

Robert L. Shaver
Richard A. Stoffels

N 02800002101
Shaver
& Stoffels, P.A.
ATTORNEYS AT LAW

Victoria Plaza
3663 Central Avenue
St. Petersburg, Florida 33713
Tel. (727) 328-9899
Fax: (727) 328-9809

February 25, 2002

400005026514--5
-02/28/02--01046--012
*****78.75 *****78.75

Florida Department of State
Division of Corporations
Corporate Filings
PO Box 6327
Tallahassee, FL 32314

Re: The Language Academy Charter School

Dear Gentlemen:

Please find enclosed the fully executed Articles of Incorporation for The Language Academy Charter School, together with a check in the amount of \$78.75 to cover the cost of filing together with a certified copy. Please return the certified copy of the Articles to my office address listed above.

Should you have any questions, please do not hesitate to contact me.

Sincerely yours,


Richard A. Stoffels

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAR 25 AM 7:13

3-25-02
1344
WC



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 6, 2002

RICHARD A. STOFFELS, ESQ.
3663 CENTRAL AVE.
ST. PETERSBURG, FL 33713

SUBJECT: THE LANGUAGE ACADEMY CHARTER SCHOOL
Ref. Number: W02000006344

We have received your document for THE LANGUAGE ACADEMY CHARTER SCHOOL and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6995.

Wanda Cunningham
Document Specialist
New Filing Section

Letter Number: 702A00013559

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
02 MAR 25 AM 7:13

ARTICLES OF INCORPORATION

OF

THE LANGUAGE ACADEMY CHARTER SCHOOL, INC.

WHEREAS, educational research has demonstrated there is value in the education of young children in learning a second language; and

WHEREAS, educational research has also demonstrated there is value in providing education to young children through the use of Charter Schools; and

WHEREAS, it is therefore desirable to create a Florida not-for-profit corporation that will operate a charter school with an underlying foundation of teaching children in their formative years a second language;

NOW, THEREFORE, we, the undersigned as the subscribers to these Articles of Incorporation, do hereby associate ourselves together for the purpose of forming a not-for-profit corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is THE LANGUAGE ACADEMY CHARTER SCHOOL, INC.

ARTICLE II - PURPOSES

The purposes for which the Corporation exists are as follows:

1. This organization is formed to operate a Charter School, within the jurisdictional boundaries of the District School Board of Pasco County, for the specific purpose of providing elementary school education for grades fourth through eighth.
2. This organization is formed exclusively for charitable, educational, or literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code.

3. Notwithstanding any other provision of these Articles, this Corporation will 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 the corresponding provision 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 the corresponding provision of any future United States internal revenue law).

4. 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.

5. 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 these Articles.

6. To exercise any and all rights and powers conferred upon non-profit corporations by laws of the State of Florida as they now exist or as they may be amended.

ARTICLE III - DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such

organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV - TERM

The term of the Corporation shall be perpetual.

ARTICLE V - OFFICE AND AGENT

The registered office and principal office of the Corporation in the State of Florida will be located at 4125 US Highway 19, New Port Richey, Florida 34652. The registered agent of the Corporation in the State of Florida at the registered office is the Reverend Gary W. Carson.

ARTICLE VI - DIRECTORS

The affairs of the Corporation shall be managed by the Board of Directors who shall serve without compensation. The Board of Directors shall consist of seven (7) directors. Except as provided below, directors shall serve for a term of two (2) years and shall not serve for more than two full or partial consecutive terms. The Directors shall include the persons in the following offices and/or named classes:

- The Head of Staff of Westminster Presbyterian Church, or his designee. This person shall not be subject to the term limits described above.
- A member of the Session of Westminster Presbyterian Church, who shall be chosen by a majority vote of the Session of Westminster Presbyterian Church.
- The Administrator/Principal of The Language Academy Charter School, Inc. This position shall be a staff position of the Charter School, and the person nominated to fill this position by the officers of the corporation shall be approved by a majority vote of the Board of Directors. The person holding this position shall not be subject to the term limitations outlined above.

- A teacher employed by the Language Academy Charter School, Inc. who shall be elected by a majority vote of all teachers (not administrative staff) of the Charter School.
- A representative of the Parent/Community Advisory Committee who shall be elected by a majority vote of the Parent/Community Advisory Committee.
- Two at large members who shall each be elected by a majority vote of the then sitting Board of Directors of the Language Academy Charter School, Inc. These members should show significant involvement in the community and expertise in the fields related to the mission and purpose of the Charter School.

Should any candidate for the Board of Directors be eligible for membership on the Board of Directors for more than one of the above categories, that candidate shall designate which category he or she shall serve in. The empty seat shall then be filled pursuant to the above described procedures, or pursuant to the by-laws of the corporation.

ARTICLE VII - OFFICERS

The affairs of the Corporation are to be managed by the following officers: a President, a Vice President, a Secretary, and a Treasurer. The Board of Directors may provide for and elect any other officers or committees which may seem expedient to the Board. All officers shall be annually elected by the Board of Directors to serve for terms of one year. All officers of the corporation shall be members of the Board of Directors. The names of the officers who are to serve until the first election thereof are as follows:

<u>NAME</u>	<u>OFFICE</u>
Reverend Gary W. Carson	President
Mr. Walter Sellers	Vice President
Ms. Cindy Conzatti	Secretary
Mr. John Webster	Treasurer

ARTICLE VIII - MEMBERS

The Corporation shall not have members.

ARTICLE IX - INCORPORATORS

The names and addresses of the incorporators to these Articles of Incorporation are as follows:

Rev. Gary W. Carson
Westminster Presbyterian Church
4125 U.S. Highway 19
New Port Richey, FL 34652

Ms. Lenore Frontczak
5132 Amulet Drive
Unit 208
New Port Richey, FL

Mr. Walter Sellers
7401 Islander Lane
Hudson, FL 34667

Mr. John Webster
3746 Lighthouse Way
Holiday, FL 34691

Ms. Cindy Conzatti
PO Box 7602
Wesley Chapel, FL 33543

Ms. Linda Thorpe
1113 Persimmon Drive
Holiday, FL 34691

The Board consisting of the above named Incorporators shall serve in the capacity of the Board of Directors until such time as the first Board of Directors is fully chosen including those members chosen from hired staff, and from the community.

ARTICLE X - BY-LAWS

The By-laws of the Corporation are to be made and adopted by, and may be altered, amended, or rescinded by, the Directors of the Corporation upon an affirmative vote of two-thirds (2/3) of those persons holding the office of Director of the Corporation.

ARTICLE XI - AMENDMENTS TO ARTICLES

Any Director or Officer of the Corporation may propose that these Articles of Incorporation be amended, but these Articles may be amended only by the act of two-thirds (2/3) of the Directors of the Corporation.

ARTICLE XII - SEAL

The seal of the Corporation shall be a circular impression with the name "THE
INC.
LANGUAGE ACADEMY CHARTER SCHOOL" around the border and "Florida Seal, 2002" in
the center.

ARTICLE XIII - NONDISCRIMINATION POLICY

It is the policy of the LANGUAGE ACADEMY CHARTER SCHOOL, INC. to follow
all federal, state and district guidelines for nondiscriminatory practices in its employment
practices, enrollment and student population selection.

IN WITNESS WHEREOF, We, the undersigned, as the incorporators of the above-named
Corporation, do hereby subscribe our names and acknowledge the execution of the same on this
22nd day of February, 2002.

Rev. Gary W. Carson (SEAL)
Rev. Gary W. Carson

Walter E. Sellers (SEAL)
Mr. Walter Sellers

Cindy Conzatti (SEAL)
Ms. Cindy Conzatti

Lenore Frontczak (SEAL)
Ms. Lenore Frontczak

John Webster (SEAL)
Mr. John Webster

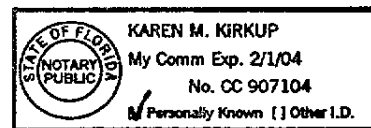
Linda Thorpe (SEAL)
Ms. Linda Thorpe

STATE OF FLORIDA

BEFORE ME, personally appeared Rev. Gary W. Carson, who is personally known to me or who has produced a Florida driver's license as identification and who acknowledged executing the foregoing Articles of Incorporation.

WITNESS my hand and official seal, this the 22nd day of February, 2002 in the aforesaid County and State.

Karen M. Kirling
NOTARY PUBLIC
My Commission Expires:

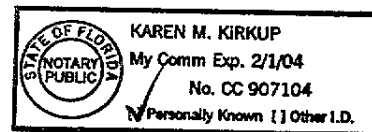


STATE OF FLORIDA)
)
COUNTY OF PINELLAS)

BEFORE ME, personally appeared Ms. Lenore Frontczak, who is personally known to me or who has produced a Florida driver's license as identification and who acknowledged executing the foregoing Articles of Incorporation.

WITNESS my hand and official seal, this the 22nd day of February, 2002 in the aforesaid County and State.

Karen M. Kinkaid
NOTARY PUBLIC
My Commission Expires:



STATE OF FLORIDA)
:
COUNTY OF PINELLAS)

BEFORE ME, personally appeared Mr. Walter Sellers, who is personally known to me or who has produced a Florida driver's license as identification and who acknowledged executing the foregoing Articles of Incorporation.

WITNESS my hand and official seal, this the 22nd day of February, 2002, in the aforesaid County and State.

Karen M. Kirkup
NOTARY PUBLIC
My Commission Expires:

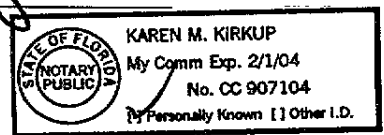


STATE OF FLORIDA)
:
COUNTY OF PINELLAS)

BEFORE ME, personally appeared Mr. John Webster, who is personally known to me or who has produced a Florida driver's license as identification and who acknowledged executing the foregoing Articles of Incorporation.

WITNESS my hand and official seal, this the 22nd day of February, 2002, in the aforesaid County and State.

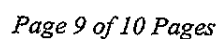
Karen M. Kirkup
NOTARY PUBLIC
My Commission Expires:



COUNTY OF PINELLAS

WITNESS my hand and official seal, this the 22nd day of February, 2002, in the aforesaid County and State.

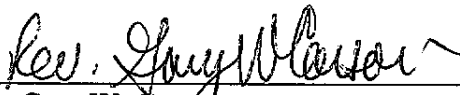
NOTARY PUBLIC
My Commission Expires:



THE LANGUAGE ACADEMY CHARTER SCHOOL, INC.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, at place designated in the Articles, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.



Rev. Gary W. Carson

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAR 25 AM 7:14