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D. A. WHITE



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April 2, 2010

Sending via U.S. Mail Only

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314-6327

Re: Articles of Incorporation for West Orange Montessori School, Inc.

To Whom it May Concern:

Please find enclosed an original and two copies of the articles of incorporation for West Orange Montessori Charter School, Inc. Also enclosed is \$87.50 for the filing fee, registered agent designation, certified copy and certificate of status.

Please return the certified copy and certificate of status to this office.

Sincerely,

Jeffrey S. Badgley

JSB:pds
Enclosures

cc: Ms. Michelle Dulaney (w/ enclosures)(via e-mail only)

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Articles of Incorporation of West Orange Montessori Charter School, Inc.

The undersigned, acting as sole incorporator of the West Orange Montessori Charter School, Inc. (the "Corporation"), under the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

Article I - Name

The name of the Corporation shall be West Orange Montessori Charter School, Inc.

Article II – Principle Office

The place in this state where the principal office of the Corporation is to be located is 227 South Main Street, Winter Garden, Florida 34787. The location of the principal office shall be subject to change pursuant to bylaws duly adopted by the Corporation.

Article III – Statement of Purpose and Powers

This Corporation is organized exclusively for the purpose of providing and promoting quality Montessori public education as a charter school pursuant to Section 1002.33, Florida Statutes, as hereafter amended. The Corporation shall operate for that educational purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law)(hereinafter the "Internal Revenue code").

Notwithstanding any other provision of these articles, the 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 the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article VI - Powers

This Corporation shall have all the powers conferred upon not for profit corporations organized by the Florida Not for Profit Corporation Act, section 617, Florida Statutes, and as the same now exists and as hereafter amended, provided that it shall exercise such powers only in fulfillment of its above-stated purposes, and in compliance with this Article and all provisions of section 501(c)(3) of the Internal Revenue Code.

Article V – Members

The corporation shall not have members, but shall be governed, administered and managed by its board of directors.

Article IV – Manner of Election of Directors

The directors shall be elected in the manner specified in the bylaws of the corporation. Provided, however, that there shall be no less than three (3) directors at all times during the life of the corporation.

Article VII – Initial Directors and Officers

The names of the initial directors are:

1. Thomas Palmer, 404 Mary Ellen Court, Winter Garden 34787
2. Jeffrey Badgley, 827 Irma Avenue, Orlando, Florida 32803
3. Michelle Dulany, 227 South Main Street, Winter Garden, Florida 34787
4. Anya Kaleshefski, 13630 1st Avenue, Winter Garden 34787
5. Michelle Wood, 1422 Sherbourne Street, Winter Garden 34787

The names of the initial officers are:

1. President, Thomas Palmer, 404 Mary Ellen Court, Winter Garden 34787
2. Vice President, Jeffrey S. Badgley, 827 Irma Avenue, Orlando, Florida 32803
3. Secretary, Michelle Wood, 1422 Sherbourne Street, Winter Garden 34787
4. Treasurer: Michelle Dulany, 227 South Main Street, Winter Garden, Florida 34787

Article VIII – Initial Registered Agent and Street Address

The registered agent for the corporation is Jeffrey S. Badgley, 827 Irma Avenue, Orlando, Florida 32803.

Article IX – Incorporator

The name and address of the Incorporator is Jeffrey S. Badgley, 827 Irma Avenue, Orlando, Florida 32803.

Article X– No Private Inurement

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, 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 the purposes set forth in Article Third hereof.

Article XI - Non-political Activity

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Article XII – Dissolution

The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Florida Statutes. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of the property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

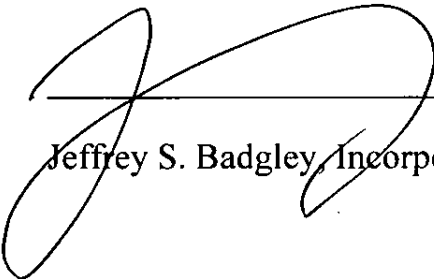
- (1) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefore;

- (2) Remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code, as determined in the plan to dissolve adopted in the manner set for the above in this Article VIII.

Article XIII – Amendment

These Articles may be amended in the manner now or hereafter provided in the Florida Statutes.

IN WITNESS WHEREOF, I have hereunto set my hand this 21 day of April, 2010.

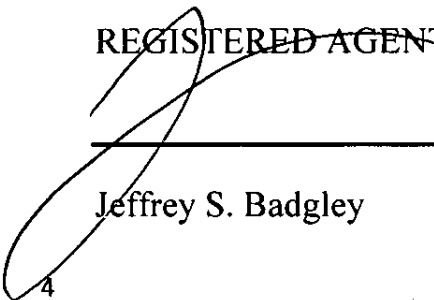


Jeffrey S. Badgley, Incorporator

ACCEPTANCE OF APPOINTMENT BY INITIAL REGISTERED AGENT

THE UNDERSIGNED, having been named in Article VII of the foregoing Articles of corporation as Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and accepts, the obligations set forth in Sections 617.0501, Florida Statutes and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the Corporation.

DATED, this 21 day of April, 2010.



Jeffrey S. Badgley

REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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4