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John Anthony
Requester's Name
1030 West Olive Street
Address
Lakeland, FL 33815 (863) 682-0654
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Progressive Preparatory Academy, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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DIVISION OF CORPORATIONS

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NEW FILINGS

- Profit
 Not for Profit
 Limited Liability
 Domestication
 Other

AMENDMENTS

- Amendment
 Resignation of R.A., Officer/Director
 Change of Registered Agent
 Dissolution/Withdrawal
 Merger

OTHER FILINGS

- Annual Report
 Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
 Limited Partnership
 Reinstatement
 Trademark
 Other

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials *W*

W
6/17/02

ARTICLES OF INCORPORATION

OF

**PROGRESSIVE PREPARATORY ACADEMY, INC.
(A Corporation Not-For-Profit)**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned natural persons of age twenty-one (21) years or more, acting as incorporators of a corporation, not for profit, adopt the following Amended and Restated Articles of Incorporation for such Corporation pursuant to Chapter. 617. of Title 34 of the Statues of the State of Florida.

ARTICLE I

Name

The name of the Corporation shall be **Progressive Preparatory Academy, Inc.**

ARTICLE II

Duration

This corporation shall exist perpetually or until dissolved by due process of law.

ARTICLE III

Principal Office, Registered Agent and Address

The address of the Corporation's principal office is **522 West 9th Street, Lakeland, Florida 33805.**

The registered agent of the Corporation is **Fiesta Kagler Yoro** whose address is **522 West 9th Street, Lakeland, Florida 33805.**

ARTICLE IV
Corporate Seal

The Corporate Seal of the Corporation shall have inscribed thereon the name of the Corporation, the year of the incorporation and words "CORPORATE SEAL" and "FLORIDA."

ARTICLE V
Purpose

The purpose for which the corporation is organized is exclusively for religious, educational, charitable and scientific, that are described in Section 501(c)(3) of the Internal Revenue Code of 1986.

1. To establish and operate a quality chartered school that will address the total affective and cognitive development of children;
2. To engage qualified and competent teachers who possess profound compassion for children and parents;
3. To develop and provide a curriculum which will insure a quality education for each child attending the academy;
4. To help parents understand that their greatest assets are their children;
5. To employ an educational leader who clearly understand the importance of a substantive education process which meet each child educational needs;
6. To ensure that teachers understand the importance of keeping abreast of the latest methodology which enhance students academic development and performance;
7. To help teachers and parents to understand the importance of implementing viable and productive partnership to ameliorate children academic performance;

8. To provide activities which enhance children self-esteem, self-pride and self-worth;
9. To develop productive relationships with the business, community and religious entities which will impact positively on our children academic development;
10. To prepare students of the academy for both contributing an productive citizenship; and
11. To provide a "Learning Environment" which will help students become critical and analytical thinkers in a fragmented world, thus helping them to make a whole world for humanity.

In furtherance, but not in limitation of the forgoing purposes, the corporation shall have the power and authority:

1. To receive assistance, money (as grants or otherwise), real or personal property and any other form of contribution, gifts, bequest or devise from any person, firm or corporation to be utilized in the furtherance of the necessary, objects and purposes of this Corporation; to enter into agreements or contracts for contribution to the Corporation for its objects and purposes, provided however, the gifts shall be subject to acceptance by the Board of Directors as required by the bylaws;
2. To distribute, in the manner, form and method, and by means determined by the Board of Directors of this corporation, any and all forms of contributions received by it in carrying out the programs of the corporation in furtherance of its stated purposes. Money and real or personal property contributed to the corporation in furtherance of those objects and purposes are and shall continue to be impressed with a trust for such purposes; and
3. Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised, construed and limited in their application to accomplish the purpose for which this Corporation is formed.

ARTICLE VI
Limitation

1. Notwithstanding any other provision of these articles, this 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 Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law.
2. The Corporation shall not carry on propaganda or otherwise attempt in any way to influence legislation or participate or intervene in, (including the publishing or distribution of statement), any political campaign on behalf of any candidate for public office.
3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers and members 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 the purpose set forth above.

ARTICLE VII
Management

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the Board of Directors is four (4). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than four (4). The Directors shall be elect in manner prescribed by the Bylaws.

The name and address of each Director of the Corporation is as follows:

Fiesta Kagler Yoro, President
522 West 9th Street
Lakeland, Florida 33805

Bernard Ash, Vice President
13 S. W. 7th Street
Fort Meade, Florida 33841

Denise P. Williams, Secretary
306 Starmount Drive
Tallahassee, Florida 32303

George Denis, Treasurer
2430 Highlands Vue Parkway
Lakeland, Florida 33813

ARTICLE VIII Incorporators

The names and addresses of the Incorporates and subscribers of these Articles are:

Fiesta Kagler Yoro
522 West 9th Street
Lakeland, Florida 33805

Bernard Ash
13 West 7th Street
Fort Meade, Florida 33841

Denise P. Williams
306 Starmount Drive
Tallahassee, Florida 32303

George Denis
2430 Highlands Vue Parkway
Lakeland, Florida 33813

ARTICLE IX Indemnification

Every Director and officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeal thereof) to which a director may be a party or may become involved by reason of being or having been a director or officer at the time such expense incurred, except when the director or officer is adjudged guilty of, or liable for, willful misfeasance in the performance of duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approve such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled by law. Appropriate liability insurance shall be provided for every officer, director and agent of the Corporation in amounts determined from time to time by the Board.

ARTICLE X
Dissolution

The regulation of internal affairs of the Corporation, including the distribution of assets on dissolution, shall be provided for in the bylaws and shall include that:

1. Upon dissolution of the Corporation or winding down of its affairs, the assets of the Corporation shall be applied and distributed as follows:
 - (a) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provisions shall be made;
 - (b) Assets held by the Corporation upon condition requiring, return, transfer or conveyance, which condition occurs by reason of the dissolution or winding down, shall be returned, transferred or conveyed in accordance with such requirements; and
 - (c) All remaining assets not disposed of under either of the preceding paragraphs (a) or (b) shall be transferred or conveyed to one or more religious, charitable, education or scientific organizations (i) which are described in Section 509(a)(1), (2), or (3), and (ii) to which deductible contributions can be made under Section 170(c) (2), 2522(a)(2), as the Board of Directors.

ARTICLE XI
Contracts and Agreements

The corporation shall have power from time to time to make such contracts and do such things as shall be authorized by the members of this corporation and the laws of the State of Florida. All legal contracts of the corporation shall be signed by the President and attested by the Secretary.

ARTICLE XII
Territory

The Territory in which the operations of the the corporation is principally to be conducted in Lakeland, Polk County, Florida.

ARTICLE XIII
Fiscal Year

The fiscal year of the Corporation shall begin July 1 and end on June 30 of each calendar year.

ARTICLE XIV
Amendments

These Articles of Incorporation may be amended when such amendment is proposed and adopted by a resolution by the members of the corporation at any business meeting of the corporation and shall become effective when such resolution is duly certified by the Secretary of the corporation and filed with the Secretary of State of the State of Florida, approved by him, and all filing fees have been paid.

ARTICLE XV
Rules of Order

The rules contained int he current and subsequent editions of Robert Rules of Order shall govern all meetings of the corporation.

IN WITNESS WHEREOF, we, the undersigned do acknowledge these Articles of Incorporation and accordingly have hereunto set hands this 11th day of June, A.D. 2002.

Fiesta Kagler Yoro
Fiesta Kagler Yoro

B. D. Ash
Bernard Ash

Denise P. Williams
Denise P. Williams

George H. Denis
George Denis

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared:

Fiesta Kagler Yoro
Denise P. Williams

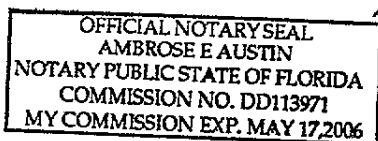
Bernard Ash
George Denis

to me well known to be the persons described in the forgoing Amended and Restated Articles of Incorporation and acknowledge before me that they subscribe to same.

Notary Public

Ambrose E. Austin

June 11, 2002



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Progressive Preparatory Academy, Inc.

2. The name and address of the registered agent and office is:

Fiesta Kagler Yoro
(Name)
522 West 9th Street
(P.O. Box not acceptable)
Lakeland, Florida 33805
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Fiesta Kagler Yoro
(Signature)

June 14, 2002
(Date)