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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
MCKEEL ACADEMY OF TECHNOLOGY, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
McKEEL ACADEMY OF TECHNOLOGY, INC.**

The following Second Amended and Restated Articles of Incorporation pursuant to the authority and provisions of §617.1007, Florida Statutes, supersede and take the place of the existing Amended and Restated Articles of Incorporation of McKEEL ACADEMY OF TECHNOLOGY, INC., a Florida not-for-profit corporation (the "Corporation"), which were filed with the Florida Secretary of State on September 21, 1998.

WHEREAS, these Second Amended and Restated Articles of Incorporation were approved by a vote of more than two-thirds (2/3rd) of the Board of Trustees and the Members of the Corporation at a duly called meeting of the Board of Trustees and the Members at which a quorum was established on July 26, 2014.

BE IT RESOLVED, that the Articles of Incorporation of McKEEL ACADEMY OF TECHNOLOGY, INC., a Florida not-for-profit corporation, be and the same are hereby amended and restated to read as follows:

ARTICLE I

The name of the Corporation shall be THE SCHOOLS OF McKEEL ACADEMY, INC., and the principal office shall be located at 1810 West Parker Street, Lakeland, Florida 33815.

ARTICLE II

The Corporation has not been form for pecuniary profit or financial gain, and no part of the assets, income or profits of the Corporation are distributable to, or inures to the benefit of, its trustees or officers; provided, however, reasonable compensation as set by the Board of Trustees may be paid for services rendered to and for the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of lobbying, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign on behalf of 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 by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue

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Code of 1986 (or the corresponding provision of any future United State Internal Revenue Law) or by a corporation, contributions to which are deductible under Section 1790(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III.

This Corporation is organized and is to operate exclusively not for profit. The Corporation shall operate charter schools to provide education to individuals without regard to sex, race, color, creed or ethnic and national origin and such other purposes as the Board of Trustees shall deem appropriate and which is lawful under the a Florida Not-for-Profit Corporation Act.

ARTICLE IV.

For such purposes, and operating without profit, and in the manner herein stated, the Corporation shall have the power to:

1. Engage in any and all activities which may be deemed necessary or appropriate for the proper and successful attainment of the objects and purposes for which this Corporation was created.

2. Solicit, accept, hold and administer contributions received by deed, gift, will, ordinance, statute or otherwise, either in trust otherwise; to own, hold, operate and administer or dispose of real and personal property, both in this state and all other states, territories and dependencies of the United States; and generally to do all things necessary and proper to accomplish the purposes herein stated and permitted to like not-for-profit corporations by law.

3. Provided further, that:

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(a) Assets or property held in trust for the Corporation or by the Corporation for its corporate purposes as herein stated shall be segregated and identified as being so held, and shall not be held without disclosure of the fiduciary capacity in which they are held.

(b) The Corporation shall not engage in any transaction prohibited by Section 503(c) of the United States Internal Revenue Code as now enacted or as it may hereafter be amended.

(c) The Corporation shall not apply accumulation of income in any manner which may subject it to denial of exemption as provided in Section 504 of the United States Internal Revenue Code as now enacted, or as it may hereafter be amended.

(d) In the event of the dissolution of this Corporation, any assets of said Corporation then remaining shall be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE V.

The term for which this Corporation shall exist shall be perpetual.

ARTICLE VI.

Except as otherwise provided therein, the Bylaws of this Corporation shall be made, altered and rescinded by a two-thirds majority vote of the Board of Trustees voting at any regular Board of Trustees' meeting or special meeting for the purpose.

ARTICLE VII.

The membership in the Corporation shall consist solely of the Board of Trustees. The authorized number and qualifications of the members of the Corporation, the manner of their admission, the different classes of membership, if any, the property, voting and other rights, privileges, and responsibilities of members shall be set forth in the Bylaws.

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ARTICLE VIII.

The affairs of this Corporation shall be overseen and under the authority of a Board of Trustees of not less than five (5) and no more than ten (10) voting Trustees. The number of Trustees may be increased from time-to-time by the Bylaws of the Corporation, but shall ever be less than five (5) voting members or more than ten (10) voting members.

1. Board of Trustees. The Board of Trustees presently consists of eight (8) Trustees. The Board of Trustees consisting of seven (7) voting Trustees, is composed of those persons hereinafter named:

SETH MCKEEL
1810 W. Parker St.
Lakeland, FL 33815

LAWRENCE ROSS
1810 W. Parker St.
Lakeland, FL 33815

TAYLOR CAFFEY
1810 W. Parker St.
Lakeland, FL 33815

STEPHANIE CAMPBELL
1810 W. Parker St.
Lakeland, FL 33815

MICHAEL PEEPLES
1810 W. Parker St.
Lakeland, FL 33815

JOHN STARGEL
1810 W. Parker St.
Lakeland, FL 33815

PHILLIP WALKER
1810 W. Parker St.
Lakeland, FL 33815

The Board of Trustees shall serve for staggered three (3) year terms commencing as of the 1st day of July of such term.

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2. Corporate Officers. The Board of Trustees shall elect the following officers: Chairman, President, Treasurer and Secretary and such other offices as the Board may deem appropriate and as allowed by these Articles and the Corporation's Bylaws. Such officers shall be elected at the Board of Trustees meeting immediately after the annual meeting of Members of the Corporation.

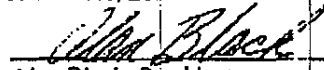
ARTICLE IX.

These Articles of Amendment and Restatement of the Articles of Incorporation may be amended by the Members at a special meeting of the Members called for that purpose. The Amendment must be proposed by a resolution adopted by a two-thirds (2/3) vote of the voting members of a quorum of the Board and then submitted to a quorum of the Members for their vote. The proposed Amendment must be approved by a two-thirds (2/3) vote of a quorum of the voting Members of the Corporation.

ARTICLE X.

This organization is organized exclusively for charitable purpose within the meaning of section 501(c)(3) of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned has executed these Second Amended and Restated Articles of Incorporation on this 23rd day of October, 2014.


Alan Black, President

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