

N02000004575

CHARLES L. HENDLEY
ATTORNEY AND COUNSELOR AT LAW

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUN 14 AM 10: 14

2201 San Diego Avenue
P.O. Box 3485
Fort Pierce, FL 34948

(561) 465-5106
Fax (561) 461-4595

June 10, 2002

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*****78.75 *****78.75

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

**RE: Filing of Articles of Incorporation for KILPATRICK CHRISTIAN ACADEMY OF EXCELLENCE, INC.
A Private School**

Dear Sir/Madam:

Please find enclosed the filing fee for the above corporation in the amount of \$78.75. Kindly forward a Certificate and copy of Articles to:

Charles L. Hendley, Esquire
P.O. Box 3485
Fort Pierce, FL 34948

Sincerely,



Charles L. Hendley

Enclosure

6-17
for 8

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUN 14 AM 10:14

ARTICLES OF INCORPORATION
CHARTER
OF
KILPATRICK CHRISTIAN ACADEMY OF EXCELLENCE, INC., A PRIVATE SCHOOL

The undersigned, citizens of the United States, residents of the State of Florida, and of the County of St. Lucie, desire to form a non-profit corporation pursuant to Florida Statutes, Chapter 623, the Florida Private School Corporation Law of 1959, and do hereby certify:

ARTICLE I

NAME

The name of the corporation shall be Kilpatrick Christian Academy of Excellence, Inc., A Private School.

ARTICLE II

GEOGRAPHIC AREA

The geographic area in which the corporation will operate its school is in St. Lucie County, Florida.

ARTICLE III

PRINCIPAL OFFICE

The principal office of the Corporation shall be located in the County of St. Lucie, State of Florida, 34950, Juanita Avenue, Fort Pierce, FL 34947. P. O. Box 1148, Ft. Pierce, FL 34954.

ARTICLE IV

TERM OF EXISTENCE

The term of existence of the Corporation is to be perpetual unless dissolved according to law.

ARTICLE V

PURPOSE, GOALS, AND GUIDING PRINCIPLES

The mission of the Corporation is to: Provide educational opportunities which foster Christian principles, academic enhancement, economic exploration, and spiritual awareness.

02 JUN -6 AM 11:40
JO. VANCE
CLERK CIRCUIT COURT

The Goals are:

To educate, train and graduate students in spiritual development and academic excellence.

To re-emphasize Christian principles in the academic process, with Goad as the center, source and foundation of learning.

To encourage students to strive toward moral and intellectual leadership in our society

To stimulate students to become resourceful and independent.

The guiding principles of Kilpatrick Christian Academy of Excellence, which set forth core values of the organization and which shall be modified, if needed, and affirm by the membership at the annual membership meeting.

Students will be admitted without regard to race, creed, color, or religion.

ARTICLE VI

QUALIFICATION OF MEMBERS

The membership of the corporation shall be composed of all persons hereinafter named as charter members, the Executive Board and members of the East Florida Primitive Baptist District Association, and the Board of Directors of the Corporation.

ARTICLE VII

CHARTER MEMBERS

There are more than 25 members of this corporation, and charter members of the corporation are:

<u>Name</u>	<u>Address</u>
Elder Robert J. Hendley, Jr.	1380 West 30 th Street, Riviera Beach, FL 33404
Elder James Chester	1730 Echo Lake Drive, Riviera Beach, FL 33407
Gwendolyn Hendley	2201 San Diego Ave, Ft. Pierce, FL 34946
Robert Hendley, III	550 9 th St. S. W. , Vero Beach, FL 32962

ARTICLE VIII

BOARD OF DIRECTORS MEMBERS

Elder James Chester, Vice President	1730 Echo Lake Drive, Riviera Beach, FL 33407
Elder R. J. Hendley, Jr.	1380 West 30 th Street, Riviera Beach, FL 33404
Dr. Robert Hendley, III, President	550 9 th St. S. W., Vero Beach, FL 32962
Gwendolyn Hendley, Secretary	2201 San Diego Avenue, Ft. Pierce, FL 34946
Rose Haywood	7889 Saddlebrook Drive, Pt. St. Lucie, FL
Bro. Al Johnson, Treasurer	1127 Forest Hill Cove, Pt. St. Lucie, FL
Pastor Jim Way	6285 45 th Street, Vero Beach, FL 32967
Pinkie W. Hendley, Headmaster Non-voting	2306 San Diego, Avenue, Ft. Pierce, FL 34946

ARTICLES IX

BOARD OF DIRECTORS AND OFFICERS

Section 1. The control of the corporation shall be vested in a Board of Directors who shall be from the membership and elected for each ensuing year by a majority vote of the members present at the annual meeting of the membership.

Section 2. The names and addresses of the directors who shall serve for the ensuing year or until the first election thereof are listed above.

Section 3. The president who shall be the chief executive officer of the corporation, who shall preside at all meetings of the members and of the board of directors, and who shall perform such other duties as may be prescribed by the bylaws or directed by the board of directors.

Section 4. The vice president who in the absence or inability of the president to perform his or her duties shall act as president for the duration of such absence or inability and who shall perform such other duties as may be prescribed by the bylaws or directed by the board of directors.

Section 5. The secretary shall keep the minutes of all meetings of the corporation and other records of the corporation and who shall perform such additional duties as may be prescribed by the bylaws or directed by the board of directors.

Section 6. A treasurer who shall receive and keep all corporate funds and securities; keep all accounts and records of the corporation; examine, audit, adjust, and settle all accounts of the corporation; and perform such other duties as may be prescribed by the bylaws or directed by the board of directors.

ARTICLE X

BY-LAWS

Section 1. A majority of the board of directors present at any meeting of the corporation called upon seven (7) days notice, may make such by-laws for the conduct of corporate business and the carrying out of corporate purposes, as they may deem necessary from time to time.

Section 2. Upon proper notice, the by-laws may be amended, altered or rescinded by two-thirds majority affirmative vote of the members present at a meeting and entitled to vote.

Section 3. Any Board member who will be absent from a duly called meet of the Board of Directors may designate another Board member, by a proxy in writing, to vote for him/her on any matter which properly may come before the meeting.

ARTICLE XI

AMENDMENTS

When the members of the Corporation at a regular or special meeting held in accordance with its by-laws shall approve a resolution providing an amendment to the charter, a copy of such resolution certified by the president and secretary shall be presented to the judge of the circuit court of the county and if he finds the amendment to be proper in form and substance he shall endorse his approval thereon and it shall be recorded by the clerk of the circuit court and the amendment shall be effective from the date of record.

ARTICLE XII

CORPORATE POWERS

Section 1. This corporation shall have and any exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized, and the corporation may engage in any activity permitted under the laws of the United States and of the State of Florida; provided, however, that the corporation shall not have any powers or engage in any activity which are inconsistent with Section 2, hereof.

Section 2.

- a) The corporation shall have a racially non-discriminatory policy.
- b) No part of the net earnings of the corporation shall insure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in Article V hereof.
- c) 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- d) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal Income Tax under Section 501© (3) of the Internal

Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (2) by a corporation, contributions to which are deductible under section 170 © (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XIII

DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at that time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court 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 persons.

ARTICLE XIV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1380 W. 30th Street, Riviera Beach, FL 33404, and the name of its initial Registered Agent at such address is Elder R. J. Hendley.

ARTICLE XV

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every director and every officer of the corporation shall be indemnified by the corporation for all expenses and liabilities including legal fees, reasonably incurred by or imposed upon him/her in connection with any proceeding to which he may be a party or in which he may become involved by reason of being or having been a director or officer unless he is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his duties. Provided that, in the event of a settlement, this right of indemnification will only apply if a majority of the Board of Directors approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification will be in such addition and not exclusive of all other rights to which such director or officer may be entitled.

Section 4. Corporate Seal – The Seal of the Corporation shall be circular in form with the words “Kilpatrick Christian Academy of Excellence, Inc., 2002, Corporate Seal” thereon.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 16th day of

May, 2002.

[Signature]
President (Seal)

[Signature]
Secretary (Seal)

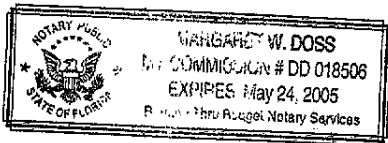
STATE OF Florida)
COUNTY OF Palm Beach) SS

The foregoing instrument was acknowledged before me this 16th day of May 2002, by the President and the Secretary of Kilpatrick Christian Academy of Excellence, a Florida not-for-profit corporation, on behalf of the corporation. They are personally known to me or have produced Florida driver's licenses as identification and did take an oath.

Margaret W. Doss
(Signature)

MARGARET W. DOSS
(Name typed, printed or stamped)

Notary Public
(Title or Rank)



(Serial Number, if any)

ACCEPATANCE OF REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated corporation at the place designated herein, I hereby agree to serve as Registered Agent, to comply with all laws regarding the performance of my duties, and to accept the duties and obligations of Section 607.325 Florida Statutes.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JUN 14 AM 10: 14

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dated this 16th day of May, 2002.

02 JUN 14 AM 10:14

Elder R. J. Hendley
Elder R. J. Hendley

STATE OF Florida) SS
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 16th day of May, 2002, by Elder R. J. Hendley, the Registered Agent of Kilpatrick Christian Academy of Excellence, Inc., a Florida not-for-profit corporation, on behalf of the corporation. He/she is personally known to be or has produced a Florida driver's license as identification and did take an oath.



Margaret W. Doss
(Signature)

MARGARET W. DOSS
(Name typed, printed or stamped)

Notary Public
(Title)

I, CYNTHIA G. ANGELOS, The Honorable Judge of the

Circuit Court of the Nineteenth Judicial Circuit in and for St. Lucie County, Florida, find this Charter to be in proper form and for the objective and purpose authorized by the Private School Corporation Law of 1959 and in accordance with the provisions and limitations of said law, and hereby approve the Charter of Kilpatrick Christian Academy of Excellence, a Florida not-for-profit corporation.

[Signature]
Circuit Judge
6-5-02