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THE ACADEMIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
THE ACADEMIES, INC.**

THE ACADEMIES, INC., a Florida not-for-profit corporation (the "Corporation"), hereby certifies as follows:

1. The Articles of Incorporation are hereby amended by deleting the present form of Article I, Name, and by substituting in lieu thereof, the following:

"The name of the Corporation shall be **PEPIN ACADEMIES SUPPORT SERVICES, INC.** Pending any change authorized by the Corporation's Board of Directors, its mailing address shall be 3916 East Hillsborough Avenue, Tampa, Florida 33610."

2. The Articles of Incorporation of the Corporation are hereby amended by deleting the present form of Article III, and by substituting, in lieu thereof, the following:

"The Corporation shall be organized exclusively as a non-profit, tax exempt organization under Sections 501(c)(3) and 509(a)(3) of the U.S. Internal Revenue Code of 1986, as amended (the "Code"), and shall be operated exclusively for the following exempt purposes:

(a) to perform the functions of, or to carry out the purposes of one or more specified organizations described in Section 509(a)(1) or (2) of the Code;

(b) to support, assist in performing the functions of, provide financial, management, curriculum related research and development training, community outreach, and administrative services for the supported organizations it serves in order to enable one or more Florida "charter schools" within the meaning of Florida Statutes Section 228.056 (or any successor provision thereto) operate and carry out their educational objectives under the name "Pepin Academies" (the "Pepin Academies Schools"), and perform its charitable activities under §501(c)(3) of the Code;

(c) to support the Pepin Academies Schools in providing educational opportunities to learning disabled students for grades kindergarten through twelve and to assist such students in effectively making the transition to the 21st century workforce, assist in the recruitment of, training and continuing education of teachers and staff that will serve such students;

(d) to solicit gifts, contributions, donations and bequests to carry out the purposes of the Corporation and make grants and gifts to support the Pepin Academies Schools;

(e) to borrow money and issue evidences of indebtedness in furtherance of any or all of the purposes of the Corporation;

(f) to act as trustee under any trust or endowment incidental to the principal objects of the Corporation, and in connection therewith to enter into any kind of activity and to perform and carry out contracts of any kind necessary to or in connection with or incidental to the accomplishment of any one or more of the non-profit purposes of the Corporation;

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(g) to operate exclusively as an organization which qualifies under Section 509(a)(3) of the Code;

(h) no part of the funds of the Corporation shall inure to the benefit of any private individual, and no part of the activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or of participating in any political campaign on behalf of any candidate for public office;

(i) the Corporation is not organized for pecuniary profit, nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any individual and the balance, if any, of all money received by the Corporation from its operations, after the payment in full of all debts and obligations of the Corporation of whatever kind and nature, shall be used and distributed exclusively to organizations that qualify under Section 509(a)(1) or (2) of the Code;

(j) the Corporation shall have the power to acquire and hold title in fee simple, in trust, acquired by gifts, or otherwise, to both real and personal property, and to improve, encumber, sell, convey, use, lease, mortgage, and dispose of all such property in conformity with the Bylaws of the Corporation;

(k) the Corporation shall further be authorized to invest, reinvest, and administer the principal or the income of the Corporation's assets in such manner as, in the judgment of the Board of Directors, will best promote the purposes of the Corporation and shall be further authorized to exercise each and every power and right granted to a not-for-profit corporation under the laws of the State of Florida as may be necessary for the furtherance of its purposes; all in accordance with its Bylaws or as the same may be hereafter modified or amended; provided, however, that such activities conform to the provisions of Section 509(a)(3) and Section 501(c)(3) of the Code."

3. The Articles of Incorporation of the Corporation are hereby amended by adding Article XII, as follows:

"The Corporation has a policy of racial nondiscrimination as to students, fellows and employees, and therefore does not discriminate against applicants, students, fellows or employees on the basis of race, color, national or ethnic origin in the administration of any policy or program."

4. The foregoing amendment shall become effective as of the close of business on the date these Articles of Amendment are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

5. The foregoing amendment to the Corporation's Articles of Incorporation has been duly adopted by the Board of Directors of the Corporation at a meeting duly called, properly noticed and held on November 21, 2013, in accordance with the provisions of Section 617.1002, Florida Statutes, at which a quorum was present and approved the Resolution adopting the amendment, a copy of which is duly recorded in the minutes of the Corporation and is in full force and effect on this date.

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IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be prepared under the signature of its President this 22 day of November, 2013.

THE ACADEMIES, INC.

By: 

Patricia Scolaro, President