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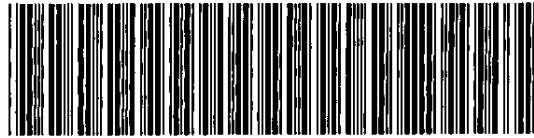
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ARTICLES OF INCORPORATION
OF
KIPP MIAMI, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation not for profit under the laws of Florida, pursuant to Chapter 617, *Florida Statutes* ("*Florida Statutes*"), hereby adopts the following Articles of Incorporation ("*Articles*"):

ARTICLE I
NAME

Section 1.1 Name. The name of the corporation (the "*Corporation*") is KIPP Miami, Inc.

Section 1.2 Principal Office and Mailing Address of the Corporation. The mailing address and principal office of the Corporation are Trisha Coad – KIPP Miami, Inc. c/o KIPP Foundation, 135 Main Street, Suite 1700, San Francisco, California 94105.

ARTICLE II
PURPOSES

Section 2.1 Purposes. The Corporation is formed for the following purpose or purposes:

(a) The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (the "*Code*"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. Within the scope of the foregoing purposes, and not by way of limitation thereof, the Corporation is specifically dedicated to operating one or more public charter schools in the State of Florida and to undertake such activities as will further the general purposes described herein.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private 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 in this Article II. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in (including the publishing or distribution of statements) any 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 (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Code, or

(ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

(c) After all liabilities and obligations of the Corporation in the process of winding up are paid, satisfied and discharged, upon the dissolution of the Corporation,

(1) property held by the Corporation on a condition requiring return, transfer or conveyance because of the winding up or termination shall be returned, transferred or conveyed in accordance with that requirement; and

(2) the remaining property of the Corporation shall be distributed for tax-exempt purposes to the Member or, if the Member is not in existence, to one or more organizations that are exempt under Section 501(c)(3) of the Code, or described by Section 170(c)(1) or (2) of the Code, under a plan of distribution adopted in accordance with Chapter 617.1406 of the Florida Statutes.

A district court of the county in which the Corporation's principal office is located shall distribute to one or more organizations exempt under Section 501(c)(3) of the Code, or described by Section 170(c)(1) or (2) of the Code, the property of the Corporation remaining after a distribution of property under a plan of distribution under the Florida Statutes. The court shall make such distribution in the manner the court determines will best accomplish the general purposes for which the Corporation was organized.

ARTICLE III BOARD OF DIRECTORS

Section 3.1 Corporate Affairs. The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of the Corporation.

Section 3.2 Election. Directors shall be elected in the manner set forth in the Bylaws of the Corporation.

Section 3.3 Number. The Corporation shall have three (3) Directors initially. The number of Directors may be increased or reduced from time to time, as provided in the Bylaws of the Corporation; however, the Corporation shall at all times have at least three (3) Directors.

ARTICLE IV MEMBER

Section 4.1 Member. The sole member of the Corporation shall be the KIPP Foundation, a California not-for-profit, public benefit corporation exempt under Section 501(c)(3) of the Code (the "**Member**"). Notwithstanding any other provision herein, the Member of the Corporation shall have the exclusive right to approve any amendments to these Articles or the Bylaws of the Corporation, as well as to remove and replace any member of the Corporation's Board of Directors.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

Section 5.1 Name and Address. The street address of the initial registered office of this Corporation is: 155 Office Plaza Drive, Suite A, Tallahassee, Florida 32301, and the name of the initial registered agent of this Corporation at that address is: Capitol Corporate Services, Inc.

**ARTICLE VI
INCORPORATOR**

Section 6.1 Name and Address. The name and street address of the incorporator of the Corporation are as follows: Trisha Coad c/o KIPP Foundation, 135 Main Street, Suite 1700, San Francisco, California 94105.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand to these Articles for the purposes herein set forth, as of the 22nd day of July, 2016.

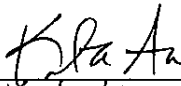
A handwritten signature in cursive script, appearing to read "Trisha Coad", written over a horizontal line.

Name: Trisha Coad
Its: Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and I accept the obligations of a registered agent.

CAPITOL CORPORATE SERVICES, INC.


By: K. Ali
Asst. Sec.
155 Office Plaza Drive, Suite A
Tallahassee, Florida 32301
July 22, 2016

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16 JUL 26 AM 10:36
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