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Amended & Restated Articles

3-5-10

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March 2, 2010

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: My Choice Academy, Inc.
FEI #: N09000007162

Dear Sir/Madam:

Per your letter of February 25, 201, enclosed please find the original and one copy of Articles of Amendment with reference to the above-captioned Not-for-Profit Corporation with the requested changes, along with a copy of your letter.

Please file same effective the date of filing and return the date-stamped copy to me in the self-addressed stamped envelope provided.

If you should have any questions or require any additional information, please feel free to contact me at (561) 832-5900. Thank you for your cooperation in this matter.

Sincerely,



Mindy R. Elkins
Legal Assistant to Jerald S. Beer, Esq.

JSB/mre
Encl.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

**MY CHOICE ACADEMY, INC.
(N09000007162)**

FILED
2010 MAR -4 PM 4:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to §617.1002 and §617.0821 of the Florida Statutes, MY CHOICE ACADEMY, INC., a Florida not for profit corporation organized and existing under the laws of the State of Florida, hereby adopts, acknowledges and files the following Amended and Restated Articles of Incorporation.

ARTICLE I

Name and Address

The name of the Corporation shall be MY CHOICE ACADEMY, INC. The principal office and mailing address of the Corporation shall be 5241 West Lakes Drive, Deerfield Beach, Florida 33442.

ARTICLE II

Duration

This corporation shall commence existence on the date of the execution and acknowledgment of these Articles if permitted by law; if not, then on the date of filing. This Corporation shall exist perpetually thereafter, unless sooner dissolved according to law.

ARTICLE III

Purposes

The principal objectives and purposes for which this Corporation is formed are as follows:

A. To establish a not for profit organization to raise money through donations, charitable contributions and other fund raising functions for the purpose of providing quality educational foundations for students in grades K-12 that focus on instilling values of self-worth and integrity benefiting the student's self image by enhancing their long term academic goals in a more

traditional formal educational setting; and to provide community education about the needs and issues of children in the furtherance of the tax exempt purposes of this corporation, and for related purposes ancillary thereto.

B. The purpose for which the Corporation is organized are exclusively religious, charitable, scientific, literary and education within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

C. Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Code.

ARTICLE IV

Membership

This Corporation shall be organized on a nonstock basis and shall not issue shares of stock. The Corporation shall have no members, unless one or more classes of membership are created in the bylaws.

ARTICLE V

Management of Corporate Affairs

A. **Board of Directors.** The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The Corporation shall have at least three (3) directors or such lesser number as may be allowed by applicable law. The number of directors herein provided for may be changed pursuant to Florida Statutes by a bylaw duly adopted by the Board of Directors. Directors shall be elected annually by a majority vote in accordance with the bylaws of the Corporation.

B. **Elective Officers.** The officers of this Corporation shall be a president, secretary and treasurer. Other offices and officers may be established or appointed by the Board of Directors of the Corporation at any regular or annual meeting. The qualifications, the time and manner of electing or appointing, the duties of, the term of office, and the manner of removing officers shall be as set forth in the bylaws.

C. **Committees.** The Corporation shall have such standing and other committee as may be set forth in the Corporation's bylaws or as may be appointed from time to time by the Board of Directors or officers of the Corporation.

ARTICLE VI

Location of Registered Agent

The name and address of the Corporation's registered agent in the State of Florida is:
Jerald S. Beer, Esq., 515 North Flagler Drive, 18th Floor, West Palm Beach, Florida 33401

ARTICLE VII

Bylaws

Bylaws, if not already adopted, will be hereinafter adopted at the next meeting of the Board of Directors. Such bylaws may be amended, altered, rescinded or replaced, in whole or in part, by the Board of Directors in the manner provided therein. Any amendments to the bylaws shall be binding on all members of the Corporation.

ARTICLE VIII

Amendment of Articles

Amendments to these Articles of Incorporation may be adopted at a meeting of the Board of Directors by a majority vote of the Directors then in office.

ARTICLE IX

Indemnification and Limitation of Liability

The Corporation shall indemnify any officer or directors, or any former officer or director of the Corporation, to the fullest extent permitted by law. The private property of any members shall not, unless otherwise provided by the law, be subject to the payment of the corporate debts to any extent whatsoever.

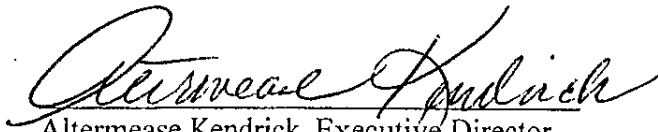
ARTICLE X

Dissolution

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any Federal tax code, to any organization with a similar Section 501(c)(3) exempt purpose as determined by the Corporation's last Board of Directors; if no such organization shall exist in the opinion of the such last Board of Directors, then distribution shall be made to any

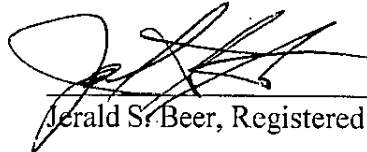
Section 501 (c)(3) organization; if none shall be selected by the Board of Directors then to a Federal, State or local government or governmental agency for a public purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, in the county in which the principal office of the organization is then located, exclusively for such purposes; no assets shall inure to the private benefit of any person.

IN WITNESS WHEREOF, the undersigned officer makes and files these Amended and Restated Articles of Incorporation, adopted and approved on or about July 24, 2009 by a majority of all the directors of the corporation as there are no members or members entitled to vote on the amendment, hereby declaring and certifying that the facts herein stated are true effective the 24th day of July, 2009.


Altermease Kendrick, Executive Director

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Amended and Restated Articles, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.


Gerald Sr. Beer, Registered Agent