N36488

CHARLES PERRY, ATTORNEY
1100 Cleveland Street, Suite 900
Clearwater, FL 34615
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FILED
97 DEC -1 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 15, 1997

Secretary of State
Division of Corporations
New Filings
PO Box 6327
Tallahassee, FL 32314

Federal Express

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****113.75 ****~~113.75~~
70.00

Dear Sir:

2 DOCUMENTS

Enclosed please find Articles of Merger whereby Jefferson Academy is merged into A to Be School, Inc. This should be filed first.

Also enclosed is Articles of Amendment, whereby A to Be School, Inc. changes its name to Clearwater Academy International, Inc. This should be filed second.

W97000026125

Please send me a certificate of status for Clearwater Academy International, Inc.

Sincerely,

Charles Perry

Merger

Please stamp the copies and return them to me with the certificate of status.

A check for $113.75 is enclosed.

Sincerely yours,

Charles Perry

disc79

Merger
12-5

N36488

ARTICLES OF MERGER
Merger Sheet

MERGING:

JEFFERSON ACADEMY, INC., a Florida corporation, #N23826

INTO

A TO BE SCHOOL, INC., a Florida corporation, N36488.

File date: December 1, 1997

Corporate Specialist: Karen Gibson

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 19, 1997

CHARLES PERRY, ATTORNEY
1100 CLEVELAND STREET
SUITE 900
CLEARWATER, FL 34615

SUBJECT: A TO BE SCHOOL, INC.
Ref. Number: N36488

We have received your document for A TO BE SCHOOL, INC. and your check(s) totaling $113.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Articles of Merger for a non profit corporation are filed pursuant to section 617.1105, Florida Statutes. Enclosed is a copy of chapter 617, Florida Statutes. Please refer to section 617.1101 through 617.1107, Florida Statutes, which may pertain to the corporations involved in the merger.

The merger must contain the appropriate approval: If the members have voting rights, as to each corporation:
(1) the date of the meeting of members at which the plan of merger was adopted
(2) a statement that the number of votes cast for the merger was sufficient for approval, and
(3) the vote on the plan - or a statement that such plan was adopted by written consent and executed in accordance with section 617.0701, Florida Statutes.

When there are no members entitled to vote, as to each corporation:
(1) a statement that there are no members or members entitled to vote,
(2) the date of adoption of the plan by the board of directors, and
(3) the number of directors then in office and the vote for the plan.

THE AMENDMENT FOR NAME CHANGE IS FINE FOR FILING. THE NEW NAME IS BEING HELD. RESUBMIT THE ENTIRE DOCUMENT WHEN CORRECTIONS HAVE BEEN MADE.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

CHARLES PERRY, ATTORNEY
1100 Cleveland Street, Suite 900
Clearwater, FL 34615
(813) 442-9330 Fax: 461-1872

November 30, 1997 Fed X

Secretary of State
Division of Corporations
New Filings
PO Box 6327
Tallahassee, FL 32314

RE: A To Be School, Inc. (Clearwater Academy International, Inc.)
Ref. Num. N36488

Dear Sir:

Enclosed please find the original and one copy of the articles of amendment correcting the articles. Please file the amendment first, and the articles of amendment second. You have the check for the filing fee. I need a certificate of status for Clearwater Academy International, Inc. and the stamped copies returned. Thank you.

Sincerely yours,

Charles Perry

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ARTICLES OF MERGER OF
JEFFERSON ACADEMY, INC., MERGING INTO A TO Be SCHOOL, INC.

The undersigned, acting as the President and Chairman of the Board of Directors of a surviving corporation under the merger provision of the Florida Not for Profit Corporation Act, adopts the following articles of merger for such corporation.

1. Names of Merging and Surviving Corporations The name of the merging corporation is Jefferson Academy, Inc. The name of the surviving corporation is A to Be School, Inc.

2. Plan of Merger. The plan of merger was adopted at a meeting of members of Jefferson Academy, Inc. on Nov., 1997 and by members of A to Be School, Inc. on Nov 15, 1997. The number of votes cast for the merger was sufficient for approval. The plan was adopted by written consent and executed in accordance with section 617.0701, Florida Statutes.

FILED 97 DEC -1 AM 8:54 SECRETARY OF STATE TALLAHASSEE, FLORIDA

This is the plan of merger of A to Be School, Inc., a Florida non-profit corporation, and the Jefferson Academy, Inc., a Florida non-profit corporation:

I. Merging and Surviving Corporation. The name of the merging corporation is Jefferson Academy, Inc. The name of the surviving corporation is A to Be School, Inc.

II. Terms and Conditions of the Proposed Merger.

a. Location of the Surviving Corporation. The surviving corporation shall be located at the new building to be built at the corner of Drew and Myrtle in Clearwater, Florida.

b. Interim Operations. Interim operations shall continue at the current facilities of the two merging corporations. It is anticipated that there will be ground breaking in 1997. After the new building is open, the present existing spaces will be shut down. The property located at 1301 Highland Avenue will be sold and the proceeds will be put in the general account for the surviving corporation.

c. Recruitment From Third Party Schools Recruitment of students from third party schools will be made. The students of the Renaissance Academy will be permitted to enroll.

d. Director of Standards. There shall be a Director of Standards to insure the quality of the curriculum and check-sheets.

e. Approval. This plan must be approved by both of the merging corporations.

III. Bank Account. A new bank account will be opened up in the name of the surviving corporation.

IV. Officers of the Surviving Corporation. The following persons will be the officers of the surviving corporation. Executive Director will be Pam Chipman. Suzanne Johnson will serve as Vice President. Ann Manson will be the Secretary. Alicia Rodriguez will serve as Treasurer.

V. Board of Directors. The board of directors of the surviving corporation are Pam Chipman, 809 Lake Forest Road, Clearwater, FL 33756; Evan Johnson, 310 Edgewater Ave., Clearwater, FL 33755; Sally Van Quaethan, 6 Duncan Street, Clearwater, FL 33755; Suzanne Johnson, 1461 North Ridge Lane Circle, Clearwater, FL 33755; Jeff Feldman, 411 Druid Road, Clearwater, FL 34756; Sikica Feldman, 411 Druid Road, Clearwater, FL 33756; Brenda Craughan, 1458 S. Jefferson Ave., Clearwater, FL 33756.

VI. Changes in the Articles of Incorporation. The Articles of Incorporation are changed to provide for Board of Directors of not less than three nor more than ten.

VII. Administrative Offices. The administrative offices of the surviving corporation shall be located at 814 Franklin Street, Clearwater, FL 33756, until the new facility is built.

VIII. Execution. Whereas, these articles of merger have been executed in Clearwater, Florida, by the President and Chairman of the Board of the surviving corporation on the date set forth below.

IN WITNESS WHEREOF, these articles are signed under oath on November 14, 1997.

Pam Chipman

Pam Chipman, President and
Chairman of the Board

Before me, the undersigned authority, appeared Pam Chipman, who acknowledged before me that she signed the foregoing freely and voluntarily on November 15, 1997.

Notary Public (✓) Known

OFFICIAL NOTARY SEAL
CHARLES PERRY
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC553100
MY COMMISSION EXP. MAY 6,2000