

No2 000000282

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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SUBJECT: FLORIDA PREPARATORY ACADEMY, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: STEVEN A. RODRIGUEZ
FLORIDA PREPARATORY ACADEMY
Name (Printed or typed)
136 SWAN DRIVE
Address
ROTONDA WEST, FL 33947
City, State & Zip
941-697-4184
Daytime Telephone number

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JAN 11 AM 9:47

NOTE: Please provide the original and one copy of the articles.

32

"FLORIDA PREPARATORY ACADEMY"
A college prep school and international boarding academy.

ARTICLES OF INCORPORATION

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SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
02 JUN 11 AM 9:47

Article I: The name of this corporation shall be *Florida Preparatory Academy, Inc.* This is a K4 - 12th grade college preparatory school and international boarding institution. It is a "not-for-profit."

Article II: The principal place of business is 136 Swan Drive, Rotonda West, Florida, 33947.

Article III: The specific purpose of this not-for-profit organization is to organize, raise funds, and commence the business of providing a private, college preparatory school in central Florida. This would include any and all lawful business practice for this end. All matters pertaining to such an effort would be governed by the industry standards of private education.

Article IV: 1) The Board of Directors are lifetime members, no election shall occur. Members of the Board can only be removed for failing to fulfill their obligations of voting on organizational decisions and policy. Any Board member who fails to be present, or cast his vote by proxy, in 3 successive Board meetings, or 4 of 6 Board meetings, can be removed by majority vote of the remaining members. Proxy voting by way of correspondence, phone, email, or other electronic means is permitted so long as the voting party can be verified. The permanent seat shall not be filled by a new permanent seat, but with a non-permanent seat voted onto the Board by unanimous vote of the remaining board members.

2) The Board shall have 3 permanent, lifetime members. The 3 permanent, lifetime members are listed below. Their lineage replaces their presence on the board upon death. The Board can add members up to five (5) total. Criteria for membership would include, but not be limited to, sound moral character, member of the community in good standing, member of the business community where the school is located, no children in attendance (although they could have previously attended). Child's attendance does not apply to the lifetime Board members.

3) A non-lifetime Board member (defined as a Board member added by unanimous vote by the permanent 3 Board members) can resign without his/her seat being filled. That does not release the 3 lifetime Board members from any legal or financial obligations which must be fulfilled on behalf of the organization, unless the remaining two board members waive said responsibility.

The Board can only add members by unanimous vote.

- 4) Permanent Board members cannot resign. All legal responsibility for the existence of this organization rests with the permanent Board membership. Board members without permanent status can only be liable for the decisions made during their tenure.
- 5) All votes taken must be by majority vote. Board members must have at least one annual meeting in June.
- 6) An annual report shall be made available to the members of the Board each fiscal year. This report shall be filed by the organization's business manager and an official copy shall be kept at the principal place of business and also filed with the state's division of business corporations.
- 7) All fiscal matters, including but not limited to the budgeting and account management, are to be governed by majority vote. The pre-commencement financial accounts, and who manages those accounts, is to be determined by amendment to this document prior to the commencement of classes at Florida Preparatory Academy.
- 8) The Brazilian International Soccer Training Academy (BISTA) is a branch of Florida Prep. For legal purposes, BISTA is a sub-division of FPA.
- 9) Members of the Board may have family members, defined in the broadest sense, as employees of the school. However, Board members must abstain from voting on the hiring or dismissal of said employees.
- 10) All school by-laws, rules of operation, policies, and any other matters pertaining to the operation of Florida Prep is to be governed by Board vote, prior to the commencement of classes. Once school staff has been established and an administrator has been hired, all school matters rest with the administrator. The Board can hire or fire the administrator, but all school policy is final with the decision of the administrator.
- 11) The Board cannot hire, or fire, the administrator without super-majority vote.
- 12) If the Board removes an administrator during the course of the school year, the Board is liable for the pay of said administrator until the conclusion of the school year, unless the dismissal is based upon a gross violation of the clauses found within the employment contract, or a violation of the law.
- 13) All issues pertaining to this organization not resolved by policy manuals and future organizational structure and documentation, or that is not resolved in these articles of incorporation, shall be determined by Board vote.

Article V: The three (3) permanent, lifetime Board of Directors who are responsible for the commencement of business and their names and addresses are:

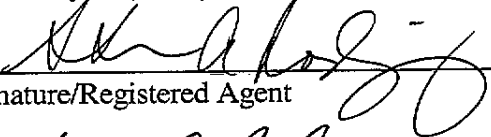
- 1) Bill Pfannkuch, **Chairman of the Board**
1958 Trout Circle
Englewood, FL 34224
- 2) Ademir DePaula, **Chancellor, Brazilian International Soccer Training Academy**
1958 Trout Circle
Englewood, FL 34224
- 3) Steve Rodriguez
136 Swan drive
Rotonda West, FL 33947
- 4) John/Jane Doe
- 5) John/Jane Doe

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Article VI: The *initial registered agent of Florida Prep* is Steve Rodriguez. The Florida Street Address of the initial registered agent is 136 Swan Drive, Rotonda West, FL 33947.

Article VII: The name and address of the incorporator is Steve Rodriguez, 136 Swan Drive, Rotonda West, FL 33947.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent

1-7-01
Date



Signature/Incorporator

1-7-01
Date