

N120000000961

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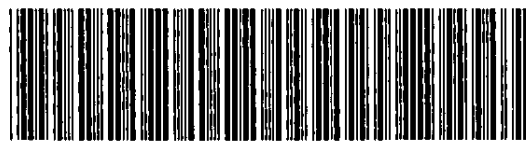
(Business Entity Name)

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12 JUN -8 AM 9:31

FILED,
SECRETARY OF STATE,
DIVISION OF CORPORATIONS

Amend
@ 6/12/12

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: IGEA Charter Schools of Florida, Inc.

DOCUMENT NUMBER: N12000000961

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

Please return all correspondence concerning this matter to the following:

Melissa Gross-Arnold

(Name of Contact Person)

The Arnold Law Firm

(Firm/ Company)

6279 Dupont Station Court

(Address)

Jacksonville, FL 322217

(City/ State and Zip Code)

melissa@arnoldlawfirmllc.com

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

For further information concerning this matter, please call:

Melissa Gross-Arnold at (904) 731-3800

(Name of Contact Person)

(Area Code & Daytime Telephone Number)

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

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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

Articles of Amendment
to
Articles of Incorporation
of

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 JUN -8 AM 9:31

IGEA Charter Schools of Florida, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N12000000961

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

_____ The new
name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc."
"Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

2700 Davie Road

Davie, FL 33314

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

2700 Davie Road

Davie, FL 33314

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: _____

(Florida street address)

New Registered Office Address:

(City)

_____, Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	PT	John Doe
<input type="checkbox"/> Remove	V	Mike Jones
<input type="checkbox"/> Add	SV	Sally Smith

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	D	Nathan E Burrell	16786 SW 51 Street Mirimar, FL 33027
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	D	Judy Patterson	6841 NW 44 Court Lauderhill, FL 33319
3) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	PCD	Marilyn Gutierrez	7400 Stirling Road Davie, FL 33024
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove			
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove			
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove			

(attach additional sheets, if necessary). (Be specific)

[illegible]

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
IGEA CHARTER SCHOOLS OF FLORIDA, INC.**

Pursuant to the provisions of Section 617.1007 of the Florida Statutes, IGEA Charter Schools of Florida ("Corporation") adopts the following amendment(s) to its Articles of Incorporation:

1. The original Articles of Incorporation for the Corporation were filed on January 27, 2012, and assigned Document No. N12000000961.
2. The Articles of Incorporation are hereby amended and restated in their entirety to read as follows:

**Article I
NAME**

The name of the Corporation shall be IGEA CHARTER SCHOOLS OF FLORIDA, INC.

**Article II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal place of business and business address of the Corporation shall be as follows:

2700 Davie Road
Davie, FL 33314

**Article III
COMMENCEMENT OF CORPORATE EXISTENCE**

The Corporation commenced its existence on January 27, 2012, and shall have perpetual existence unless sooner dissolved according to law.

**Article IV
PURPOSES**

The general purpose of this Corporation shall be to operate exclusively for charitable, educational, scientific, or literary purposes, and in furtherance of such goals is authorized to do any and all activities which it is empowered to do under these Articles provided, however, that nothing herein shall be construed as allowing any activities which would jeopardize the Corporation's tax-exempt status or otherwise be inconsistent with its classification as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or replaced from time to time (the "Code") and its regulations as they now exist or may hereafter

be amended, or as a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

The specific purpose for which the Corporation is formed is to establish, develop, maintain, improve, manage, and otherwise operate and deal with all or any part of public charter schools.

Article V

GENERAL POWERS

This Corporation shall have all the powers enumerated for corporations in the Florida Not-For-Profit Corporation Act, as it now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following powers unless later restricted by applicable law.

- (a) To have succession by its corporate name for the duration of its existence.
- (b) To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced provided, however, such seal shall always contain the words "corporation not for profit."
- (d) To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (f) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (g) To make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purposes.
- (h) To increase, by a vote of its members cast as the bylaws may direct, the number of its directors, so that the number shall not be less than three but may be any number in excess thereof.

(i) To conduct its affairs, carry on its operations, and have offices and exercise the powers granted by the Florida Not-For-Profit Corporation Act in any state, territory, district, or possession of the United States or any foreign country.

(j) To elect or appoint officers and agents and define their duties.

(k) To adopt, change, amend and repeal bylaws, not inconsistent with these Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs and the exercise of its powers.

(l) To have and exercise all powers necessary or convenient to effect its purpose.

Article VI

PROHIBITED ACTIVITIES

The Corporation shall not allow any part of the net earnings of the Corporation to inure to the benefit of or be distributable to any private person, member, director or officer of the Corporation (except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in Article V hereinabove), nor shall any member, director or officer of the Corporation, or any private individual, be entitled to share in the distribution of any of the Corporation's assets on dissolution of the Corporation, nor shall a substantial part of the activities of the Corporation be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene (including the publication and distribution of statements) in the political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, 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 Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article VII

DISTRUBUTION UPON DISSOLUTION

Upon dissolution of this Corporation, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, including disposition of assets pursuant to any applicable charter contract or law applying to charter schools, shall be distributed to a nonprofit fund, foundation, or corporation that is organized exclusively for charitable purposes, pursuant to Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision in any future tax code or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located.

exclusively, as said court shall determine, for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes.

Article VII
MEMBERSHIP

The Corporation shall not have any members.

Article IX
REGISTERED OFFICE AND AGENT

The name and Florida street address of the registered agent is, although the Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation:

Melissa Gross-Arnold, Esq.
6279 Dupont Station Court
Jacksonville, FL 32217

Article X
INITIAL BOARD OF DIRECTORS AND OFFICERS

The affairs of the Corporation shall be managed under the direction of, the Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of the Corporation. The Directors shall be elected and the number of directors may be increased or diminished from time to time as provided in the Bylaws, provided however, the number of directors shall not be less than three (3). The names of the initial Directors and Officers of this Corporation are:

Marilyn Gutierrez 7400 Stirling Road Davie, FL 33024	Director, Chair/President
Thomas E. Douglas 2434 Westmont Drive Royal Palm Beach, FL 33411	Director
Paul R. Philip 1200 Ginger Circle Weston, FL 33324	Director
Jane Tuthall 2613 Anchor Drive Fort Lauderdale, FL 33316	Director

Charles Sherrell
7639 Banyan Way
Tamarac, FL 33321

Director

Article XI
BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

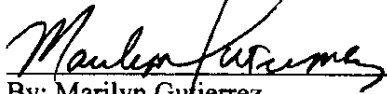
Article XII
AMENDMENT

These Articles of Incorporation may be amended at any time by a resolution adopted by a vote of a majority of the directors present at any regular or special meeting provided a quorum is present.

Article XIII
INCORPORATOR

The name and street address of the incorporator of the Corporation is Melissa Gross-Arnold, Esq., 6279 Dupont Station Ct., Jacksonville, FL 32217.

The foregoing Amended and Restated Articles of Incorporation were adopted by a majority of a quorum of the Board of Directors this 6th day of June, 2012.



By: Marilyn Gutierrez
Its: Chair/President

The date of each amendment(s) adoption: 6/6/12

Effective date if applicable: 6/6/12
(no more than 90 days after amendment file date)

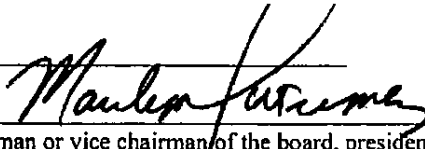
Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 6/6/12

Signature


(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Marilyn Gutierrez

(Typed or printed name of person signing)

Director, Chair/President

(Title of person signing)