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Division of Corporations

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

**GULLIVER PREPARATORY SCHOOL, INC.
(formerly GULLIVER SCHOOLS, INC.)
(a Florida Not-For-Profit Corporation)**

Pursuant to the provisions of Section 617.1007 of the Florida Not for Profit Corporation Act (the "Act"), the undersigned does hereby execute and submit for filing with the Florida Department of State these Amended and Restated Articles of Incorporation as follows:

ARTICLE I

NAME

The name of this corporation is Gulliver Preparatory School, Inc. (the "Corporation").

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 9350 S. Dixie Highway, 11th Floor, Miami, FL 33156.

ARTICLE III

PURPOSE

The Corporation is a not-for-profit corporation, organized and shall be operated exclusively for scientific, educational and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and not for pecuniary profit and more specifically, the Corporation is organized and shall be operated exclusively to carry out the following purposes:

- (a) To own and operate pre-primary, elementary and secondary educational institutions serving Miami-Dade County, Florida, and surrounding areas;
- (b) To accept, hold, administer, invest and disburse for scientific, educational and charitable purposes such funds or property as may from time to time be given to it by any person, persons, or corporations, or earned by it in its activities;

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- (c) To own, manage, operate, lease or take any action in connection with such educational facilities and to acquire (through purchase, joint venture, equity ownership, lease or otherwise) and develop property, both real and personal, in connection with providing educational services;
- (d) To carry on educational activities in and around the community;
- (e) To participate in any activity designed and implemented to promote the general education of the communities served by the Corporation; and
- (f) To carry on such other activities which are in furtherance of and support of the foregoing purposes as are lawful and proper for Corporations formed under the Act and Section 501(c)(3) of the Code.

ARTICLE IV

NO MEMBERS

The Corporation will not have members.

ARTICLE V

BOARD OF TRUSTEES & OFFICERS

The business affairs of the Corporation shall be managed by a Board of Trustees. The number of trustees shall consist of no less than three (3) persons. The number of trustees may be increased or decreased from time to time in according with the Bylaws of the Corporation, but shall never be less than three. The manner of election of members of the Board of Trustees shall be regulated by the Bylaws of the Corporation.

The officers of the Corporation shall be the President, Vice President, Secretary and Treasurer. Each officer shall be elected by the Board of Trustees and each shall serve until their successors are duly qualified and elected as provided in the Corporation's Bylaws.

ARTICLE VI

AMENDMENT

These Amended and Restated Articles of Incorporation may be amended as provided in the Corporation's Bylaws.

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ARTICLE VII

DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code or corresponding provisions of any subsequent federal tax laws, as selected by the Board of Trustees.

ARTICLE VIII

REGISTERED AGENT & REGISTERED OFFICE

The name and address of the registered office and the registered agent of the Corporation are:

Stearns Weaver Miller Weissler
Alhadeff & Sitterson, P.A.
Attn: Jennifer Buttrick, Esq.
150 West Flagler St., Suite 2200
Miami, FL 33130

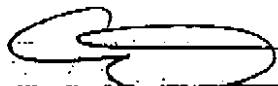
ARTICLE IX

LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees, 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

These Amended and Restated Articles of Incorporation were approved and adopted by the Board of Trustees of the Corporation and there are no members or members entitled to vote for approval.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 5th day of June 2020.


Name: Clifton Kling
Title: President