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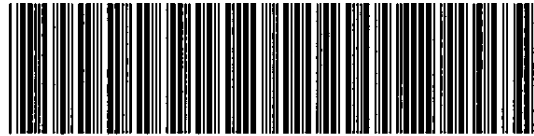
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

MAY 19 2006

Handwritten signature



THE ACADEMY
OF THE
PALM BEACHES

May 9, 2006

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Gentlemen:

Enclosed please find two copies each of Amended and Restated Articles of Incorporation and Amended and Restated By-Laws for the corporation known as The Academy of the Palm Beaches, together with a check in the sum of \$35.00 to cover the filing fees.

Please return one copy of each document file stamped by the clerk.

Thank you in advance for your attention in this regard.

Sincerely,

Nikki Morrow
Business Manager

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE ACADEMY OF THE PALM BEACHES, INC.**

FILED
06 MAY 12 PM 12:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

These Amended and Restated Articles of Incorporation supercede and replace the Articles of Incorporation filed on May 5, 1981, and all amendments thereto.

**Article I
Name**

The name of this corporation is The Academy of The Palm Beaches, Inc.

**Article II
Purpose**

This is a nonprofit corporation, organized solely for cultural and educational purposes pursuant to the Florida Corporations Not for Profit law set forth in Chapter 617 of the Florida Statutes and within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and in this connection to operate in the State of Florida an independent, private school dedicated to the instruction and training of individuals utilizing a child-centered approach to education, to provide one or more courses, programs or departments (including all grade levels) for the academic, artistic, musical, cultural, social, technical, or physical instruction and training of students, and to award such diplomas, certificates, and other evidences of achievement and proficiency as may be compatible with the laws of the State of Florida, or as may be authorized at any time by the educational authorities of the State of Florida.

**Article III
Existence**

The term of existence of the corporation is perpetual.

**Article IV
Board of Trustees**

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Trustees. The number of Trustees of the corporation shall be fifteen (15), provided, however, that such number may be changed by a resolution of the Board of Trustees duly adopted in accordance with the ByLaws.

Except for the transition year in which term of certain Trustees shall be elected for terms less than three (3) years to create staggered terms, Trustees shall be elected for staggered terms of three (3) years, and as more specifically stated in the ByLaws.

The names and addresses of the existing members of the Board of Trustees are as follows:

<u>Name</u>	<u>Address</u>
Michael Ainslie	415 Seaspray Avenue, Palm Beach, Florida 33480
Shelly Borislow	1045 South Ocean Drive, Palm Beach, Florida 33480
Lourdes Fanjul	220 El Dorado Lane, Palm Beach, Florida 33480
William Koch	974 South Ocean Boulevard, Palm Beach, Florida 33480
Paul Leone	Post Office Box 228, Palm Beach, Florida 33480
Ed Mitchell	2865 Farragut Lane, West Palm Beach, Florida 33409
Renee Morrison	336 El Vedado Way, Palm Beach, Florida 33480
Michele Poole	4200 State Road 7, West Palm Beach, Florida 33467
Laura Sherman	241 Tradewind Drive, Palm Beach, Florida 33480
Robert Simses	400 Royal Palm Way, Ste. 304, Palm Beach, Florida 33480
Mindy VanHelleMont	200 Barton Avenue, Palm Beach, Florida 33480
Valerie Winchester	1500 Lake Court, Palm Beach, Florida 33480

Article V

Prohibited Activities

No dividend shall be paid, and no part of the income of this Corporation shall be distributed to its directors, officers or committee members, except that this Corporation shall be authorized and empowered to pay reasonable compensation for legitimate expenses incurred by its directors, officers and committee members and to make payments and distributions to third parties in furtherance of the purposes set forth in Article II hereof.

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

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue Law or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue Law.

Article VI
Non-Discrimination

The school operated by the corporation shall admit students of any race, color, national and ethnic origin to all the rights, privileges, programs and activities generally accorded or made available to students at the school. It shall not discriminate on the basis of race, color, national and ethnic origin in administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other school administered programs.

Article VII
Bylaws

The Bylaws of this Corporation may be made, altered, amended or rescinded at any meeting of the Board of Trustees of this Corporation by the affirmative vote of a majority of the Trustees present at any such meeting.

Article VIII
Registered Office and Agent

The street address of the registered office of this Corporation is 1901 South Flagler Drive, West Palm Beach, Florida 33401, and the name of the registered agent of this Corporation located at such address is Nikki Morrow.

Article IX
Dissolution

In the event of dissolution, any residual assets of this Corporation will be distributed for one or more exempt purposes or purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding sections of any future Internal Revenue law of the United States.

Article X
Amendment to Articles

Amendments to these Articles of Incorporation shall be adopted by a majority of the Board of Trustees.

We, the undersigned, being the Chairman and Vice-Chairman/Secretary of this corporation, confirm that the above-referenced Articles were unanimously approved by the Board of Trustees on the 13th day of February, 2006, for the purpose of restating and amending the Articles of Incorporation of this nonprofit Corporation under the laws of the State of Florida.

THE ACADEMY OF THE PALM BEACHES, INC.

By:

Mindy VanHellemont
MINDY VANHELLEMONT, Chairman

Attested by:

Paul Leone
PAUL LEONE, its Vice-Chair/Secretary

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared Mindy VanHellemont, Chairman and Paul Leone, as Vice-Chair/Secretary of the Corporation, on behalf of the Corporation, personally known to me and known to be the persons who executed the foregoing Articles of Incorporation and they acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF I have hereunto set my hand and seal this 10th day of May, 2006.



Debra J. Kale

My Commission DD202004

Expires June 14, 2007

Debra J. Kale

Notary Public, State of Florida

My Commission Expires:

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept the responsibility to act in this capacity, and agree to comply with the provisions of Florida Statutes relative to keeping open said office and further accept the duties and obligations of Section 617.0503, Florida Statutes.

DATED this 13th day of February, 2006.

By:

Nikki Morrow
Nikki Morrow, Registered Agent