

N09000007476

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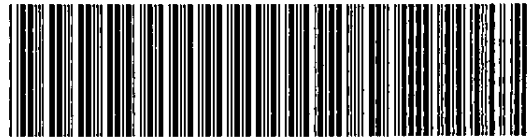
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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Lutz Preparatory School, Inc.

DOCUMENT NUMBER: NO900000 7476

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Timothy Taylor
(Name of Contact Person)

(Firm/ Company)

100 S. Ashley Drive, Suite 890
(Address)

Tampa FL 33602
(City/ State and Zip Code)

tmurray@mail.vcf.edu
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Tom Murray at (813) 480-5490
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|---|--|
| ☐ \$35 Filing Fee | ☐ \$43.75 Filing Fee &
Certificate of Status | ☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | ☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|--|--|---|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

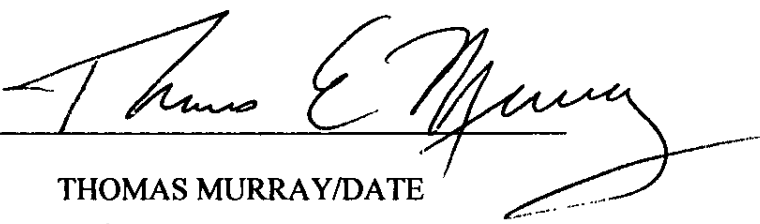
Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

DECLARATION STATEMENT

THE ATTACHED IS A COMPLETE AND CORRECT COPY OF THE ARTICLES OF
RESTATEMENT OF ARTICLES OF INCORPORATION AND IT CONTAINS ALL THE
POWERS, PRINCIPLES, PURPOSES, FUNCTIONS, AND OTHER PROVISIONS BY
WHICH WE CURRENTLY GOVERN OURSELVES.

A COPY HAS BEEN FILED WITH THE FLORIDA SECRETARY OF STATE ON THE 21ST
DAY OF JANUARY, 2011.

BY:


THOMAS MURRAY/DATE

CHAIRPERSON

**ARTICLES OF RESTATEMENT
OF
ARTICLES OF INCORPORATION**

LUTZ PREPARATORY SCHOOL, INC.

LUTZ PREPARATORY SCHOOL, INC., a corporation not for profit organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend and restate its Articles of Incorporation in accordance with the requirements of Chapter 617, Florida Statutes, does hereby certify as follows:

1. The name of the Corporation is **LUTZ PREPARATORY SCHOOL, INC.** and its Document Number is **N09000007476**.
2. The Corporation does not have any members. The restatement set forth in these Articles of Restatement does not contain any amendment to the Articles of Incorporation of the Corporation requiring member approval.
3. These Articles of Restatement, and the restatement and all amendments set forth herein, have been approved by the board of directors of the Corporation by way of unanimous written consent of the directors on January 16, 2011.
4. The Articles of Incorporation of the Corporation are hereby amended by deleting in their entirety the Articles of Incorporation of the Corporation, as currently in effect, and replacing such Articles of Incorporation with the Amended and Restated Articles of Incorporation beginning on the immediately following page.
5. These Articles of Restatement shall become effective upon filing by the Department of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned duly authorized officer of the Corporation has executed these Articles of Restatement of the Articles of Incorporation of **Lutz Preparatory School, Inc.**, this 21st day of January, 2011.

LUTZ PREPARATORY SCHOOL, INC.,

By: Thomas E. Murray 1/18/11
Print: THOMAS E. MURRAY Date
Title: Thomas Murray, President

AMENDED & RESTATED ARTICLES OF INCORPORATION

LUTZ PREPARATORY SCHOOL, INC.

Article 1

Name

The name of the corporation established and governed hereby (the "Corporation") is:

LUTZ PREPARATORY SCHOOL, INC.

Article 2

Commencement and Term of Existence

The Corporation's existence commenced as of July 28, 2009, that being the effective date for the commencement of its existence as set forth in its original Articles of Incorporation as filed August 3, 2009 with and by the Florida Department of State. The Corporation shall exist perpetually unless and until dissolved in accordance with law.

Article 3

Overriding Charitable and Educational Purposes

The Corporation is organized exclusively for charitable and educational purposes, including for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Article 4

Specific Business Purposes

Subject to the overriding charitable and educational purposes set forth in Article 3, the specific business purposes for which the Corporation is formed are as follows:

- (a) To establish and operate a school in Hillsborough County, Florida (the "School").
- (b) To establish and operate the School, subject to approval and subject to prior satisfaction of all applicable requirements, as a Hillsborough County Charter Elementary School.

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TALLAHASSEE, FLORIDA

Article 5

Powers

The Corporation shall have all powers granted to a corporation under the Florida Not For Profit Corporation Act, including all the powers necessary to accomplish its purposes as well as the power to do all things necessary, proper and consistent with maintaining its tax-exempt status under the Internal Revenue Code of 1986 (or the any future Federal tax code).

Article 6

Restrictions and Limitations

This Article and the following paragraphs supersede and prevail over every other provision of these Articles of Incorporation:

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director or officer of the Corporation or any member of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no director or officer of the Corporation nor any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

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

(c) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(f) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(g) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(d)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

(h) Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, 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, 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 7 **Board of Directors**

The business and affairs of the Corporation shall be managed by its directors, who together shall constitute the Corporation's board of directors ("Board of Directors"). The number of directors shall be established from time to time in accordance with the Bylaws, but shall never be fewer than three. The Board of Directors may exercise all powers of the Corporation and do all acts and things as are permitted by law, these Articles of Incorporation and the Corporation's Bylaws. The method of election or appointment of directors of the Corporation shall be as set forth in the Bylaws of the Corporation.

Article 8 **Officers**

The Corporation shall have such officers as may be appointed by the Board of Directors, at any time and from time to time, in accordance with the Bylaws of the Corporation. No persons shall be authorized to act for the Corporation except as specifically provided by the Board of Directors, by law, or under the Corporation's Bylaws.

Article 9

Bylaws

The Board of Directors shall adopt Bylaws of the Corporation for the conduct of its business and for the carrying out of its purposes. The power to alter, amend or repeal Bylaws as the Board of Directors may deem necessary from time to time, or to adopt new Bylaws, is vested solely in the Board of Directors in the sole and absolute discretion of the directors. The Bylaws of the Corporation shall be for the government of the Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the Corporation; provided, however, that the Bylaws shall not be inconsistent with or contrary to, but shall be subordinate to, the provisions of these Articles of Incorporation, including as hereafter amended, and the laws of the State of Florida and of the United States.

Article 10

No Members or Stock

The Corporation does not and shall not have any members or owners, equity or otherwise. This Corporation shall not issue, nor permit nor suffer the issuance or creation of, any stock or other equity or similar interest in the Corporation.

Article 11

Principal Office and Mailing Address

The street address of the current principal office and the mailing address of the Corporation as of the time of execution of these Articles are as currently on file with the Florida Department of State, the same being:

Principal Address	Mailing Address
P.O. Box 1656, Lutz FL 33548	P.O. Box 1656, Lutz FL 33548

Article 12

Registered Agent and Registered Office

As of the effective time of these Articles, the address of the registered office of the Corporation, and the registered agent of the Corporation at such office, are as currently on file with the Florida Department of State, the same being:

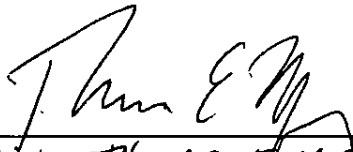
Registered Agent	Registered Office
Timothy Taylor	100 S. Ashley Drive, STE 890, Tampa FL 33602

The Corporation shall have the right to change such registered agent and/or such registered office at any time and from time to time as provided by law.

* * * * *

IN WITNESS WHEREOF, the undersigned duly authorized officer of the Corporation has executed these Articles of Restatement of the Articles of Incorporation of **Lutz Preparatory School, Inc.**, this 21st day of January, 2011.

LUTZ PREPARATORY SCHOOL, INC.,

By: 
Print: THOMAS E. MURRAY Date 1/18/11
Title: Thomas Murray President