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FLORIDA NON-PROFIT CORPORATION

Cyber High Charter School of Orange County, Inc.

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**ARTICLE S OF INCORPORATION
OF
CYBER HIGH CHARTER SCHOOL OF ORANGE COUNTY, INC.
(A Florida Not for Profit Corporation)**

We, the undersigned, desiring to associate for the purpose of incorporating as a corporation not for profit under the provisions of Sec. 617 of the Florida Statutes, do hereby agree to adopt and organize under these Articles of Incorporation.

ARTICLE I - CORPORATE NAME, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of the corporation is CYBER HIGH CHARTER SCHOOL OF ORANGE COUNTY, INC., and the principal office and mailing address of this corporation is: 2650 Danielle Dr., Oviedo, FL 32765

ARTICLE II - CORPORATE NATURE

This is a nonprofit corporation, organized solely for educational purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III - DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV - GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

- (a) To significantly improve the graduation rate for "at risk" and other high school students by the progressive use of information and communication technologies.
- (b) To enable "at risk" and other students to graduate by providing to them a technology enhanced learning environment during their remaining high school years.
- (c) To increase basic reading and writing skills of "at risk" and other students and prepare said students for future academic options and employment.
- (c) To assist activities relative to the above.
- (d) To bring a substantial increase of the students served to the current graduation standards, within one to three years.
- (e) Other purposes of this Charter School may, from time to time, be adopted by amendment to the By-laws.

ARTICLE V - MEMBERSHIP

This corporation is organized upon a non-stock basis as defined in Section 617.011 of the Florida Statutes. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, voting, and other rights and privileges of members, shall be regulated by the By-laws.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The powers of this corporation shall be exercised, its property controlled, and its affairs directed by a Board of Directors. The number of Directors constituting the initial Board of Directors of the corporation is six (6), which number shall never be fewer than three (3) or greater than nine (9); provided, however, that such number may be changed by an amendment adopted pursuant to the By-laws of this corporation.

The directors named herein as the first Board of Directors shall hold office until the first meeting of members, to be held on the day chosen by the directors, at the place designated by the directors, at which time an election of directors may be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a time adopted in the By-laws. Annual meetings shall be held at a place and time as the Board of Directors may designate from time to time by resolution.

The names and residential addresses of the persons who are to serve as initial Directors until the first election thereof are as follows:

LEONA RACHMAN - 2650 Danielle Drive, Oviedo, FL 32765
LESLIE EVANS - 2911 Langley Park Court, Orlando, FL 32835
DAVID RADES - 13809 River Path Grove Dr, Orlando, FL 32826
LINDA HART - 759 Lake Kathryn Circle, Cassleberry, FL 32707
DR. JAMES TALBERT - P.O. Box 953, Apopka, FL 32703

ARTICLE VII – BUSINESS AFFAIRS

The business affairs of the corporation shall be conducted by the Board of Directors who are active members of this corporation, one of whom shall be elected President of the corporation, one the Vice President, one the Secretary and one the Treasurer, all of whom shall be elected annually by a majority vote of the members of the corporation present and voting at the regular annual meeting of the corporation to be held on the First Wednesday of March or as soon thereafter as convenient. The following Officers of the corporation shall be selected by the original Board of Directors at its Organizational Meeting.

President, Vice President, Secretary, and Treasurer.

ARTICLE VIII EARNINGS AND ACTIVITIES OF CORPORATION

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, 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 IV 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 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 section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Notwithstanding any other provision of these Articles, this corporation shall not, except to any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE IX - MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the By-laws for this corporation.

ARTICLE X - SUBSCRIBERS

The names and residence addresses of the Subscribers of this corporation are as follows:
(a minimum of one (1) only is required)

LEONA RACHMAN - 2650 Danielle Drive, Oviedo, FL 32765

ARTICLE XI - RESIDENT AGENT

The name and business addresses of the Resident Agent of this corporation is as follows:

LEONA RACHMAN- 2650 Danielle Drive, Oviedo, FL 32765

ARTICLE XII - AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-laws, and any limitations set forth in the Corporation Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-laws of this corporation may be made, altered, rescinded, added to, or new By-laws may be adopted, either by the resolution of the Board of Directors, or by following the procedure set forth therefor in the By-laws.

ARTICLE XIV - DISSOLUTION

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under section 501 (c) (3) of the Internal Revenue code of 1986, or corresponding provisions of an subsequent federal tax laws.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has executed these Articles of Incorporation this 26 day of May, 2001, for the purpose of forming this corporation Not for Profit under the laws of the State of Florida.

WITNESSED BY:

Gregory V. Porter

GREGORY V. PORTER
Notary Public - State of Florida
My Commission Expires Aug 10, 2002
Commission # CC 766174

[Signature]

Leona Rachman
Subscriber

ACCEPTED AS: Registered Agent

Leona Rachman
I hereby am
familiar with +
accept the duties
and responsibilities
as Registered
Agent.

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