

# N99000000401



**THE UNITED STATES  
CORPORATION**  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 325646 7107213

AUTHORIZATION :

*Patricia Pigatto*

COST LIMIT : \$ 43.75

ORDER DATE : July 30, 1999

ORDER TIME : 1:52 PM

ORDER NO. : 325646-005

CUSTOMER NO: 7107213

CUSTOMER: William L. Thompson, Jr., Esq  
Thompson & Adams  
Suite 404  
2301 Park Ave  
Orange Park, FL 32073

*Amended &  
Restated  
w/ name change  
000002946520--0*

DOMESTIC AMENDMENT FILING

NAME: ASSOCIATED NETWORK, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

FILED  
99 JUL 30 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
99 JUL 30 PM 2:25  
TALLAHASSEE, FLORIDA  
*7/30/99*

AMENDED AND RESTATED ARTICLES  
OF  
ASSOCIATED NETWORK, INC.

99 JUL 30 PM 4:00  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The Amended and Restated Articles of Incorporation of Associated Network, Inc. are set forth below; and the Amended and Restated Articles of Incorporation merely restate the Articles of Incorporation and integrate and do not further amend the provisions of the Articles of Incorporation, except for such amendments as have been included in the Amended and Restated Articles of Incorporation that have been adopted pursuant to Section 617.1002, Florida Statutes, and there is no discrepancy between the Articles of Incorporation of the corporation currently in existence and the provisions of the Amended and Restated Articles of Incorporation other than the inclusion of the amendments adopted pursuant to such Section 617.1002.

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
IMPACT ACADEMY, INC., A  
FLORIDA NOT FOR PROFIT CORPORATION

The undersigned persons, acting as President and Secretary of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for the corporation:

ARTICLE I  
NAME

The name of this corporation is "Impact Academy, Inc."

ARTICLE II  
SPECIFIC AND GENERAL PURPOSE

The corporation is a non-profit corporation. Its specific and general purpose, and specific limitations are:

A. The specific and primary purpose for which this corporation is formed is to organized and carry on educational activities as a charter school under the laws of Florida by conducting a not for profit school that maintains a regularly scheduled curriculum, a regular facility, and a regularly enrolled student body in attendance at a place where the educational activities of same are regularly carried on, and in accordance with Florida law specifically:

- (a) Improve student learning.
- (b) Increase learning opportunities for all students, with special emphasis on

expanded learning experiences for students who are identified as academically low achieving.

- (c) Encourage the use of different and innovative learning methods.
- (d) Increase choice of learning opportunities for students.
- (e) Established a new form of accountability for schools.
- (f) Require the measurement of learning outcomes and create innovative measurement tools.
- (g) Make the school the unit for improvement.
- (h) Create new professional opportunities for teachers, including the opportunity to own the learning program at the school site.

B. The general purpose for which this corporation is formed is to operate exclusively for such educational purposes as will qualify it as an exempt educational organization under Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

C. Notwithstanding any other provisions of these articles of incorporation, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

D. This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

E. This corporation has, and shall continue to have, a racially nondiscriminatory policy as to students and shall not discriminate against applicants and students on the basis of race, color or national or ethnic origins. This policy shall mean that the School referenced hereinabove shall continue to admit students of any race to all the rights, privileges, programs, and activities generally accorded or made available to students at such School and that shall not discriminate on the basis of race in administering its educational policies, admission policies, scholarships or loan programs, and athletic and other school administered programs.

### ARTICLE III DURATION

The corporation shall have perpetual duration.

### ARTICLE IV MEMBERSHIP

The members of this corporation shall consist of one of two groups:

A. (1) Michael David Stanfield, the principal and vice principal of the school operated by the corporation and (2) any person, entity or organization who donates \$100.00 to this corporation to support its purposes in an unrestricted manner, who supports the long term success of the school operated by the corporation and who is designated as a Group 1 Member by the existing Group 1 Members because of the support of the school operated by the corporation is a Group 1 Member.

B. Any parent of a student at the school operated by this corporation who is a member of the Parent Teachers Association and who donates \$10.00 to support its purposes in an unrestricted manner and any person, entity or organization who donates \$100.00 to this corporation to support its purposes in an unrestricted manner is a Group 2 Member .

C. Michael David Stanfield, the principal and vice principal of the school operated by the corporation shall be a Group 1 Member without term. A person, entity or organization who donates \$100.00 to this corporation to support its purposes in an unrestricted manner, who supports the long term success of the school operated by the corporation and who is designated as a Group 1 Member by the existing Group 1 Members because of the support of the school operated by the corporation shall be a Group 1 Member for five years unless the member resigns as a member in writing. Group 2 Members shall be a member until the first July 31 following Group 2 Members commencement of membership.

### ARTICLE V REGISTERED OFFICE: REGISTERED AGENT

The street address of the initial registered office of the corporation is 5045 Soutel Drive, Jacksonville, FL 32208. The name of the initial registered agent at such address is Michael David Stanfield.

ARTICLE VI  
BOARD OF DIRECTORS

The board of directors shall be elected by the Members. The Group 1 Members shall elect a majority of the board of directors, and such additional directors as elected in the discretion of the Group 1 Members subject to the right of the Group 2 Members. The Group 2 Members shall elect at least one member of the board of directors and such additional member as determined by the Group 1 Members.

The names and residential addresses of the persons who are to be served as the initial directors are as follows:

Name	Address
Eddie S. Laster	11766 Kingfisher Lane E. Jacksonville, FL 32218
Larry Hamilton	8271 Moncrief/ Dines Jacksonville, FL 32208
John D. Perry II	4819 Moncrief Rd., Apt.5 Jacksonville, FL 32209
Dea. Levi Benjamin	4207 Homer Rd. Jacksonville, FL 32207

ARTICLE VII  
INCORPORATOR

The name and street address of the incorporator is as follows:

Name	Address
Michael David Stanfield	8445 Bandera Circle West Jacksonville, FL 32244

ARTICLE VIII  
OFFICERS

The board of directors shall elect the following officers: President to be known as Executive Director, Secretary and Treasurer, and such other officers as authorized by the bylaws and considered necessary by the Board of Directors.

ARTICLE IX  
MODIFICATION OF BYLAWS

Subject to the limitations contained in the bylaws and any limitations set forth in the laws of the State of Florida, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws, except the bylaws may not modify, alter, amend or restrict any part of these Articles of Incorporation. In addition, the Group 1 Members may adopt bylaws consistent of Florida law in their discretion which will supersede any conflicting bylaws adopted by the board of directors and may not be altered or amended by the board of directors.

SECTION X  
DEDICATION OF PROPERTY

The property of this corporation is irrevocably dedicated to those purposes set forth in Article II hereinabove, and no part of the net income or assets of this corporation shall ever insure to the benefit of any director, officer, or member of this corporation, or to the benefit of any private individual.

SECTION XI  
DISTRIBUTION UPON OF DISSOLUTION

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provisions for payment, of all debts and liabilities of the corporation, shall ne distributed to a non-profit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

SECTION XII  
AMENDMENT

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of Group 1 Members for their vote. Amendments may be adopted by a vote of majority of the board of directors of the corporation.

The foregoing amendment was adopted by the Board of Directors of this corporation on July 29, 1999. There are no members entitled to vote.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment, this 29 day of July, 1999.

Gayle L. Sikes  
Witness

Gayle L. Sikes  
Print Name

Orange Park, FL  
Address

Albert Simpson  
Witness

ALBERT SIMPSON  
Print Name

6775 Jack Horner Lane  
Address

Michael J. Fairfield  
President

John W. Buzby II  
Secretary

STATE OF FLORIDA     )  
                                      )  
COUNTY OF DUVAL     )

BEFORE ME personally appeared Michael David Stanfield, to be well known and known to me the person described in and who executed the foregoing Amended and Restated Articles of Incorporation of Associated Network, Inc., as its President, and acknowledged before me that he signed such Amended and Restated Articles of Incorporation for the uses and purposes therein set forth, such person being personally known to me or who produced \_\_\_\_\_ as identification with identification number \_\_\_\_\_ and who [ ] did or [ ] did not take an oath..



WILLIAM L. THOMPSON, JR.  
My Comm. Exp. Sept. 11, 1999  
Comm. No. CC 479758  
Bonded thru Pichard Ins. Agcy.

NOTARY

William L. Thompson, Jr.  
Commission No.: CC479758  
My Commission Expires: 9-11-99

STATE OF FLORIDA     )  
                                      )  
COUNTY OF DUVAL     )

BEFORE ME personally appeared John Davis Perry II, to be well known and known to me the person described in and who executed the foregoing Amended and Restated Articles of Incorporation of Associated Network, Inc., as its Secretary, and acknowledged before me that he signed such Amended and Restated Articles of Incorporation for the uses and purposes therein set forth, such person being personally known to me or who produced driver's license as identification with identification number P600-464-72-347-0 and who [ ] did or [ ] did not take an oath..



WILLIAM L. THOMPSON, JR.  
My Comm. Exp. Sept. 11, 1999  
Comm. No. CC 479758  
Bonded thru Pichard Ins. Agcy.

NOTARY

William L. Thompson, Jr.  
Commission No.: CC479758  
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