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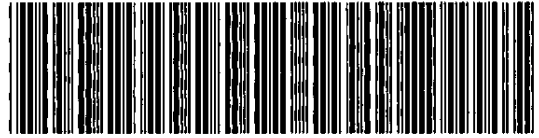
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*Amended & Reslated*

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2010 MAY -4 PM 4: 57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

*ADL*  
*5/2/10*

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STANLEY, LUNNY & GORDON, LLP**

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April 30, 2010

Via Federal Express (Standard Service)

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

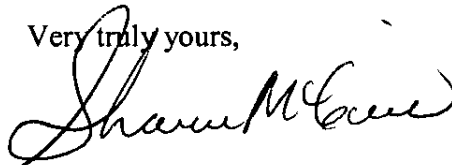
Re: Miami Community Charter Middle School, Inc.  
Document Number: N08000007401

Dear Sir/Madam:

Enclosed for filing please find an original Amended and Restated Articles of Incorporation regarding the above-referenced entity and check number 22061 in the amount of \$35.00 to cover the cost of filing same.

If you have any questions or comments regarding same, please do not hesitate to contact us.

Very truly yours,



Sharon McGuire  
Legal Assistant to William T. Coleman

WTC/shm  
Enclosure  
cc: Client

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
MIAMI COMMUNITY CHARTER MIDDLE SCHOOL, INC.,  
A FLORIDA NOT FOR PROFIT CORPORATION**

**FILED**

2010 MAY -4 PM 4:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME**

The name of the Corporation is Miami Community Charter Middle School, Inc.

**ARTICLE II  
DURATION**

The term of existence of the Corporation is perpetual, and the corporate existence commenced on the filing of these Articles of Incorporation on August 7, 2006 with the Department of State.

**ARTICLE III  
PURPOSE**

The Corporation is organized to receive a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for one or more of the following purposes: charitable, literary, or educational purposes as defined under §501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may hereinafter be amended. The principal purpose of the organization is for educational purposes to operate a public charter middle school to educate students in grades 6, 7 and 8; provided however the Corporation may operate any public charter school for any grade.

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, trustee, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, director, or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(b) No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code §501(h)), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of these articles of incorporation, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation

exempt from Federal income tax under §501(c)(3) of the Internal Revenue Code of 1986 or (ii) by a corporation contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(d) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to undistributed income imposed by §4942 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(e) In the event of the liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary or by operation of law, all of the unencumbered remaining assets and property of the Corporation shall, after distributions to creditors, and to public school board (as required by applicable charter contracts and law), and after necessary expenses, be distributed to organizations which qualify as tax-exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986, as amended.

(f) The Corporation is organized pursuant to the Florida Not For Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes which are consistent with the provisions of § 501 (c)(3) of the Internal Revenue Code, as amended.

#### **ARTICLE IV** **DIRECTORS**

The Corporation shall be governed by its Board of Directors.

There shall be five (5) members of the Board of Directors of the Corporation, unless the applicable Charter Agreement(s) between the Miami-Dade County School Board and the Corporation either: (i) allows or specifies a different number or (ii) is silent on this issue. Any permitted increase or decrease in the number of the members of the Board of Directors shall be as provided for in the bylaws of the Corporation, as amended after these Articles are approved. The terms of the members of the Board of Directors shall be staggered so as to facilitate continuity of the Board.

Please see Article VII pertaining to Control.

#### **ARTICLE V** **PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

At the present time, the principal places of business of the Corporation are at 101 SW Redland Road, Homestead, FL 33034, and 35202 South Dixie Highway, Florida City, Florida, which shall be effective until a new school facility is constructed on vacant land having a current street address of 18720 SW 352 Street, Florida City, Florida, 33304.

At the present time, the principal corporate mailing address of the corporation is 101 SW Redland Road, Homestead, FL 33034, which shall be effective until a new school facility is constructed on vacant land having a current street address of 18720 SW 352 Street, Florida City, Florida, 33304.

The principal place of business and corporate mailing address, when changed, will be reflected in the annual corporate(s) report filed with the Florida Department of State, Division of Corporations.

#### **ARTICLE VI** **MEMBERSHIP**

Unless otherwise provided in the Corporation's Bylaws, the Corporation shall not have any members, and shall be considered a non-membership organization.

#### **ARTICLE VII** **CONTROL**

The Corporation has a public charter school contract with the School Board of Miami-Dade County to operate the Miami Community Charter Middle School (the "Charter Contract"). This Article VII is intended to implement the intent and purposes supporting the Charter Contract. The provisions in this Article control over any contrary provisions in these Articles of Incorporation.

The Charter Contract continues the common vision of the Miami Community Charter elementary school and high school. While the Miami Community Charter elementary, middle, and high schools operate distinctly through separate Florida not for profit corporations, these corporations share the same governing board members to ensure continuity of vision.

The identity of Members of the Board of Directors of this Corporation shall be the same as the Members of the Board of Directors of the Miami Community Charter School, Inc., a Florida Not For Profit corporation. No person may serve as a director of this Corporation who is not a Member of the Board of Directors of the Miami Community Charter School, Inc.

#### **ARTICLE VIII** **NONSTOCK CORPORATION**

The Corporation shall be considered organized on a nonstock basis, and, therefore, certificates of shares of stock in the Corporation shall not be issued.


#### **ARTICLE IX** **BYLAWS**

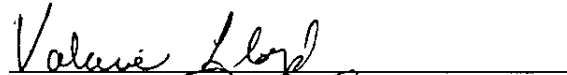
The Bylaws of the Corporation will be adopted by the Board of Directors named herein. Upon proper notice, the Bylaws may be amended, altered, or rescinded by the affirmative vote of fifty-one (51%) percent of the Board of Directors.

**ARTICLE X**  
**AMENDMENTS**

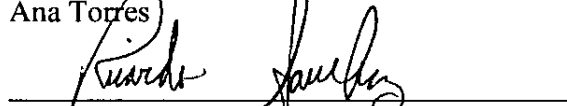
These Articles of Incorporation may be amended at any meeting of the Board of Directors, by the affirmative vote of fifty-one (51%) percent of its members, at any regular meeting or at any special meeting called for that purpose, provided that such proposed amendments shall be plainly stated in the call for the meeting in which they are to be considered. No amendment to these Articles which may conflict with any portion of the applicable Charter Agreement(s) will be effective until either the applicable Charter Agreement is amended or the School Board of Miami-Dade County consents to same.

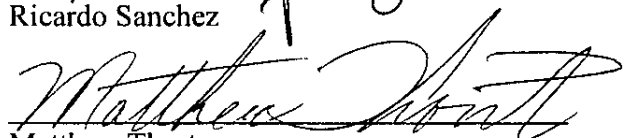
IN WITNESS WHEREOF, we the directors of the Corporation have subscribed our names this 27 day of April, 2010.

  
\_\_\_\_\_  
Michelle Diaz

  
\_\_\_\_\_  
Valarie Lloyd

  
\_\_\_\_\_  
Ana Torres

  
\_\_\_\_\_  
Ricardo Sanchez

  
\_\_\_\_\_  
Matthew Thornton  
K

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These amended and restated articles were adopted by the directors on April 27, 2010. There are no members with voting rights.