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Rumberger
KIRK & CALDWELL

September 10, 2009

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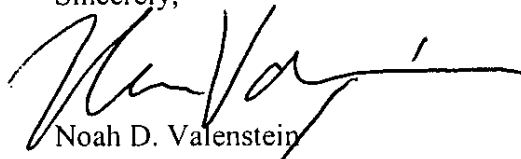
VIA HAND DELIVERY

Re: New Corporation: Florida School for Integrated Academics and Technologies South Dade, Inc.
Our File No.: S415-109878

To Whom It May Concern:

Please find enclosed the original and a copy of Florida School for Integrated Academics and Technologies South Dade, Inc.'s **Articles of Incorporation, Bylaws, and Action by Sole Incorporator In Lieu of Meeting** to initiate the new corporation. Also enclosed is a check in the amount of \$78.75 for the filing fee, including the amount for a certified copy of the documents. If you have any questions or need additional information, please contact me.

Sincerely,



Noah D. Valenstein

NDV/eml

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**ARTICLES OF INCORPORATION
OF
FLORIDA SCHOOL FOR INTEGRATED
ACADEMICS AND TECHNOLOGIES SOUTH DADE, INC.**

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

THE UNDERSIGNED, acting as sole incorporator of **FLORIDA SCHOOL FOR INTEGRATED ACADEMICS AND TECHNOLOGIES SOUTH DADE, INC.** (the "Corporation"), under the Florida Not-for-profit Corporation Act (Chapter 617 of the Florida Statutes), hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

Name

The name of the Corporation is **FLORIDA SCHOOL FOR INTEGRATED ACADEMICS AND TECHNOLOGIES SOUTH DADE, INC.**

ARTICLE II

Principal Office and Mailing Address

The location of the principal office of the Corporation is 215 South Monroe Street, Suite 130, Tallahassee, FL 32301-7721. The mailing address of the Corporation is 217 Escondido Avenue, Suite 7, Vista, California, 92084. The location of the principal office and mailing address shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

ARTICLE III

Initial Registered Office and Agent

The address of the initial Registered Office of the Corporation is 215 South Monroe Street, Suite 130, Tallahassee, FL 32301-7721, and the initial Registered Agent at such address is Rumberger, Kirk & Caldwell, P.A.

ARTICLE IV

Purposes

The Corporation is organized and shall be operated exclusively for charitable, religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (hereinafter the "Internal Revenue Code"); to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes. Specifically, the activities of the Corporation will include the operation of charter schools in the State of Florida.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by

a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE V

Powers

The Corporation shall have all powers conferred upon not-for-profit corporations organized under Chapter 617 of the Florida Statutes and any successor provisions thereto now enacted or hereafter amended, but shall exercise such powers only in fulfillment of its above-stated purposes.

The Corporation shall not engage in any of the following activities:

(1) The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

(2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda or otherwise attempting to influence legislation to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Internal Revenue Code.

(3) No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.

At any time when the Corporation is or becomes a "private foundation" within the meaning of Section 509(a) of the Internal Revenue Code (the "Code") and Section 617.0835 of the Florida Statutes, the following additional limitations on the Corporation's activities shall apply:

(1) The Corporation shall distribute, for one or more of the purposes specified in these Articles of Incorporation, for each taxable year, amounts at least sufficient to avoid liability for the tax on undistributed income imposed by Code Section 4942(a).

(2) The Corporation shall not engage in any act of self-dealing as defined in Code Section 4941(d), which would give rise to any liability for the tax imposed by Code Section 4941(a).

(3) The Corporation shall not retain any excess business holdings, as defined in Code Section 4943(c), which would give rise to any liability for the tax imposed by Code Section 4943(a).

(4) The Corporation shall not make any investments in such manner as to subject it to the tax under Code Section 4944.

(5) The Corporation shall not make any taxable expenditures, as defined in Code Section 4945(d), which would give rise to any liability for the tax imposed by Code Section 4945(a).

ARTICLE VI

Member

The Corporation shall have as its sole member New Education For the Workplace, Inc., a nonprofit public benefit organization organized under the California Nonprofit Public Benefit Corporation Law and exempt from federal income taxation under Section 501(c)(3) of the Code (the "Member"). The Member shall have such rights and powers as are specified in these Articles of Incorporation, in the Bylaws of the Corporation, and in the Florida Statutes, as the same may be amended from time to time.

ARTICLE VII

Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors, subject to any limitations set forth under the laws of the State of Florida, these Articles of Incorporation or the Bylaws of the Corporation. The number and manner of election or appointment of Directors and their terms of office shall be as provided in the bylaws. The initial Directors shall be appointed by the Incorporator and shall serve until their successors shall be elected.

ARTICLE VIII

Dissolution and Liquidation

The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Florida Statutes. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

(1) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor;

(2) Remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code, as determined by the Member.

ARTICLE IX

Amendment

These Articles may be amended in the manner now or hereafter provided in the Florida Statutes, provided, however, that no provision of these Articles may be amended without the prior written consent of the Member.

ARTICLE X

Incorporator

The name and address of the sole incorporator of the Corporation is: Leonard J. Dietzen III, 215 South Monroe Street, Suite 130, Tallahassee, FL 32301-7721.

September, 2009. IN WITNESS WHEREOF, I have hereunto set my hand this 9th day of

LEONARD J. DIETZEN III, Incorporator

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article III of the foregoing Articles of Incorporation as Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and accepts, the obligations set forth in Section 617.0501, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the Corporation.

DATED, this 9th day of September, 2009.

REGISTERED AGENT:

Rumberger, Kirk & Caldwell, P.A.

By: LEONARD J. DIETZEN III, Incorporator

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SECRETARY OF STATE

**FLORIDA SCHOOL FOR INTEGRATED
ACADEMICS AND TECHNOLOGIES SOUTH DADE, INC.**

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**Action By Sole Incorporator
In Lieu of Meeting**

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to Chapter 617, Florida Statutes, the undersigned, being the sole incorporator of **FLORIDA SCHOOL FOR INTEGRATED ACADEMICS AND TECHNOLOGIES SOUTH DADE, INC.**, (the "Corporation"), hereby adopts the following resolutions by written consent in lieu of meeting:

RESOLVED, that the following persons are hereby elected as the initial directors of the Corporation to serve until their successors are elected and qualified:

Kris Mallory
2611 A Temple Heights
Oceanside, CA 92056

Marjorie Lopez
20901 SW 127 Court
Miami, FL 33177

Mary Chambers
66 Seaside Court N.
Key West, FL 33040

FURTHER RESOLVED, that the form of Bylaws prepared by counsel for the Corporation, a copy of which is attached hereto and made a part hereof, is hereby approved and adopted as the Bylaws of the Corporation.

g+n
____ day of *September*, 2009.

IN WITNESS WHEREOF, the undersigned has executed this instrument this



LEONARD J. DIETZEN III
Incorporator