

RESTATED ON MARCH 15, 2011
ARTICLES OF INCORPORATION
OF
Pinellas Preparatory Academy, Inc.

ARTICLE I
Name

The name of the corporation is: Pinellas Preparatory Academy, Inc.
(Formerly known as Love of Learning, Inc.) herein after referred to as the “corporation”.

ARTICLE II
Purpose

A. **General:**

The purposes for which the corporation is organized are:

1. To Provide:
 - a. A quality education for all students enrolled in the corporation’s programs to prepares graduates for success in secondary education and beyond.
 - b. This corporation is a nonprofit public benefit corporation, is not organized for the private gain of any person, and is organized exclusively for educational purposes, including for such purpose the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, or the corresponding sections of any future federal tax code. It is organized under the Florida Not For Profit Corporation Act.
 - c. The specific purpose of this corporation is to operate charter school programs based on a creative learning environment, through active involvement and the use of multiple intelligences combined with Florida Sunshine State Standards. The educational philosophy of each of the corporations programs shall be defined in the charter application of each school. The programs will be purely educational and include in the teachings strong ethical values with an emphasis on human rights.
2. To enhance generally the lawful purposes, interests, and objectives of the educational community within Pinellas County and the State of Florida.
3. To perform any of the foregoing activities directly or through the medium of donations, grants, loans, and assessments or other expenditures made to or for the benefit of individuals or organizations developing or performing services of a nature related to the purposes described; hereinabove, either by the expenditure of the corporation’s income or principal assets, but always subject to the provisions of Section B of this Article II.

4. To do all other acts and things and carry on and conduct all other activities necessary, suitable, convenient, useful or expedient in connection with or incidental to the accomplishment of any of the purposes set forth herein to the fullest extent permitted by the laws of the State of Florida, but always subject to the provisions of Section B of this Article II.

B. Tax Exempt Requirements:

1. Notwithstanding any other provision of these articles, this corporation will not conduct any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal code of 1986 or the corresponding provision of any future United States Internal Revenue law.
2. All of the funds and assets of this Corporation, together with the net earnings thereof and income realized thereon, shall be exclusively devoted to the purposes expressed herein.
3. No director or officer of the corporation or any other private individual may receive or be entitled to receive, under any circumstances, any pecuniary benefit from the operations or liquidation of the corporation.

ARTICLE III

Membership

The qualification, manner of admission to the governing board shall be set forth in the Bylaws of this corporation.

ARTICLE IV

Board of Directors

Mario Biagini, Chairman, 1985 Georgia Circle South, Clearwater, FL 33760. 727-536-0375
mbiagini@pinellasprep.org

Addie Romanowski, Vice Chair, 429 Woodrow Avenue NW, Largo, FL 33770. 727-584-4693
aromanowski@pinellasprep.org

George Brydon, Treasurer, 235 8th Avenue NE, Saint Petersburg, FL 33701. 813-690-1950
brydon@pinellasprep.org

Martin Peters, Secretary, 8025 52nd Way North, Pinellas Park, FL 33781. 727-564-1868
mpeters@pinellasprep.org

E. Patrick Buntz, 421 Pine Warbler Way North, Palm Harbor, FL 34683. 813-393-8233
rbuntz@pinellasprep.org

Charles Catanese, 3661 Kings Road #101, Palm Harbor, FL 34685. 727-643-3555
ccatanese@pinellasprep.org

Tammy Babitzke, 2262 Willowbrook Drive, Clearwater, FL 33764. 727-532-0877
tbabitzke@pinellasprep.org

Michael Schulz, 12716 Kimberly Oaks Circle, Largo, FL 33774. 727-596-4913
mschulz@pinellasprep.org

Christina Harris, 1270 Oakbrook Drive, SW, Largo, FL 33770. 727-735-7596
charris@pinellasprep.org

ARTICLE V

Management

1. The affairs of the corporation shall be managed by a Board of Directors who shall be selected as provided by the Bylaws. The number of directors shall be established in the Bylaws, but shall not be less than three (3).
2. The corporation, by direction of its Board of Directors, has the power to do any and all things necessary to carry out the purposes of the corporation and possesses all rights and privileges and immunities and enjoys all benefits granted not for profit corporations of similar character under the laws of the State of Florida, including the right to hold and convey title to property whether real, personal, tangible, intangible or mixed.
3. No persons shall be authorized to act for the corporation except as specifically provided by its Board of Directors, or in the Bylaws.

ARTICLE VI

Officers

The officers of the corporation shall be those specified in the Bylaws, and officers shall be elected as provided in the Bylaws.

ARTICLE VII

Directors

The corporation shall be governed by a Board of Directors, as specified in the Bylaws, consisting of at least three (3) persons.

ARTICLE VIII

Bylaws

The Bylaws of the corporation shall be made, and may be altered or rescinded as provided in the Bylaws.

ARTICLE IX

Articles of Incorporation

The Articles of Incorporation of the corporation may be amended in accordance with the laws of Pinellas County and the State of Florida.

ARTICLE X

Location of Office and Agent

1. The street address of this corporation's principal and registered agent and office in the State of Florida is Curtis P. Fuller, 2300 S. Belcher Road, Largo, FL 33771

2. The name of this corporation's initial registered agent was Terry W. Schlesinger, 12760 Indian Rocks Rd. Suite 558 Largo, Fl. 33754

ARTICLE XI

Dissolution

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which are exempt as described in Section s501(c)(3) and 170 (c)(2) of Internal Revenue code of 1954, or corresponding sections of any prior or future law, of to the federal, state, or local government public purposes.

ARTICLE X

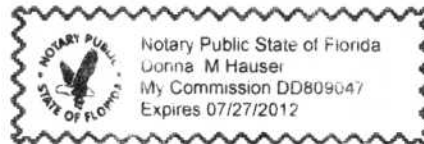
Restatement

These articles are a restatement of previous Article of Incorporation and have been duly approved by the Board of Directors on March 15, 2011 by a vote of a duly called board meeting at which quorum was present.

Approved: March 15, 2011 by a vote of 5-0



Mario Biagini
Chairman of the Board



COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: _____

DOCUMENT NUMBER: _____

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

(Name of Contact Person)

(Firm/ Company)

(Address)

(City/ State and Zip Code)

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

_____ at (_____) _____
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|--|--|---|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Articles of Amendment
to
Articles of Incorporation
of**

(Name of Corporation as currently filed with the Florida Dept. of State)

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or " Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

_____ *(Florida street address)*

_____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

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

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____ _____ _____	<input type="checkbox"/> Add <input type="checkbox"/> Remove
_____	_____	_____ _____ _____	<input type="checkbox"/> Add <input type="checkbox"/> Remove
_____	_____	_____ _____ _____	<input type="checkbox"/> Add <input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

Continued amendments to Officers and/or Directors.

The following directors are being **removed** with this restatement:

- Rob Mattingly, Chairman, 8354 76th Ave. N. Seminole FL 33777 727-463-0176 (cell) rsmgni@tampabay.rr.com
- Lynn Matter, Treasurer, 338 Old Oak Cir Palm Harbor, FL 34683 727-787-1087
Matfam6@AOL.com
- Carrie Williams, Secretary, 1009 Varona St. Belleair, FL 33756 727-585-6260
Cwilli80@tampabay.rr.com
- James Gregg, Church Liason, 9615 104th Av. Largo, FL 33773
- Sara Kemker, PTEG Liason, 12811 Harborwood Dr. Largo, FL 33774 596-9977
Sara_Kemker@hotmail.com

The following directors are being **added** with this restatement:

- Mario Biagini, Chairman, 1985 Georgia Circle South, Clearwater, FL 33760. 727-536-0375 mbiagini@pinellasprep.org
- Addie Romanowski, Vice Chair, 429 Woodrow Avenue NW, Largo, FL 33770. 727-584-4693 aromanowski@pinellasprep.org
- George Brydon, Treasurer, 235 8th Avenue NE, Saint Petersburg, FL 33701. 813-690-1950 brydon@pinellasprep.org
- Martin Peters, Secretary, 8025 52nd Way North, Pinellas Park, FL 33781. 727-564-1868 mpeters@pinellasprep.org
- E. Patrick Buntz, 421 Pine Warbler Way North, Palm Harbor, FL 34683. 813-393-8233 rbuntz@pinellasprep.org
- Charles Catanese, 3661 Kings Road #101, Palm Harbor, FL 34685. 727-643-3555
ccatanese@pinellasprep.org
- Tammy Babitzke, 2262 Willowbrook Drive, Clearwater, FL 33764. 727-532-0877
tbabitzke@pinellasprep.org
- Michael Schulz, 12716 Kimberly Oaks Circle, Largo, FL 33774. 727-596-4913
mschulz@pinellasprep.org
- Christina Harris, 1270 Oakbrook Drive, SW, Largo, FL 33770. 727-735-7596
charris@pinellasprep.org

The date of each amendment(s) adoption: _____
(date of adoption is required)

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated _____

Signature _____

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

(Typed or printed name of person signing)

(Title of person signing)