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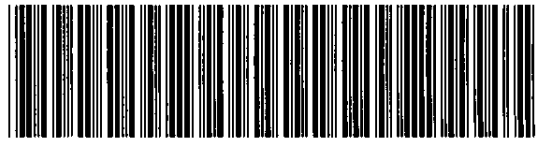
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*Amended &
Restated Articles*

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
15 MAR 31 PM 3:41
NOTED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

FILED
2015 MAR 31 PM 4:07
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

*DR
1/15*

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

OXBRIDGE ACADEMY FOUNDATION,

INC.

Signature _____

Requested by: Seth

03/31/15

Name

Date

Time

Walk-In

Will Pick Up

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ ☒ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
OXBRIDGE ACADEMY FOUNDATION, INC.**

FILED
2015 MAR 31 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1007, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following Restated Articles of Incorporation.

ARTICLE 1

NAME

The name of this corporation shall be Oxbridge Academy Foundation, Inc. (the "Corporation").

ARTICLE 2

ADDRESS OF PRINCIPAL OFFICE

The address of the principal office of the Corporation shall be 3151 N. Military Trail, West Palm Beach, Florida 33409.

ARTICLE 3

PURPOSES AND POWERS

This Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax code, hereinafter the "Code" including, but not limited to, operating an independent college preparatory school for young men and women in grades 9-12; and the making of distributions to or on behalf of organizations which qualify as exempt organizations under section 501(c)(3) of the Code.

The Corporation shall have all the rights and powers customary and proper for tax exempt not-for-profit corporations, including the powers specifically enumerated in Section 617.0302 of the Florida Statutes as amended. The Corporation shall have the power to hold or administer property for the purposes stated in this Article 3, including the power to act as trustee.

Notwithstanding any other provision of these articles, the Corporation shall 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, (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

RM

ARTICLE 4

DIRECTORS

The Board of Directors shall be elected as provided for in the Bylaws of the Corporation.

ARTICLE 5

MEMBERS

The Member(s) shall be elected as provided for in the Bylaws of the Corporation.

ARTICLE 6

OFFICERS

The Officer(s) shall be elected as provided for in the Bylaws of the Corporation.

ARTICLE 7

TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE 8

NONDISCRIMINATORY POLICY

This Corporation, including all of its educational programs and sponsored activities admits participants of any race, color and national or ethnic origin, to all the rights, privileges, programs and activities generally accorded or made available to other participants in any of its educational or sponsored programs. It does not discriminate on the basis of race, color, national or ethnic origin in administration of its educational policies, admissions policies, scholarships and loan programs, athletic and other educational or sponsored programs.

ARTICLE 9

REGISTERED AGENT

The Registered Agent upon whom service of process against this Corporation may be made is Paul R. Alfieri, P.L. The Registered Agent and the Corporation's registered office are located at 5143 NW 42 Terrace, Coconut Creek, Florida 33073.

ARTICLE 10

EARNINGS AND ACTIVITIES

The income and assets of the Corporation shall be irrevocably dedicated to its exclusive purposes. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 set forth in Article 3 hereof.

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 or in opposition to any candidate for political office.

The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE 11

DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, shall dispose of all the assets of the Corporation exclusively to an organization or organizations organized and operated exclusively for charitable, religious, educational or scientific purposes as shall qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine or shall be distributed to the federal government, or to a state or local government. Any such assets not disposed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is located, 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

AMENDMENTS

Amendments to the Articles of Incorporation shall be adopted by a majority vote of the Board of Directors currently in office at any regular or special meeting called for that purpose and ratified by the Member(s) of the Corporation.

SIGNATURES ARE ON THE FOLLOWING PAGE

CERTIFICATE

1. This restatement contains amendments to the Articles of Incorporation that require Member approval.
2. The Restated Articles of Incorporation as set forth above constitute all of the Articles of Incorporation of Oxbridge Academy Foundation, Inc. as amended.
3. The date of adoption of the amendments was the 10th day of March, 2015.
4. The amendments were adopted by the Members and the Board of Directors; and the number of votes cast for the amendments was sufficient for approval.

IN WITNESS WHEREOF we hereunto set our hands and seals, acknowledged and filed the foregoing restated Articles of Incorporation under the laws of the state of Florida, this 10th day of March 2015.


Robert C. Parsons, President

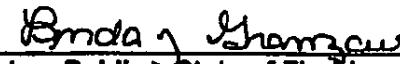
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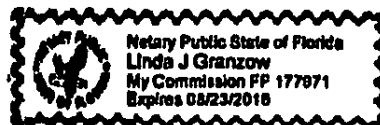

Richard P. Callahan, Secretary

STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on the 10th day of March, 2015, before me, the undersigned authority, personally appeared Robert C. Parsons as President and Richard P. Callahan as Secretary, both well known to me and known to be the persons described in and who executed the foregoing instrument, or presenting FLDL C45D 755 44 387 D as Identification, and they severally acknowledge the execution of said instrument for the uses and purposes therein expressed, and that they were natural persons competent to contract.


Notary Public - State of Florida
Linda J. Granzow



REGISTERED AGENT CERTIFICATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091 and 617.0501, Florida Statutes, the following is submitted in compliance with said statutes:

That **Oxbridge Academy Foundation, Inc.**, having been organized under the laws of the State of Florida Not-For-Profit Corporation Act, with its principal office, as indicated in the Amended and Restated Articles of Incorporation at **3151 N. Military Trail, West Palm Beach, Florida 33409** has named **Paul R. Alfieri, P.L.**, its registered agent; and **5143 NW 42 Terrace, Coconut Creek, Florida 33073** as the place where service of process may be served within this state.

That this designation has been duly approved by a resolution of the Corporation's Board of Directors as applicable under Florida Statute.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby acknowledge that I am familiar with and accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

Dated the 10th day of March, 2015.

Paul R. Alfieri, P.L.,
Registered Agent

By: 

Paul R. Alfieri, Esq.