

N13600008765

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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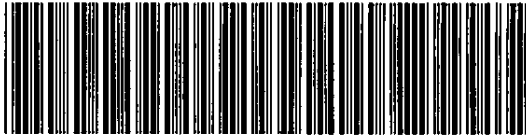
(Business Entity Name)

(Document Number)

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*Handwritten signature and initials*

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: The Classical Academy of Sarasota, Inc.

DOCUMENT NUMBER: N13000008765

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Joshua Longenecker

(Name of Contact Person)

The Classical Academy of Sarasota, Inc.

(Firm/ Company)

5785 Stone Pointe Drive

(Address)

Sarasota, FL 34233

(City/ State and Zip Code)

josh@tcasarasota.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Joshua Longenecker

(Name of Contact Person)

at ( 941 ) 925-2153

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |   |  |   |  |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
|---|--|---|--|

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

The Classical Academy of Sarasota, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N13000008765

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

N/A

The new

name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

**B. Enter new principal office address, if applicable:**

N/A

(Principal office address **MUST BE A STREET ADDRESS**)

**C. Enter new mailing address, if applicable:**

N/A

(Mailing address **MAY BE A POST OFFICE BOX**)

RECORDED  
STATE  
OFFICE  
TALLAHASSEE, FLORIDA

13 OCT 30 AM 11:38

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**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent:

N/A

(Florida street address)

New Registered Office Address:

(City)

Florida

(Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	<u>N/A</u> _____	_____ _____ _____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	<u>N/A</u> _____	_____ _____ _____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	<u>N/A</u> _____	_____ _____ _____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	<u>N/A</u> _____	_____ _____ _____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	<u>N/A</u> _____	_____ _____ _____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	<u>N/A</u> _____	_____ _____ _____



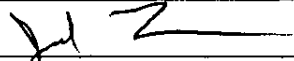
The date of each amendment(s) adoption: 10/14/2013, if other than the date this document was signed.

Effective date if applicable: 10/14/2013  
*(no more than 90 days after amendment file date)*

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 10/13/2013

Signature 

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Joshua Longenecker  
(Typed or printed name of person signing)

President  
(Title of person signing)

The Classical Academy of Sarasota, Inc.  
Document Number: N13000008765  
EIN: 46-3754462

**ARTICLES OF AMENDMENT TO INCORPORATION OF  
THE CLASSICAL ACADEMY OF SARASOTA, INC.  
DOCUMENT NUMBER: N13000008765**

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not-for-Profit Corporation Act, Florida Statutes Chapter 617.1006, makes and adopts the following articles of incorporation:

**Article 1. Name**

No Change

**Article 2. Address**

No Change

**Article 3. Purposes**

- (a) The corporation is organized, and shall be operated for educational purposes, which will qualify it as an exempt organization under 26 U.S.C.A. § 501(c)(3), or corresponding provisions of any subsequent federal tax laws; Educational Purposes include but are not limited to an Educational Private School that has a regularly scheduled curriculum, regular faculty, and regularly enrolled student body in attendance at a place where educational activities are regularly carried on.
- (b) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene by publication/distribution of any statements in any political campaign on behalf of any candidate for public office.
- (c) Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or 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 corresponding section of any future federal tax code).

**Article 4. Directors**

No Change

**Article 5. Registered Agent**

No Change

**Article 6. Incorporator**

No Change

**Article 7. Officers/Directors**

No Change

**Article 8. Effective Date**

No Change

**Article 9. No Members**

The corporation shall not have members, and shall not issue membership certificates. The corporation shall not issue shares of stock.

**Article 10. Not-for-Profit**

The corporation is a not-for-profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under 26 U.S.C.A. § 510 (c)(3) (referred to below as "code"). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation, and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 U.S.C.A. § 501 (c)(3).

**Article 11. Duration**

The duration (term) of the corporation is perpetual.

**Article 12. Powers**

Solely for the above purposes, the corporation shall have the following powers:

- A. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or



value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

- B. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not-for-Profit Corporation Act, and any successor or amendment to the Florida Not-for-Profit Corporation Act; To operate only of non-profit purposes, and not to pursue pecuniary gain or profit.
- C. To do any other things that are incidental to the powers of the corporation, or necessary or desirable in order to accomplish the purposes of the corporation.

#### **Article 13. Limitation**

- A. No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the corporation ever has any), directors or officers. However, 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 3 (Purposes) of these Articles.
- B. The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code (or corresponding section of any future Federal tax code).
- C. The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code (or corresponding section of any future Federal tax code).
- D. The corporation will not make any expenditures as defined in Section 4945(d) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

#### **Article 14. Tax-Exempt Status**

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 U.S.C.A. § 501(c)(3), and as an organization described in 26 U.S.C.A. § 501(c)(3), and which is other than a private foundation as defined in 26 U.S.C.A. § 509. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 U.S.C.A. § 501(c)(3). All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

#### **Article 15. Dissolution**

The Classical Academy of Sarasota, Inc.  
Document Number: N13000008765  
EIN: 46-3754462

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, distribute all of the assets of the corporation exclusively for charitable, scientific or educational purposes in such a manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 U.S.C.A. § 170(c)(1) or 26 U.S.C.A. § 170(c)(2)(B) and is described in 26 U.S.C.A. § 509(a)(1), (2) or (3).

#### **Article 16. Board of Directors**

There shall be a board of directors consisting of at least three individuals. The initial directors are elected by the incorporators. After that each director shall be elected by majority vote of the board of directors in the manner, and at the times, set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors.

#### **Article 17. Officers**

The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws of by resolution of the board of directors. Each officer shall be elected by a majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time, and in such a manner, as may be prescribed by the bylaws or by law.

#### **Article 18. Bylaws**

The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

#### **Article 19. Amendment**

The corporation reserves the right to amend or repeal and provision contained in these articles of incorporation or any amendment to them.

#### **Article 20. Indemnification and Civil Liability Immunity**

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but limited to Florida Statutes Chapter 617. It is intended that

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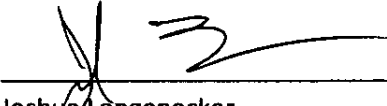
The Classical Academy of Sarasota, Inc.  
Document Number: N13000008765  
EIN: 46-3754462

the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

{SIGNATURE PAGE TO FOLLOW}

The Classical Academy of Sarasota, Inc.  
Document Number: N13000008765  
EIN: 46-3754462

I, the undersigned, being the sole incorporator of this corporation, for the purpose of amending the Articles of Organization this not-for-profit charitable corporation under the laws of Florida, and do hereby affirm that the facts stated herein are true. I have executed these articles of incorporation on October 14, 2013.

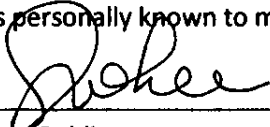
  
Joshua Longenecker  
Incorporator/Director/President

STATE OF Florida  
COUNTY OF Sarasota

The foregoing instrument was acknowledged before me this 14 day of October, 2013, by Joshua Longenecker, who is personally known to me or has produced \_\_\_\_\_ as identification. NOTE: If a type of identification is not inserted in the blank provided, then the person executing this instrument was personally known to me.

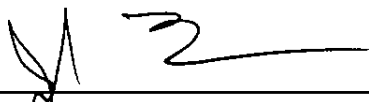
My commission expires:  
9/28/2017



  
Notary Public  
Alicia Z Wheeler  
Typed, Printed or Stamped Name

**ACCEPTANCE OF REGISTERED AGENT**

Having been named a registered agent to accept service of process for The Classical Academy of Sarasota, Inc., a Florida Corporation Not-for-Profit, at the place designated in these Articles, I agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the power and complete performance of my duties.

  
Joshua Longenecker  
Registered Agent

Date: 10/14/13