

N 12000007428

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900237819599

07/31/12--01007--010 **78.75

FILED
12 JUL 31 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers AUG 01 2012

HARDEE LAW FIRM, PL
ATTORNEYS & COUNSELORS AT LAW

170 SOUTHWEST PINCKNEY ST.
MADISON, FLORIDA 32340

TELEPHONE: 850.973.4007
FACSIMILE: 850.973.8495

July 20, 2012

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

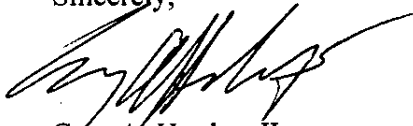
Re: **THE JAMES MADISON PREPARATORY HIGH SCHOOL, INC.**
My File No.: 7688

Dear Madam or Sir:

Please find enclosed the original Articles of Incorporation which includes the Designation and Acceptance of the Registered Agent for the above nonprofit corporation. Also enclosed is my check in the amount of \$78.75 which represents the fee to file the documents to have a certified copy returned to me.

I trust you will find everything to be in order. If you require anything additional, please do not hesitate to contact me.

Sincerely,



Cary A. Hardee, II

CAH/eh
Enclosures

FILED
12 JUL 31 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
THE JAMES MADISON PREPARATORY HIGH SCHOOL, INC.**
A Not For Profit Corporation

The undersigned subscribers of these Articles of Incorporation, being natural persons competent to contract, hereby subscribe to and form a corporation not for profit in compliance with Florida Statutes Chapter 617, and do hereby certify:

ARTICLE I
Name and Principal Office Address

The name and address of this corporation shall be THE JAMES MADISON PREPARATORY HIGH SCHOOL, INC., 378 E. Base Street, Suite 219, Madison, Florida 32340.

ARTICLE II
Duration

The corporation shall have perpetual existence.

ARTICLE III
Purpose

The corporation is a not for profit corporation. The purposes for which the corporation is organized are:

- a. The corporation is organized exclusively for charitable and educational purposes for transacting all functions and activities permitted by Chapter 617 of the Florida Statutes and such powers as corporations not for profit may otherwise now or hereafter have or acquire provided, however, that this corporation in exercising any one or more of such powers shall do so in furtherance of the purposes which will qualify it as an exemption organization under §501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, including for such purposes, the making of distribution to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- b. Such purposes shall include, but not be limited to, provide a rigorous college preparatory high school that will promote student ownership of learning through a content-rich liberal arts curriculum emphasizing science, technology, engineering, and math (STEM). Students will study complex, real-world problems in a collaborative environment with scientists, engineers, and other professionals within the community and in partnership with North Florida Community College. The

FILED
12 JUL 31 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

school will set high expectations for all students, promote good citizenship, develop ethical leaders, and produce graduates with a 21st century global perspective.

- c. No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its members, trustees, 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 III. 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. 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 §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV

Powers

This corporation shall have all powers granted by law to not-for-profit corporation subject to the limitations and restrictions as set forth in Article III, above.

ARTICLE V

Membership

The members of this corporation shall be all of the members of the Board of Directors.

ARTICLE VI

Incorporators

The name and address of the original incorporator is James B. Davis, IV, 378 E. Base Street, Suite 219, Madison, Florida 32340.

ARTICLE VII

Officers

The officers of the corporation shall consist of a President, Vice President and a Secretary, and such other officers and assistant officers as the Board of Directors shall provide for in the Bylaw of the corporation. The Board of Directors shall elect the officers at the annual meeting of the Board of Directors. Vacancies shall be filled by the Board of Directors at any regular or specially called

meeting. The names of the officers who shall manage the affairs of the corporation until their successors are elected or appointed and are duly qualified are:

President: James B. Davis, IV
Vice-President: Jacob K. Johnson, Jr.
Vice-President: Matthew G. Webb
Vice-President: Cary A. Hardee
Secretary/Treasurer: Margaret A. Bunch

ARTICLE VIII
Board of Directors

Control of the affairs of the corporation shall be vested in the Board of Directors, who shall be elected on an annual basis, but the term of office of any member of the Board of Directors may be for a period of more than one (1) year as provided by the Bylaws. The number of Directors may be increased or decreased, by a majority vote of the Board of Directors, but shall never be less than five (5), nor more than nine (9), Directors. The Board of Directors shall be elected by the Directors of the corporation at the annual meeting. Vacancies on the Board of Directors shall be filled by a majority vote of the Board of Directors of the corporation. Any member of the Board of Directors elected to fill a vacancy shall hold office for the balance of the term.

The names and addresses of the first members of the Board of Directors are:

<u>Name</u>	<u>Address</u>
James B. Davis, IV	378 E Base Street, Madison, FL 32340
Jacob K. Johnson, Jr.	Post Office Box 157, Madison, FL 32341
Matthew G. Webb	Post Office Box 450, Madison, FL 32341
Margaret A. Bunch	Post Office Box 612, Madison, FL 32341
Cary A. Hardee	Post Office Box 450, Madison, FL 32341

ARTICLE IX
Informal Action

To the extent permitted by law, any action required to be taken at any annual or special meeting of the Board of Directors, or any action, which may be taken at any annual or special meeting of such Board, may be taken without a meeting, without prior notice and without a vote, if consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

ARTICLE X
Amendment of Bylaws and Articles of Incorporation

The Bylaws and Articles of Incorporation may be amended by a majority vote of the Board of Directors at any meeting, provided that an intention to amend has been announced and notice given in accordance with the Bylaws.

ARTICLE XI
Registered Office and Agent

The registered office of the corporation shall be 378 East Base Street, Suite 219, Madison, Florida 32340. The registered agent shall be The Hardee Law Firm, PL, 170 Southwest Pinckney Street, Madison, Florida 32340. The registered office and registered agent provided for herein may be changed from time to time in the manner provided in the bylaws.

ARTICLE XII
Racially Nondiscriminatory Admission and Operations Policy

The James Madison Preparatory High School, Inc. admits applicants and students of any race, color, national or ethnic origin to all the rights, privileges, programs and activities generally accorded or made available to applicants and students at The James Madison Preparatory High School, Inc. It does not discriminate on the basis of race, color, national or ethnic origin in administration of its educational policies, admissions, policies, scholarship and loan programs, and athletic or other school administered programs.

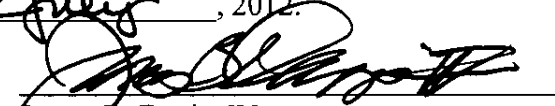
ARTICLE XIII
Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIV
Effective Date

The effective date of these Articles of Incorporation is the date of filing with the Department of State.

IN WITNESS WHEREOF, the undersigned, being the incorporator certify to the truth of the facts herein stated, this the 20 day of July, 2012.


James B. Davis, IV


ACCEPTANCE

I hereby accept appointment as Registered Agent of THE JAMES MADISON PREPARATORY HIGH SCHOOL, INC.

Dated the 20 day of July, 2012.

The Hardee Law Firm, PL


Cary A. Hardee


FILED
12 JUL 31 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA