

N100000006361

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

((H10000153985 3)))

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H10000153985 3)))



H100001539853ABC%

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : LATHAM, SHUKER, EDEN & BEAUDINE, LLC
Account Number : I200000000025
Phone : (407) 481-5800
Fax Number : (407) 481-5801

FILED
10 JUL -2 PM 3:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: gbinkley@lseblaw.com

FLORIDA PROFIT/NON PROFIT CORPORATION
LIFESKILLS ACADEMY OF ORLANDO, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

RECEIVED
10 JUL -2 PM 3:54
TALLAHASSEE FLORIDA

Electronic Filing Menu Corporate Filing Menu

Help

MRS 7/6

((H10000153985 3)))

(((H10000153985 3)))

**ARTICLES OF INCORPORATION
OF
LIFESKILLS ACADEMY OF ORLANDO, INC.**

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation not-for-profit under the authority of Chapter 617 of the Florida Statutes, the Florida Not For Profit Act (the "Act"), and the various laws of the State of Florida.

ARTICLE I – Name

The name of the Corporation shall be LIFESKILLS ACADEMY OF ORLANDO, INC. (the "Corporation").

ARTICLE II – Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation is 1016 Spring Villas Pointe, Suite 1030, Winter Springs, FL 32708.

ARTICLE III – Purpose

A. The Corporation is organized exclusively for charitable, religious, scientific, educational, or literary purposes, including, for such purposes, 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 provision of any future United States Internal Revenue law) (the "Code"). The specific purpose for which the Corporation is organized is to operate the LifeSkills Academy of Orlando school located in Orlando, Florida.

B. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which corporations qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's 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 this Article. 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 publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

D. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation

(((H10000153985 3)))

FILED
10 JUL -2 PM 3:05
TALLAHASSEE FLORIDA
SECRETARY OF STATE

exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

E. In the event the Corporation is classified as a private foundation under Section 509 of the Code, (i) the Corporation shall distribute its income each taxable year at such time and in such manner so as not to subject itself to tax under Section 4942 of the Code, and (ii) the Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investments in such manner as to subject itself to tax under Section 4944 of the Code, nor make any taxable expenditures (as defined in Section 4945(d) of the Code).

F. Unless modified by a unanimous vote of the Board of Directors, the Corporation shall have as its specific mission the following: LifeSkills Academy of Orlando, Inc. ("LifeSkills") provides a therapy-centered school for children of normal or above average intelligence, whose primary deficiency is one that inhibits their independent integration into a traditional school setting. The core element of the LifeSkills program is, first and foremost, to assist each child in establishing and sustaining engagement. Academic, behavioral and social skills will progressively be introduced and expanded as each child gives evidence of readiness.

ARTICLE IV – Term of Existence

The effective date upon which the Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V – Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 390 N. Orange Avenue, Suite 600, Orlando, FL 32801 and the name of the initial registered agent of the Corporation at that address is LSEB Agent Services, Inc.

ARTICLE VI - Directors

A. The Corporation shall not have members and the affairs of the Corporation shall be managed by its Board of Directors and such officers as it shall designate, including a School Headmaster if one be designated, to perform the executive functions of the operation of the Corporation. The initial number of directors of the Corporation shall be five (5).

B. The number of directors may be either increased or decreased from time to time by the Board of Directors in accordance with the Bylaws of the Corporation, but there shall always be at least three (3) directors.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof.

The Board of Directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. The names and street addresses of the initial members of the Board of Directors are:

<u>Name</u>	<u>Street Address</u>
R. Scott Shuker	390 N. Orange Avenue Suite 600 Orlando, FL 32801
Sandra Wainman	1016 Spring Villas Pointe Suite 1030 Winter Springs, FL 32708
Wendy Blair	3853 Whitewood Court Oviedo, 32766
Glenda Laveck	250 Douglas Park Avenue Davenport, FL 33897
Sandra Osborn	118 North Moore Road Casselberry, FL 32707

The initial members of the Board of Directors shall continue to serve until their successors are selected in the manner as provided in the Bylaws of the Corporation.

F. Directors shall be qualified, elected, appointed, and removed as provided in the Bylaws of the Corporation.

ARTICLE VII – Incorporator

The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Street Address</u>
Sandra Wainman	1016 Spring Villas Pointe Suite 1030 Winter Springs, FL 32708

ARTICLE VIII – Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

(((H10000153985 3)))

ARTICLE IX – Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE X – Dissolution

A. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation in a manner not inconsistent with the purposes of the Corporation, including to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

B. Any assets not disposed of by the Board of Directors as provided herein, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for tax-exempt purposes or to such organization or organizations, which are organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization or organizations under Section 501(c)(3) of the Code.

WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 2nd day of July, 2010.


Sandra Wainman

FILED
10 JUL -2 PM 3:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCEPTANCE OF APPOINTMENT

The undersigned, LSEB Agent Services, Inc., a Florida corporation, hereby acknowledges and accepts its appointment as registered agent of **LIFESKILLS ACADEMY OF ORLANDO, INC.**, a Florida not-for-profit corporation, and agrees to act in that capacity and to comply with the provisions of the Act relative thereto. The undersigned is familiar with, and accepts, the obligations of a registered agent appointed as provided for in Chapter 617 of the Act.

Dated as of this 2nd day of July, 2010.

LSEB Agent Services, Inc., a Florida corporation

By:


R. SCOTT SHUKER, Vice President

(((H10000153985 3)))