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COR AMND/RESTATE/CORRECT OR O/D RESIGN
THE FOUNDATION FOR FLORIDA VIRTUAL SCHOOL, INC

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*Amend & Re-state Articles
10/18/11*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**OFFICER'S CERTIFICATE TO ACCOMPANY
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE FOUNDATION FOR FLORIDA VIRTUAL SCHOOL, INC.**

I, Casandra Nielsen, being the duly elected, qualified and acting President of The Foundation for Florida Virtual School, Inc., a Florida not for profit corporation, hereby certify in accordance with Section 617.1007 of the Florida Statutes that the Amended and Restated Articles of Incorporation of the corporation accompanying this Certificate did not require member approval for the amendments reflected therein and were duly adopted and approved by all of the members of the Board of Directors of the Corporation on August 5, 2011, in compliance with Section 617.1002 of the Florida Statutes.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority, on this 14 day of October, 2011.

The Foundation for Florida Virtual School, Inc.

By: Casandra Nielsen
Casandra Nielsen, President

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE FOUNDATION FOR FLORIDA VIRTUAL SCHOOL, INC.

Pursuant to Section 617.1006 of the Florida Statutes, the undersigned Florida not for profit corporation adopts the following Amended and Restated Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be The Foundation for Florida Virtual School, Inc.

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION**

The address of the principal office of the corporation is 2145 Metrocenter Blvd., Suite 200, Orlando, Florida, 32825, and the mailing address of the corporation is 2145 Metrocenter Blvd., Suite 200, Orlando, Florida, 32825.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. The corporation is organized exclusively for charitable, educational and literary purposes, including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"), and as a Type I supporting organization for the benefit of, to perform the functions of, or to carry out the purposes of (within the meaning of Code Section 509(a)(3)) Florida Virtual School, a State of Florida public agency (a governmental unit within the meaning of Code Sections 509(a)(1) and 170(b)(1)(A)(v)) that is an educational organization that operates a Florida public school (the "Supported Organization"), provided that such benefit to the

Supported Organization shall be exclusively for public purposes; provided, however, that the corporation may select a replacement organization for the Supported Organization (and the references herein to Supported Organization shall then refer to such replacement organization) that is a Florida state agency with purposes similar to that of the Supported Organization in the event that the Supported Organization loses its governmental agency status, substantially abandons its operations, or is dissolved, to support exclusively public purposes, and such support shall be exclusively for public purposes.

B. This corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit, and that are not inconsistent with these Articles of Incorporation or Section 1002.37(2)(e) of the Florida Statutes.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a

corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV - NO MEMBERS

The corporation shall have no members.

ARTICLE V - BOARD OF DIRECTORS

All corporate power shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of, the Corporation's Board of Directors. The Board of Directors of the Corporation shall be elected or appointed in the manner and for the terms provided in the Bylaws; the Supported Organization shall at all times approve the election of all directors of the corporation. The number of directors shall be as set forth in the Bylaws, and the Board of Directors shall at all times consist of at least three (3) persons.

ARTICLE VI - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VII - DISSOLUTION OF CORPORATION

Upon the dissolution of this corporation, after the payment or provision for the payment of all of the liabilities of this corporation, all of the assets of this corporation shall be distributed to the Supported Organization for a public purpose; except, in the event that the Supported Organization is not a public agency (or charitable organization within the meaning of Code Section 501(c)(3)) at such time, the assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any 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. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any director, trustee, officer or other private person, other than as reasonable payment for services rendered by such person.

ARTICLE VIII - AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by a vote of a majority of all of the directors of the Corporation.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority this 14 day of October, 2011.

The Foundation for Florida Virtual School, Inc.

By: Cassandra Nielsen
Cassandra Nielsen, President