

N98000004262

Division of Corporations

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July 29, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

MATER ACADEMY, INC.
6340 SUNSET DRIVE
MIAMI, FL 33143

SUBJECT: MATER ACADEMY, INC.
REF: N98000004262

RESUBMIT
Please give original
submission date as file date.

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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) 245-6903.

Cheryl Coulliette
Regulatory Specialist II

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MATER ACADEMY, INC.

(A Florida Not for Profit Corporation)

MATER ACADEMY, INC., a Florida not for profit corporation (the "Corporation"), hereby certifies as follows:

FIRST. The Corporation filed its original Articles of Incorporation with the Florida Department of State on July 17, 1998.

SECOND. These Amended and Restated Articles of Incorporation amend and restate the provisions of the Articles of Incorporation in their entirety and were duly adopted on April 27, 2011 by the Board of Directors of the Corporation in accordance with the existing Articles of Incorporation and Bylaws of the Corporation and the provisions of the Florida Not for Profit Corporation Act (the "Act"). The Corporation has no members, and therefore no members were entitled to vote on these Amended and Restated Articles of Incorporation.

THIRD. The text of the Amended and Restated Articles of Incorporation is hereby restated to read as follows:

ARTICLE I.
NAME

The name of the Corporation shall be MATER ACADEMY, INC.

ARTICLE II.
ORGANIZATION

Section 2.1 The Corporation is not-for-profit and is organized and shall be operated exclusively for religious, charitable, scientific, literary, or educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue Law (the "Code").

Section 2.2 No part of the earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or to any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no director or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

Section 2.3 The Corporation shall not participate, directly or indirectly, 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. The Corporation shall not attempt to influence legislation by propaganda or otherwise. The Corporation shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in Treasury Regulations.

Section 2.4 Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code.

**ARTICLE III.
PRINCIPAL OFFICE**

The initial principal office and mailing address of the Corporation shall be 7901 NW 103rd Street, Hialeah Gardens, Florida 33016 and may be changed from time to time as the Board of Directors may elect.

**ARTICLE IV.
REGISTERED AGENT**

The Registered Agent of the Corporation shall be NRAI Services, Inc. at 2731 Executive Park Drive, Suite 4, Weston, Florida, 33331.

**ARTICLE V.
MEMBERSHIP**

The Corporation shall have no members.

**ARTICLE VI.
BOARD OF DIRECTORS**

The manner in which the directors are elected or appointed shall be as provided in the Bylaws of the Corporation.

**ARTICLE VII.
OFFICERS**

The officers of the Corporation shall occupy those positions designated in the Bylaws, and they shall be elected and shall govern in accordance with the provisions of the Bylaws of the Corporation.

**ARTICLE VIII.
AMENDMENTS**

These Articles of Incorporation may be amended by the act of the Board of Directors of

the Corporation. Amendments may be proposed and adopted in the manner provided in the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Amended and Restated Articles of Incorporation as of April 27, 2011.

MATER ACADEMY, INC.

By: 
Antonio L. Roca, President

Attest:

By: 
C. Christian Crounlat, Secretary

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