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FLORIDA PROFIT/NON PROFIT CORPORATION  
Brighton Lakes Charter School, Inc.

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August 1, 2013

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

BAKER & HOSTETLER LLP

SUBJECT: BRIGHTON LAKES CHARTER SCHOOL, INC.  
REF: W13000043031

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please correct the spelling of the city's name for Max Croft.

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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**BRIGHTON LAKES CHARTER SCHOOL, INC.**  
**(A Florida Corporation Not for Profit)**

**ARTICLE 1**  
**Name**

The name of this corporation is BRIGHTON LAKES CHARTER SCHOOL, INC. (hereinafter called the "Corporation").

**ARTICLE 2**  
**Principal Place of Business and Mailing Address**

The address of the principal office and the mailing address of the Corporation shall be 5378 Brookline Drive, Orlando, Florida 32819.

**ARTICLE 3**  
**Duration**

The period of the duration of the Corporation is perpetual unless dissolved according to law.

**ARTICLE 4**  
**Purpose**

The Corporation is organized exclusively for educational purposes, including for such purposes, the making of contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding section of any future Federal tax code.

**ARTICLE 5**  
**Powers**

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a

the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law. In addition to the powers specified, the Corporation shall have the additional powers specified in its bylaws.

**ARTICLE 6**  
**Management**

Management of the Corporation shall be vested in the Corporation's Board of Directors. The number and method of election of the directors of the Corporation who shall serve following the terms of the initial directors of the Corporation shall be as stated in the bylaws.

**ARTICLE 7**  
**Initial Board of Directors**

The number constituting the initial Board of Directors of the Corporation is five (5). The names and addresses of the persons who shall serve as the initial Board of Directors of the Corporation are as follows:

David Chase  
3800 Calodonia Avenue  
Apopka, Florida 32712

Nora Colon  
199 Sage Crest Drive  
Ocoee, Florida 34761

Max Croft  
328 Park Court  
Winter Garden, Florida 34787

Sandra Graf  
31430 Prestwick Avenue  
Sorrento, Florida 32776

Jody Resnick  
8220 Wellsmere Circle  
Orlando, Florida 328350

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**ARTICLE 8**  
**Members**

The Corporation shall have no members.

**ARTICLE 9**  
**Disposition of Assets upon Dissolution**

Upon dissolution of the Corporation, any assets remaining after the payment of its debts shall be disposed of by transfer to one or more organizations that are described in section 501(c)(3) and in section 509(a)(1), (2) or (3) of the Code, or corresponding sections of any future Federal tax code, to be used for one or more of the purposes of the Corporation, or to the State of Florida or any political subdivision or agency thereof to be used for exclusively public purposes, in such proportions as the Board of Directors of the Corporation shall determine. Any such assets not so disposed of shall be disposed of by a Florida court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for public purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Notwithstanding any provision herein to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by the Corporation upon trust and other condition, or subject to an executory or special limitation, and such property, upon dissolution of the Corporation, shall be transferred in accordance with the trust, condition or limitation imposed with respect to it.

**ARTICLE 10**  
**Restrictions**

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 4 hereof.

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 of Incorporation, 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 Code, or corresponding section of any future Federal tax code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Code, or corresponding sections of any future Federal tax code.

In the event that the Corporation shall be considered to be a private foundation, as such term is defined in Section 509(a) of the Code, or corresponding section of any future Federal tax code, then in that event, the Corporation:

A. shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding section of any future Federal tax code; and

B. shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding section of any future Federal tax code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding section of any future Federal tax code; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding section of any future Federal tax code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding section of any future Federal tax code.

**ARTICLE 11**  
**Indemnification of Directors**

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may deem appropriate or advisable from time to time.

**ARTICLE 12**  
**Bylaws**

The bylaws of the Corporation may be amended, altered, or repealed and new bylaws may be adopted only by the affirmative vote of a two-thirds (2/3) majority of the entire Board of Directors. The bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or with these Articles of Incorporation.

**ARTICLE 13**  
**Amendment**

These Articles of Incorporation shall be amended only by the affirmative vote of a two-thirds (2/3) majority of the entire Board of Directors.

**ARTICLE 14**  
**Registered Office/Registered Agent**

The street address of the Corporation's initial registered office in the State of Florida is 5378 Brookline Drive, Orlando, Florida 32819, and the name of its initial registered agent at such office is Rowena Baker Flanders.

**ARTICLE 15**  
**Incorporator**

The name and address of the sole incorporator is: Rowena Baker Flanders, 5378 Brookline Drive, Orlando, Florida 32819 (hereinafter called the "Incorporator").

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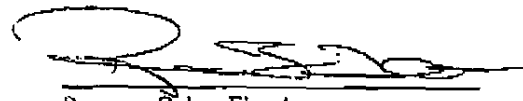
IN WITNESS WHEREOF, the undersigned, being the Incorporator for the purpose of forming a Corporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as amended, has signed these Articles of Incorporation on this 31 day of July, 2013.

  
Rowena Baker Flanders, Incorporator

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**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

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.



Rowena Baker Flanders,  
Registered Agent

Date: 7-31, 2013

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