

Division of Corporations

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# No900003982

Florida Department of  
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
PIVOT EDUCATION, INC.**

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
PIVOT EDUCATION, INC.**

In accordance with Section 617.1007 of the Florida Not For Profit Corporation Act, these Amended and Restated Articles of Incorporation of Pivot Education, Inc., a Florida not for profit corporation (the "Corporation") amend and restate the Corporation's articles of incorporation.

**ARTICLE I**  
**Name and Address**

The name of the Corporation is: Pivot Education, Inc. The principal office and mailing address of the Corporation are: 3627A West Waters Avenue, Tampa, Florida 33614.

**ARTICLE II**  
**Purpose**

The Corporation is organized and shall be operated exclusively for charitable, scientific, and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects.

All of the assets or earnings shall be used exclusively for the purposes set forth in this Article above including, without limitation, payment of expenses incidental thereto.

No part of the Corporation's profits or net earnings shall inure to the benefit of its directors, officers, members, or to the benefit of any private individual.

**ARTICLE III**  
**Members**

The qualifications of members and the manner of admission of members shall be as specified in the bylaws of the Corporation.

**ARTICLE IV**  
**Registered Office and Agent**

The street address of the registered office of the Corporation is 100 South Ashley Drive, Suite 400, Tampa, Florida 33602, and the name of its initial registered agent at such address is CFRA, LLC.

**ARTICLE V**  
**Directors**

The number of directors may be increased or decreased from time to time and their election and appointment shall be as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least three directors.

**ARTICLE VI**  
**Amendment**

These articles of incorporation may be amended in the manner provided by law.

**ARTICLE VII**  
**Dissolution**

Upon dissolution of the Corporation, the residual assets of the Corporation will revert to the appropriate sponsoring school district, which sponsoring school district is a governmental body, in accordance with Section 1002.33 of the Florida Statutes, or comparable successor Florida statute. If neither Section 1002.33 of the Florida Statutes nor a comparable successor Florida statute is determined applicable, the residual assets of the Corporation will be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future law, or to the federal, state, or local government for exclusive public purpose.

**ARTICLE VIII**  
**Limitations**

**Section 1. Legislative Activity.** No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation.

**Section 2. Political Campaigns.** The Corporation shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of or in opposition to any candidate for public office.

**[Signature Page Follows]**

Dated this 19 day of May 2015.

Pivot Education, Inc.

By: David Yarbrough  
Name: DAVID YARBROUGH  
Title: Board Chair

#### CERTIFICATE

Pursuant to Section 617.1007(3) of the Florida Statutes, the undersigned certifies that these Amended and Restated Articles of Incorporation of Pivot Education, Inc. were approved by the board of directors and sole member of the Corporation and the votes cast for approval of the Amended and Restated Articles of Incorporation were sufficient for approval.

Dated this 19 day of May 2015.

Pivot Education, Inc.

By: David Yarbrough  
Name: DAVID YARBROUGH  
Title: Board Chair