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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-10-09

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Advantage Academy of Hillsborough, PISO, Inc.

DOCUMENT NUMBER: No 9000016714

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

Please return all correspondence concerning this matter to the following:

Michael G. Struder

(Name of Contact Person)

Advantage Academy of Hillsborough, PISO, Inc.

(Firm/ Company)

4300 N University DR STE C201

(Address)

Sunrise, FL 33351

(City/ State and Zip Code)

mstruder@chester-schools.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Michael Struder

(Name of Contact Person)

at (954) 414-5767

(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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 17, 2009

ADVANTAGE ACADEMY OF HILLSBOROUGH, PTSO, INC.
C/O MICHAEL STRADER
4300 N UNIVERSITY DR STE C-201
SUNRISE, FL 33351

SUBJECT: ADVANTAGE ACADEMY OF HILLSBOROUGH, PTSO, INC.
Ref. Number: N09000010714

We have received your document for ADVANTAGE ACADEMY OF HILLSBOROUGH, PTSO, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6908.

Sylvia Gilbert
Regulatory Specialist II

Letter Number: 609A00035763

RECEIVED
2009 DEC 10 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED ARTICLES OF INCORPORATION

ADVANTAGE ACADEMY OF HILLSBOROUGH, PTSO, INC.

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation not-for-profit under Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation.

Article I

Name

The name of this corporation is **ADVANTAGE ACADEMY OF HILLSBOROUGH, PTSO, INC.**
with an initial office at **304 w. Prosser Drive; Plant City, Florida 33563.**

Article II

Purposes

The general nature of the objectives and purposes of this corporation shall be:

- a) This corporation is organized and shall be operated exclusively as a corporation not-for-profit and for charitable purposes under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued there under, or the corresponding provisions of any future United States Internal Revenue Law (the "Code").
- b) The property of this corporation is irrevocably dedicated to the promotion of fellowship among parents, students and teachers and provide funds for extra materials and programs in addition to what is funded through the School's budget.
- c) The objective of the PTSO, in cooperation with the school principal, is:
 - a. The promotion and fostering of good relations and clear channels of communication between home, school and community.
 - b. To enhance the educational facilities for the children of the Advantage Academy of Hillsborough.

- c. To cooperate with the administration and faculty of Advantage Academy of Hillsborough in the implementation of programs to enrich the cultural and social lives of the children by offering financial assistance and support.
- d. To be non-profit, non-commercial, non-partisan and non-sectarian.
- e. To act as a fund-raising arm of Advantage Academy of Hillsborough
- f. To facilitate obtaining additional funding to run the school programs as determined by the Principal and the organization.

Article III

Powers

The Corporation shall have the general power to do all lawful acts, as conferred upon corporations' not-for-profit by Section 617.0302, Florida Statutes, including all those things necessary or expedient in the prosecution of the corporation's purposes, which are necessary and desirable to carry out the purposes and responsibilities of the corporation.

Notwithstanding the generality of the foregoing, the powers of the corporation shall be subject to the following limitations and restrictions:

- a) The corporation shall have no power to do any act inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code;
- b) No part of the income, profit or assets of the corporation shall inure to the benefit of, or be distributable to, directly or indirectly, its members, directors, officers, or other private persons: provided however, 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 III of these Articles; and
- c) 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 any candidate for public office.

Article IV

Officers

- a) The offices of the corporation shall be a President, Vice-President, Corresponding Secretary, Recording Secretary, Treasurer, Principal and such other officers as may be provided in the Bylaws.
- b) The Officers shall be elected by a majority vote of the General Membership at its first organizational meeting and thereafter at its annual meeting.

Article V

Executive Board

- a) All corporate powers shall be exercised under the authority of, and the affairs of this corporation shall be managed under the direction of, the Officers, except as otherwise provided by law or in these Articles or the Bylaws of the Corporation.
- b) The corporation shall have three (3) Officers initially. The number of Officers may be increased or decreased from time to time according to the bylaws, but shall never be less than three (3).
- c) Each Officer of the Executive Board may serve up to an initial term of (2) two-year terms unless stated differently in the Corporate Bylaws. The Initial Members of the Executive Board are:
 - President - Kelly Lynn Richter; 1727 Oakwood Estates Drive; Plant City, FL 33563
 - Treasurer - Tami Jo Cline; 1005 N. Knight St.; Plant City, FL 33563
 - Principal - Will Davis; 304 W. Prosser Drive; Plant City, FL 33563
- d) The Executive Board shall be elected pursuant to the provisions of the Corporation's By-Laws.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 4300 N. University Drive, Suite C-201; Sunrise, Florida 33351, and the name of the initial registered agent of this corporation at that address is Michael G. Strader.

Article VII

Effective Date of Corporation

The Effective Date of this Corporation shall be November 1, 2009.

Article VIII

Incorporator/Subscriber

The name and address of the subscriber to these Articles is:

NAME

Michael G. Strader

ADDRESS

4300 N. University Drive, Suite C-201

Sunrise, Florida 33351

Article IX

Duration

This corporation shall exist perpetually.

Article X

By-Laws

- a) The Executive Board, by majority vote, may provide such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as they may deem necessary from time to time, including, but not limited to, provisions for the quorum and voting requirements for meetings and activities of the Executive Board;

provided, however, that such Bylaws shall not conflict with any of the provisions of these Articles of Incorporation.

- b) Upon proper notice, the Bylaws may be amended, altered or rescinded by the majority vote of the members of the Executive Board who are present at any regular meeting, or any special meeting for this purpose.

Article XI

Amendments

These Articles of Incorporation may be amended, altered, changed or repealed solely by a majority vote of the Executive Board.

Article XII

Corporate Liquidation and Dissolution

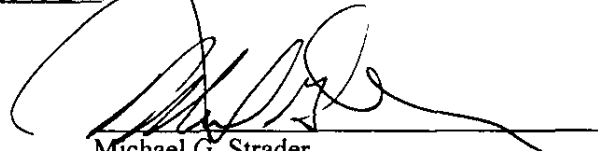
No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation. In the event of the dissolution of the corporation, the Executive Board ("Board") shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the remaining 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 the corresponding provisions of future United States internal Revenue Law), as the Board shall determine. Any of such assets not so disposed of shall be disposed of by the Court having proper jurisdiction in the County in which the principal office of the organization 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 XIII

Indemnification

The corporation shall indemnify officers, employees, and agents to the full extent permitted by the Florida Not-For-Profit Corporation Act, provided, however that no such indemnification shall be permitted if such indemnification would violate the purposes of the corporation as specified in Article II herein or would be inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code.

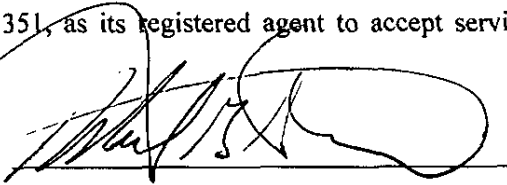
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4th day of November, 2009.


Michael G. Strader

CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Advantage Academy of Hillsborough, PTSO, Inc., desiring to organize or qualify as a Corporation Not for Profit under the laws of the State of Florida, with its initial registered offices at 4300 N. University Drive, Suite C-201; Sunrise, Florida 33351, has named Michael G. Strader located at 4300 N. University Drive, Suite C-201; Sunrise, Florida 33351, as its registered agent to accept service of process for the Corporation within the State of Florida.



Michael G. Strader, Incorporator

11/4/09

Date

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept the responsibility to act in this capacity, and agree to comply with the provisions of Florida Statutes relative to keeping open said office and further accept the duties and obligations of Section 617.0503, Florida Statutes.

Dated this 4th day of November, 2009.

By: 

Michael G. Strader, Registered Agent