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Amend

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LAW OFFICES OF  
**JOHN J. MCGLYNN III**  
BUSINESS • TAX • REAL ESTATE

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November 30, 2017

State of Florida  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**Re: Virtual Schools of Excellence, Inc.  
Articles of Amendment**

Dear Corporate Representative:

I have enclosed Articles of Amendment for Virtual Schools of Excellence, Inc. together with a check in the amount of \$35.00 to cover the filing fees.

Sincerely yours,



John J. McGlynn III

Enclosures

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
VIRTUAL SCHOOLS OF EXCELLENCE, INC.**

The undersigned subscribers of VIRTUAL SCHOOL OF EXCELLENCE, INC. ("Corporation") whose Articles of Incorporation were filed with the Secretary of State of the State of Florida on September 10, 2013, hereby manifest the intention that the Articles of Incorporation be amended in accordance with the proposed Amendment set forth herein, pursuant to the provisions of Section 607.1006, Florida Statutes; and hereby request the approval thereof by the Secretary of State.

The provisions of Article II of the Articles of Incorporation are hereby deleted in their entirety and the following inserted in lieu thereof:

**ARTICLE II  
CORPORATE ADDRESS**

The principal place of business is 415 Avenue A, Suite 100, Fort Pierce, Florida 34950.

The mailing address of the business is 415 Avenue A, Suite 100, Fort Pierce, Florida 34950.

The provisions of Article III of the Articles of Incorporation are hereby deleted in their entirety and the following inserted in lieu thereof:

**ARTICLE III  
BUSINESS PURPOSE**

The provisions of Article III of the Articles of Incorporation are hereby deleted in their entirety and the following inserted in lieu thereof:

This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Florida Not For Profit Corporation Act for charitable purposes. The purposes for which this Corporation is formed are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

**ARTICLE V  
REGISTERED AGENT**

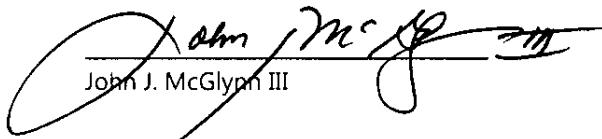
The provisions of Article V of the Articles of Incorporation are hereby deleted in their entirety and the following inserted in lieu thereof:

**VOID**  
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TALLAHASSEE, FLORIDA

The name and Florida street address of the registered agent is:

John J. McGlynn III  
729 S.W. Federal Highway, Suite 102  
Stuart, Florida 34994

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.



John J. McGlynn III

The following provisions shall also form a part of these Articles of Amendment to the Articles of Incorporation:

**ARTICLE IX.  
BOARD OF TRUSTEES/OFFICERS**

**1. Role and Number of Advisory Board of Trustees.** The operation and conduct of all of the business and affairs of this Corporation shall be managed by a Board of Trustees ("Board"), which shall consist of no fewer than five (5) members and no more than twelve (12) non-ex officio members (the members of the Board of Trustees shall be hereinafter referred to as "Trustees"). In the event, however, that the Board determines that it is necessary or desirable to increase the number of non-ex officio Trustees to more than twelve (12), the Board may make a request to the Members, and the Members shall have the right, in their sole and absolute discretion, to either deny the request of the Board or to approve the request either by increasing the number of Trustees in accordance with the request of the Board or by increasing the number of Trustees by a smaller number than that requested by the Board. The following shall represent the Board:

a. Ex-Officio Trustees. The principals of each school program shall serve as ex-officio Trustees with the same rights, privileges, and immunities as other Trustees.

b. Composition. A minimum of two (2) Trustees, excluding all ex-officio Trustees, shall be experienced educational professionals in areas of curriculum or instruction or administration or technology.

c. Terms of Office. The term of office of the elected member of the Board of Trustees shall be three (3) years, and shall expire at the time of the first monthly meeting following the Annual Meeting of the Board of Trustees. A member of the Board of Trustees may be elected to two (2) consecutive three-year terms.

d. Election of Trustees. The election of Trustees shall take place at least one (1) month prior to the Annual Meeting. Trustees shall be elected in such a manner as to guarantee an orderly rotation of the Board. Approximately one third (1/3) of the Trustees shall be elected annually. The terms of the subscribing Trustees who are elected, as opposed to ex-officio, shall be determined by a majority vote of the Trustees at their initial meeting in order to comply with this section.

e. Removal. Any elected Trustee may be removed from office at any meeting if a majority of the Members determine in writing that a Trustee has acted, voted, or advocated actions contrary to the Articles of Incorporation, has acted or voted in breach of fiduciary duties or has acted in a manner harmful to the reputation of the Corporation.

f. Vacancies. Vacancies on the Board shall be reported to the Members by the Chair of the Board within ten (10) days of the date of the vacancy, and any nominations from the Board to fill the vacancy shall be reported to the Members within thirty (30) days of the date of the vacancy. The Board may request that the vacancy not be filled so long as filling the vacancy is not required in order to fulfill the requirements of this Article. The Members shall elect a person to fulfill the remainder of the term of the vacated Trustee.

g. Quorum. A majority of the members of the Board of Trustees entitled to vote shall constitute a quorum for the transaction of business. A majority of such quorum present at the time and place of any meeting of the Board of Trustees shall be sufficient to act upon any proposition that may properly come before the Board of Trustees except as provided in these Articles. In the event of the failure to achieve a quorum, the attending Trustees may adjourn a meeting without further notice until a quorum can be established. Attendance via electronic conferencing media such as skype constitutes approved attendance.

h. Power of Trustees. The powers of the Trustees shall include the general powers conferred upon them by law, and shall include, but not be limited to, to elect or to appoint annually at the first regular meeting following the Annual Meeting, a Chair, a Vice-Chair, a Secretary, a Treasurer, and an Assistant Treasurer at the discretion of the Board. The Officers shall serve for the shorter of one (1) year or until the end of the particular officer's term as a member of the Board of Trustees.

#### **ARTICLE X. CONVERSION TO A "NOT FOR PROFIT CORPORATION"**

The status of the Corporation as a "For Profit Corporation" under Chapter 607 of the Florida Business Corporation Act is hereby converted to a "Not For Profit Corporation" under Chapter 617 of the Florida Not For Profit Corporation Act.

The date of each amendment adoption to the Articles of Amendment to Articles of Incorporation is November 28, 2017.

The Articles of Amendment to Articles of Incorporation were adopted by the Board of Directors without shareholder action and shareholder action was not required.

Dated this 30<sup>th</sup> day of November, 2017.

  
By: CATERINA ANGELONE  
Its: President