



October 30, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CASABLANCA ACADEMY, INC.
3850 N 31ST TERRACE
HOLLYWOOD, FL 33021

SUBJECT: CASABLANCA ACADEMY, INC.
REF: N08000000006

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.

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.

If the Restated Articles were adopted by the directors and do not contain any amendments requiring member approval, a statement to that effect must be contained in the document.

Please delete the reference to the by-laws on the last page under written consent.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Regulatory Specialist II

FAX Aud. #: H09000230670
Letter Number: 709A00034455

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CASABLANCA ACADEMY, INC.**

The undersigned, for the purpose of forming a non-profit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Amended and Restated Articles of Incorporation:

**Article 1
NAME**

The name of the Corporation is: **CASABLANCA ACADEMY, INC.**

**Article 2
ADDRESS OF PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and mailing address of the Corporation is

CasaBlanca Academy, Inc.
3850 N. 31st Terrace
Hollywood, Florida 33021

**Article 3
NOT FOR PROFIT**

The Corporation is a not-for-profit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation shall inure to the benefit of, or be distributable to, the directors or officers of the Corporation, or to any private person, except to the extent permissible under law and under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (the "Code"). The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes as set forth herein. If the Corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation, and no part of the income or assets of the Corporation shall be distributable to or for the benefit of its members, except to the extent permissible under law and under Section 501(c)(3) of the Code.

**Article 4
DURATION**

The duration of the Corporation is perpetual.

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Article 5
PURPOSES

The Corporation is organized, and shall be operated exclusively for, the following purposes:

1. The formation and operation of a school (the "School") for children focusing on children with developmental disabilities including autism spectrum disorder ("Developmental Disabilities").
2. To own, lease and operate any and all real and personal, tangible and intangible property that is advisable and helpful to the operation of the School.
3. To grant scholarships or other financial aid to students of the School.
4. To hire, employ and contract with personnel who are advisable and helpful to the operation of the School.
5. To organize and sponsor educational activities, academic meetings, panels and forums that promote the interdisciplinary investigation of the Developmental Disabilities that affect children and the encouragement of developing therapies and treatments for them.
6. Administration of juried awards to recognize achievement in furthering knowledge regarding Developmental Disabilities.
7. To provide scholarships to promising graduate and undergraduate students in university programs that emphasize the training of teachers and therapists for children with Developmental Disabilities.
8. To provide grants to conduct research that advances the theories regarding the treatment of children with Developmental Disabilities and its practical applications.
9. To offer internships and field experiences to students and professionals who are working with individuals who have Developmental Disabilities.
10. To exercise all the powers conferred by law upon corporations not for profit, to the extent that such powers are not in conflict with the purposes of the Corporation.
11. To operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of Code or corresponding provisions of any future United States internal revenue law.

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12. To contract and be contracted with, and to sue and be sued.
13. To adopt and use a corporation seal containing the words "corporation not for profit", if desired and deemed necessary; but, this shall not be compulsory unless required by law.
14. To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.0302 of the Florida Statutes.
15. All of the above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Corporation.
16. Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised, construed and limited in their application to accomplish the purposes for which this Corporation is formed.
17. This Corporation will not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any future United States internal revenue law; or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or any other corresponding provision of any future United States internal revenue law.

Article 6
BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of directors constituting the initial Board of Directors is three (3). The number of directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). The Bylaws may provide for ex officio directors, honorary directors and their rights and privileges. The Bylaws may also provide for an Advisory Board and its rights and privileges. The initial directors are elected by the Incorporator. Thereafter, each Director shall be elected by a majority vote of the remaining Directors in the manner and at the times set forth in the Bylaws.

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Article 7
INCORPORATOR

The name and address of the sole Incorporator of the Corporation is:

James H. Barrett
Baker & McKenzie LLP
1111 Brickell Avenue, Suite 1700
Miami, Florida 33131

Article 8
BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Directors, and may be altered amended or rescinded by a majority vote of the Directors.

Article 9
AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida by a majority of the Board of Directors.

Article 10
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is: 1111 Brickell Avenue, Suite 1700 (Baker & McKenzie LLP), Miami, Florida 33131 and the name of its initial Registered Agent at that address James H. Barrett.

Article 11
DISPOSITION OF ASSETS

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by transferring such assets to such organizations which are exempt under Section 501(c)(3) of the Code and are engaged in activities of the type described in Article 6 above, as the Board of Directors shall determine. Any of such 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,

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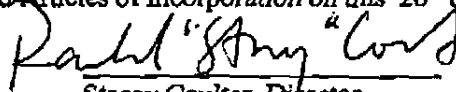
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exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

Article 12
NONDISCRIMINATORY POLICY

The Casablanca Academy admits students of any race, color, national and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the school. It does not discriminate on the basis of race, color, national and ethnic origin in administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other school-administered programs.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator of this corporation has signed these Amended and Restated Articles of Incorporation on this 26th day of October, 2009.



Stacey Coulter, Director

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**CERTIFICATE OF DESIGNATION/
ACCEPTANCE BY REGISTERED AGENT**

Pursuant to the provisions of Florida Statutes Chapter 617, the undersigned corporation organized under the not for profit laws of the State of Florida submits the following statement in designating the registered office and registered agent of the Corporation in the State of Florida.

1. The name of the corporation is CasaBlanca Academy, Inc.
2. The name and address of the registered agent and registered office James H. Barrett, Baker & McKenzie LLP, 1111 Brickell Avenue, Suite 1700, Miami, Florida 33131

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: October 26, 2009



Registered Agent

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**WRITTEN CONSENT
OF PRINCIPALS OF
CASABLANCA ACADEMY, INC.**

The undersigned Principals, constituting a majority of the directors of **CASABLANCA ACADEMY, INC.**, a Florida corporation (the "Corporation"), hereby consent to the adoption of the following resolutions in lieu of holding a meeting of the Principals of the Corporation.

WHEREAS, the initial Principals were James H. Barrett and Dr. Rachel Coulter; and

WHEREAS, the Principals wish to name a new board of directors and modify the Corporation's bylaws and articles of incorporation that, among other things, abolish the Company's Principals.

WHEREAS, the Amended and Restated Articles of Incorporation were adopted by the Board of Directors on October 25, 2009.

NOW THEREFORE:

BE IT RESOLVED that the Corporation hereby names the following individuals to serve as directors of the Corporation: Dr. Michael Alessandri, Dr. Rachel Coulter, Suzanne DeWitt, Aileen MacGregor and Elio Martinez.

BE IT RESOLVED that the Corporation shall adopt the articles of incorporation attached hereto as Exhibit A.

BE IT FURTHER RESOLVED that the President of the Corporation be and she is hereby authorized and directed to take all actions reasonably necessary to effect the foregoing resolutions.

This Written Consent may be executed in one or more counterparts.

IN WITNESS WHEREOF, this Written Consent is executed to be effective as of October 25, 2009.



James H. Barrett



Dr. Rachel Coulter