W. SHEPARD, whose street address is 12135 SW EGRET CIRCLE, LAKE SUZY, FL 34269, as its agent to accept service of process within this state.

LAKE SUZY ACADEMY, INC.

ACCEPTANCE

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.


David W. Shepard

H06000188942 3