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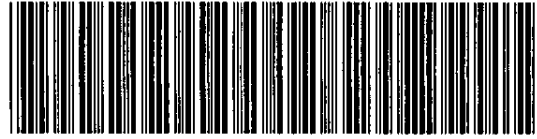
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2012 MAY 21 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Plato Academy Schools Corporation

DOCUMENT NUMBER: N12000003891

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

Please return all correspondence concerning this matter to the following:

Elias M. Kolettis, E.O., M.S.
(Name of Contact Person)

Plato Academy Schools Corporation
(Firm/ Company)

c/o Superior Schools Corporation, 2560 Gulf to Bay Blvd.
(Address)

Clearwater, FL 33765
(City/ State and Zip Code)

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

For further information concerning this matter, please call:

Elias M. Kolettis, E.O., M.S. at (727) 799-1200 x1017
(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:

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Certificate of Status
Certified Copy
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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 AND RESTATED ARTICLES OF INCORPORATION

OF

PLATO ACADEMY SCHOOLS CORPORATION

(N12000003891)

FILED
2012 MAY 21 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Amended and Restated Articles of Incorporation of Plato Academy Schools Corporation (the "Corporation"), a Florida not-for-profit corporation, dated as of May 2, 2012 are being duly executed and filed to amend and restate the Corporation's Articles of Incorporation that were filed on April 13, 2012. These Amended and Restated Articles of Incorporation were duly executed and are being filed in accordance with Section 617.1007 of the Florida Statutes.

ARTICLE I

Name

The name of the corporation is Plato Academy Schools Corporation.

ARTICLE II

Principal Office

The principal street address and mailing address is 401 S. Old Coachman Road, Clearwater Florida 33765, or at such other place as may be designated, from time to time, by the Board of Directors.

ARTICLE III

Duration

The period of duration of the Corporation is perpetual.

ARTICLE IV

Purposes

The Corporation's purpose shall be to be organized and to operate exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law or statute (the "Code"), including, but not limited to the following:

1. To establish, provide, promote, supervise, own, and conduct schools, including, but not limited to charter schools, and educational options, programs, and offerings that provide students with a high-quality education, and will fulfill these purposes in a manner and in accordance with a policy that the Corporation shall not discriminate against students on the basis of race, color, gender, national origin or ethnicity;

2. To operate exclusively for educational and charitable purposes within the meaning of section 501(c)(3) of the Code, in the course of which operation:

a. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other persons, except 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 herein;

b. 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 publishing or distribution statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code;

c. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code;

d. No gift or grant will be accepted if it contains major conditions which would restrict or violate any of the Corporation's educational or charitable purposes or if it would require serving a private as opposed to a public interest;

3. To seek sources of support, including the solicitation of grants and loans from government bodies, and other public and private sources, and direct or indirect contributions from the general public, as may be necessary to enable it to qualify as a publicly supported organization. In the event this Corporation is in any one year determined to be a "private foundation" as defined by Section 509(a) of the Code, it shall:

a. Distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code.

b. Not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

c. Not retain any excess business holdings as defined in Section 4943(c) of the Code.

d. Not make any taxable investments as defined in Section 4944 of the Code.

e. Not make any taxable expenditures as defined in Section 4945(d) of the Code.

4. To engage in any activity in which a non profit corporation may engage under the laws of the State of Florida, and sections 170(b) and (c) and 501(c)(3) of the 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 hereinabove set out, including payment of expenses incidental thereto. The property of this Corporation is irrevocably dedicated to educational and charitable purposes.

ARTICLE V

Membership

The Corporation shall not have members.

ARTICLE VI

Board of Directors

The manner in which the directors of the Corporation are elected shall be set forth in the Bylaws of the Corporation.

ARTICLE VII

Bylaws

The Board of Directors of this Corporation shall adopt Bylaws for the governance of this Corporation which shall be subordinate only to the Articles of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by the Board of Directors in the manner set forth in the Bylaws.

ARTICLE VIII

Dissolution

Upon dissolution or winding up of this Corporation, all assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to one or more of the Corporation's exempt purposes within the meaning of Section 501(c)(3) of the Code, or as otherwise required by Florida law or charter school contract with a school board. Any such assets not so disposed of shall be disposed of exclusively for such purposes by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located; no assets shall inure to the private benefit of any person.

ARTICLE IX
Registered Agent

The name and Florida street address of the registered agent of the Corporation is: Thomas Hareas, 305 Signature Terrace, Safety Harbor, Florida 34695.


ARTICLE X
Amendment

These Articles of Incorporation may be amended in the manner as set forth in the Bylaws.

IN WITNESS WHEREOF, the undersigned, pursuant to Section 617.1007 of the Florida Statutes, certifies that these Amended and Restated Articles of Incorporation of Plato Academy Schools Corporation were adopted and approved on May 2, 2012 by a majority of all the directors of the Corporation, that no approval of members was necessary because the Corporation has no members, and that the number of votes cast by the directors for such amendments was sufficient for approval.

Dated this 2nd day of May, 2012.

Plato Academy Schools Corporation

By: 

Name: Elias M. Kolettis, D.O., M.S.

Title: Chairman of the Board of Directors

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above Corporation at the place designated in these Amended and Restated Articles, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of the all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.



Thomas Hareas

Registered Agent

Date: