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NOT FOR
FLORIDA PROFIT CORPORATION ~~CHARTER~~

JFK CHARTER SCHOOL, INC.

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FAX AUDIT NO. H02000074471 2

ARTICLES OF INCORPORATION

OF

JFK CHARTER SCHOOL, INC.

ARTICLE I

NAME

The name of the Corporation is "JFK Charter School, Inc." and is referred to herein as the "Corporation".

ARTICLE II

MAILING ADDRESS

The current mailing address of the principal place of business of the Corporation is 5301 South Congress Avenue, Atlantis, Florida 33462.

ARTICLE III

NOT FOR PROFIT CORPORATION

The Corporation is organized as a "not for profit corporation" under Chapter 617 of the Florida Statutes, and is intended to be a not for profit charitable organization as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or as may be amended from time to time (the "Code").

FAX AUDIT NO. H02000074471 2
205779.1/6450.002

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FAX AUDIT NO. H02000074471 2

ARTICLE IV

PURPOSES

The Corporation is organized and shall be operated exclusively for the operation of a Charter School pursuant to Chapter 228, Florida Statutes and the Charter School Charter (the "Charter"), as each may be amended from time to time, and all charitable, scientific, religious and educational purposes associated therewith. The terms charitable, scientific, religious and educational shall have the same meanings herein that they have in Section 501(c)(3) of the Code. The references herein to designated sections of the Code shall be deemed to include any corresponding provisions of Federal tax laws at any time and from time to time in force and effect during the continuance of the Corporation. The Corporation hereby expresses its intent to be an organization exempt from taxation under Section 501(c)(3) of the Code and to be an organization whose contributions are deductible under Sections 170, 2055, 2106(a)(2) and 2522 of the Code.

Without limiting the generality of the foregoing, the purposes of the Corporation shall include the soliciting of, and receipt of, grants from other charitable, scientific, religious and educational groups and organizations; provided, however, that notwithstanding the foregoing enumeration of particular purposes found in this Article, the Corporation shall not engage in any activity that may not be engaged in by a corporation which is exempt under Section 501(c)(3) of the Code or the corresponding provisions of any future federal internal revenue laws then in effect.

FAX AUDIT NO. H02000074471 2
205779.1/6450.002

FAX AUDIT NO. H02000074471 2

ARTICLE V

SOURCE OF CONTRIBUTIONS

The Corporation will solicit grants, entitlements, contributions and other funds or resources from all possible sources, including, but not limited to, individual, corporate, community and governmental sources.

ARTICLE VI

POWERS AND LIMITATIONS

The Corporation shall have the power to acquire, own, lease, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire (by gift, purchase or otherwise), hold, own, lease, improve, build upon, operate, maintain, sell, use, and transfer or otherwise dispose of real or personal property in connection with the purposes of the Corporation; to borrow money and to enter into appropriate financing vehicles; to promulgate or enforce rules, regulations, by-laws, covenants, restrictions or agreements to effectuate all of the purposes of the organization; to contract for the management of the Corporation and to delegate in such contract all or any of the powers and duties of the Corporation to the extent permitted by law; to exercise all power and privileges necessary or convenient to the furtherance of the purposes for which the Corporation is organized, its Charter or its Bylaws, as they may be amended from time to time; and to exercise all powers granted to a corporation not for profit under the Florida Not For Profit Corporation Act; provided, however, that none of the powers of the Corporation shall be exercised to carry on activities that are not in themselves in furtherance of the purposes of this Corporation, other than as an insubstantial part of its activities.

FAX AUDIT NO. H02000074471 2
205779.1/6450.002

FAX AUDIT NO. H02000074471 2

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 contract for and 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 part of the corporate activities shall be an attempt to influence legislation by any means, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office, or engage in political activities of any kind, except as permitted by the provisions of Section 501(h) of the Code.

Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by organizations exempt under Section 501(c)(3) of the Code and the regulations thereunder, or by an organization, contributions to which are deductible under Sections 170, 2055, 2106(a)(2) and 2522 of the Code.

ARTICLE VII

MEMBERS

The Corporation shall initially have a single member, Columbia/JFK Medical Center Limited Partnership, a Delaware limited partnership ("Columbia/JFK"), which does business in Florida under the fictitious name of JFK Medical Center. The term "Member" as used throughout these Articles shall refer to Columbia/JFK and any other Member if these Articles shall be amended to provide for additional Members. Columbia/JFK is authorized to assign its interest to another corporation or not-

FAX AUDIT NO. H02000074471 2
205779.1/6450.002

FAX AUDIT NO. H02000074471 2

for-profit corporation that is affiliated with Columbia/JFK by an amendment to this Article to which it consents.

ARTICLE VIII

TERM

The term of the Corporation shall be perpetual.

ARTICLE IX

BOARD OF DIRECTORS

The Board of Directors shall be vested with all of the power and authority to supervise, control, direct and manage the property, affairs and activities of the Corporation.

All actions of the Board of Directors shall be in compliance with the laws of the State of Florida applicable to Charter Schools, including, specifically, Ch. 228 [Charter School] and Ch. 286 [Sunshine Law]. Voting by members of the Board of Directors must be in person and not by proxy or assignment of voting right.

The Incorporators shall select five (5) initial members of the Board of Directors of the Corporation (each, a "Director"). Thereafter, the Member(s) shall elect the Directors on an annual basis in the manner and for the terms of office as provided herein and in the Bylaws. The qualifications, rights, powers and privileges of the Directors shall be fixed in the Bylaws, but shall not contravene the Articles of Incorporation. Directors shall have all powers, rights and entitlements granted in these Articles, the Bylaws, or by law that a Director may exercise, including, specifically, the right to vote on all matters being considered by the Board of Directors.

FAX AUDIT NO. H02000074471 2
205779.1/6450.002

FAX AUDIT NO. H02000074471 2

The number of Directors may be increased or decreased as provided in the Bylaws. The initial number of Directors shall be five (5) until the first annual meeting of the Member(s), at which time the number of Directors shall be increased to no fewer than nine (9). Directors shall be limited to individuals who shall be elected to staggered three-year terms as provided in the Corporation's Bylaws. The terms of the Directors shall be staggered so that three Directors shall be elected each year. The Incorporators shall determine the initial term of each initial Director so that the staggered election of Directors can be established. The Incorporators may provide for initial non-annual terms that are consistent with future annual election of Directors. No Director may serve more than two (2) consecutive terms, except that the initial Directors whose initial term is two years or less may serve for three (3) consecutive terms.

No less than four of the nine Directors shall be individuals from the community-at-large, including at least one parent of a then-enrolled JKF Charter School student. The Bylaws may provide for other qualifications for the Directors.

Vacancies in the Board of Directors shall be filled as provided in the Bylaws.

ARTICLE X.

OFFICERS

The affairs of the Corporation shall be managed by the President, Vice-President, Secretary, Treasurer and such other officers as may from time to time be created by the Board of Directors in compliance with the Bylaws.

The officers of the Corporation shall be appointed by the Board of Directors of the Corporation for terms of one (1) year in the manner provided by the Bylaws of the Corporation.

FAX AUDIT NO. H02000074471 2
205779.1/6450.002

FAX AUDIT NO. H02000074471 2

Officers shall serve until their successors are elected and have qualified or until their earlier death, resignation or removal.

ARTICLE XI

INDEMNITY

To the fullest extent permitted by the provisions of the Florida Not For Profit Corporation Act or by other applicable law, the Corporation shall indemnify any member of the Board of Directors, or any Officer or former Director or Officer for expenses and costs (including attorneys' fees) actually and necessarily incurred thereby in connection with any claim asserted by action in court or otherwise, by reason of such person being or having been such Director or Officer, except in relation to matters as to which such person shall have been guilty of gross negligence or willful misconduct with respect to, the matter in which indemnity is sought. The Board of Directors may, by written agreement, under comparable terms and limitations, indemnify other employees, agents or other officials of the Corporation with respect to activities within the scope of their services on behalf of the Corporation.

ARTICLE XII

BYLAWS

Bylaws shall be adopted, altered, amended or repealed by the affirmative vote of two-thirds of the Directors a regular or special meeting called for that purpose. However, at least ten (10) days notice, in writing, prior to any such meeting shall be given to each Director and each Member, and such notice shall set forth the text of any bylaw, or any changes or additions to the Bylaws to be voted upon. The Bylaws may contain any provisions for the regulation and management of the

FAX AUDIT NO. H02000074471 2
205779.1/6450.002

FAX AUDIT NO. H02000074471 2

affairs of the Corporation not inconsistent with law or these Articles of Incorporation. No provision of the Bylaws of the Corporation shall be contravened, except by applicable law or by these Articles.

ARTICLE XIII

DISTRIBUTION ON DISSOLUTION

In the event of dissolution of the Corporation, all of the remaining unencumbered assets and property standing in the name of the Corporation shall, after all necessary expenses thereof have been paid or other contractual or statutory obligations satisfied, be distributed to an organization or organizations having their principal place of operation in the United States, qualified under Section 501(c)(3) of the Code and which are organized and operated primarily for purposes substantially similar to this Corporation. If, upon such dissolution, any such asset of the Corporation is not disposed of pursuant to the foregoing provisions, any such asset shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located to such organization as the Court shall determine.

ARTICLE XIV

AMENDMENT TO ARTICLES OF INCORPORATION

The Articles of Incorporation, the Charter and the Bylaws may be amended by the affirmative vote of a majority of the Member(s). The Articles of Incorporation may also be amended by the affirmative vote of a majority of the Directors, except that Articles IV, VI, IX, XI, XII and XIII may only be amended by the affirmative vote of two-thirds (2/3) of the Directors. However, Article VII, Article XIV, or any amendment of the Articles of Incorporation enacted by a vote of the Member(s), may be amended only with the written consent of a majority of the Member(s). Written notice of any

FAX AUDIT NO. H02000074471 2
205779.1/6450.002

FAX AUDIT NO. H02000074471 2

meeting of the Member(s) or the Board of Directors at which amendments to the Articles of Incorporation shall be discussed or voted upon shall be given to each Member and each Director at least ten (10) days prior to such meeting and such notice shall set forth the text of any changes or additions to the Articles of Incorporation to be discussed or voted upon.

ARTICLE XV

ANNUAL MEETING

The annual meeting of the Corporation and its Member(s) shall be held in accordance with the Bylaws.

ARTICLE XVI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is c/o JFK Medical Center, 5301 South Congress Avenue, Atlantis, Florida 33462, and the name of the initial Registered Agent of the Corporation is Beth Brill.

ARTICLE XVII

INCORPORATORS

The name and address of the person signing these Articles are as follows:

	<u>Name</u>	<u>Address</u>
1.	Beth Brill	861 Whippoorwill Trail West Palm Beach, Florida 33411
2.	Joyce Cumisky	12149 Regal Court North Wellington, Florida 33414
3.	Denise Kaufman	7169 150 th Court North

FAX AUDIT NO. H02000074471 2
205779.1/6450.002

FAX AUDIT NO. H02000074471 1

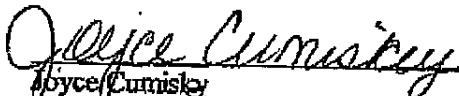
4. Phillip D. Robinson

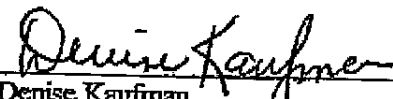
532 30th Street
West Palm Beach, Florida 33407


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
of JFK Charter School, Inc. this 4th day of April, 2002.

INCORPORATORS:


Beth Brill


Joyce Cumiskey


Denise Kaufman


Phillip D. Robinson

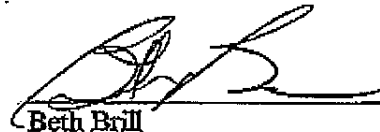
FAX AUDIT NO. H02000074471 2

ACCEPTANCE OF DESIGNATION AS INITIAL REGISTERED AGENT

I hereby accept the appointment as the Initial Registered Agent of JFK CHARTER SCHOOL, INC., as made in the foregoing Articles of Incorporation inasmuch as I am familiar with the obligations of that position.

Date: _____

4/4/02



Beth Brill
Initial Registered Agent

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