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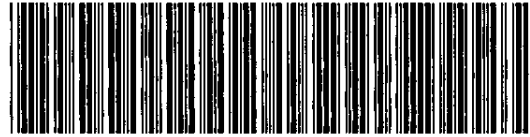
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: **THE LEARNING VILLAGE OF PINELLAS, INC.**

DOCUMENT NUMBER: **N11000002619**

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

Please return all correspondence concerning this matter to the following:

GUY M. BURNS

(Name of Contact Person)

(Firm/ Company)

403 EAST MADISON STREET, SUITE 400

(Address)

TAMPA, FL 33602-4614

(City/ State and Zip Code)

LauraH@jpfirm.com

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

For further information concerning this matter, please call:

Guy M. Burns

(Name of Contact Person)

at **813 225-2500**

(Area Code & Daytime Telephone Number)

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

- | | | | |
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| <input type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
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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

Amended Articles of Incorporation
For
THE LEARNING VILLAGE OF PINELLAS, INC.

FILED
12 DEC 28 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

THE LEARNING VILLAGE OF PINELLAS, INC.

Article II

The principal place of business address:

403 E MADISON ST
STE 400
TAMPA, FL 33602

The mailing address of the corporation is:

403 E MADISON ST
STE 400
TAMPA, FL 33602

Article III

The specific purpose for which this corporation is organized is:

TO OPERATE OR ASSIST IN THE CREATION AND/OR OPERATION OF
EDUCATIONAL PROGRAMS INCLUDING, BUT NOT LIMITED TO, CHARTER
SCHOOLS IN URBAN NEIGHBORHOODS OF PINELLAS COUNTY, FLORIDA, IN
CONJUNCTION WITH THE PINELLAS COUNTY SCHOOL DISTRICT, AND/OR
SOUTHSIDE FUNDAMENTAL/UNIVERSITY PREPARATORY ACADEMY.

Article IV

The manner in which directors are elected or appointed is:

AS PROVIDED FOR IN THE BYLAWS.

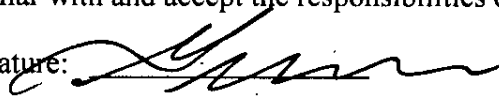
Article V

The name and Florida street address of the registered agent is:

GUY M. BURNS
403 E MADISON ST
STE 400
TAMPA, FL 33602

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature:

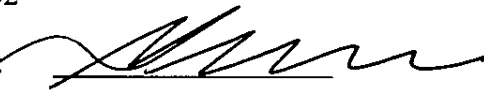


Article VI

The name and address of the incorporator is:

GUY M. BURNS
403 E MADISON ST
STE 400
TAMPA, FL 33602

Signature of Incorporator:



I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in S.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
GOLIATH J DAVIS III
1800 63RD TER S
ST PETERSBURG, FL 33712 US

Title: VP
HAROLD W HELLER
140 SEVENTH AVE S, SVB 101
ST PETERSBURG, FL 33701 US

Title: S/T
GUY M BURNS
403 E MADISON ST STE 400
TAMPA, FL 33602 US

Article VIII

The Learning Village of Pinellas, Inc. ("The Learning Village"), pursuant to S.617.1406, F.S., hereby adopts the following plan for distribution of its assets in the event of dissolution:

1. ANY ASSETS, AFTER PAYMENT OF ANY OUTSTANDING OBLIGATIONS, WILL BE CONVEYED TO THE CONCERNED ORGANIZATION FOR THE QUALITY EDUCATION OF BLACK STUDENTS, INC. ("COQEBS"), WHICH IS SIMILARLY ENGAGED IN EDUCATIONAL PURPOSES.
2. IN THE EVENT COQEBS DOES NOT EXIST UPON THE DISSOLUTION OF THE LEARNING VILLAGE, ANY REMAINING ASSETS WILL BE DISTRIBUTED TO UNIVERSITY PREPARATORY ACADEMY OF ST. PETERSBURG ("UNIVERSITY PREP").
3. IN THE EVENT NEITHER COQEBS NOR UNIVERSITY PREP EXISTS UPON THE DISSOLUTION OF THE LEARNING VILLAGE, THE COLLEGE OF EDUCATION AT THE UNIVERSITY OF SOUTH FLORIDA'S BAYBORO CAMPUS.

Article IX

No director, officer, or committee member of The Learning Village of Pinellas, Inc. ("The Learning Village") shall maintain ownership or compensation interest in any entity with which The Learning Village has transactions or arrangements. This prohibition includes, but is not limited to, any financial benefit or gifts or favors.

Article X

The effective date for this corporation shall be:

3/15/2011, as amended 12/17/12.

Amendment Signed:



Goliath J. Davis III, President