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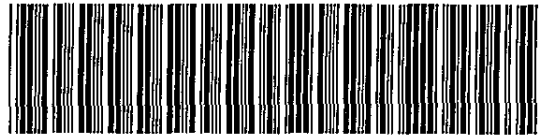
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

WILLIAM L. THOMPSON, JR., P.A.
ATTORNEY AT LAW

2301 PARK AVENUE, SUITE 404
ORANGE PARK, FLORIDA 32073

TELEPHONE: (904) 269-4841
TELEFAX: (904) 269-9303
ELECTRONIC MAIL:
WLT.LAW@ATT.NET

November 18, 2002

Via UPS Next Day Air

Florida Department of State
Division Of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

NOT FOR PROFIT

Re: OLD FLORIDA EDUCATIONAL SERVICES, INC.

I have enclosed for filing the ARTICLES OF INCORPORATION of Old Florida Educational Services, Inc. Please return a certified copy of the Articles to this office. I also have enclosed a check in the amount of \$78.75 representing the filing fees.

*** Note the effective date of November 18, 2002.**

Please contact our office should you have any questions or concerns. Thank you for your assistance.

Sincerely,



William L. Thompson, Jr.

WLT/cbm

Enclosures

ARTICLES OF INCORPORATION
of
OLD FLORIDA EDUCATIONAL SERVICES, INC.

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ARTICLE I

NAME

The name of the Corporation is "Old Florida Educational Services, Inc."

ARTICLE II

TERM OF EXISTENCE

The term for which the corporation shall exist shall be perpetual, commencing on the date of execution of these Articles, November 18, 2002.

EFFECTIVE DATE
11-18-02

ARTICLE III

PURPOSE

The specific purposes and objects of the corporation, governed by Chapter 617, Florida Statutes, the Florida Not For Profit Corporation Act, shall be to organize and carry on educational activities, including but not limited to services to charter schools curriculum development, budgeting, financial management and other services promoting education and the management of charter schools. The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE IV

SCOPE OF ACTIVITY

The corporation shall have the power, either directly or indirectly, either alone or in conjunction with others, to do any and all lawful acts and things and to engage in any and all lawful activities that may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster or attain any of such purposes. Notwithstanding anything in this Articles of Incorporation to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c) of the Internal Revenue Code of 1986 and the regulations under the Internal Revenue Code as the Internal Revenue Code and such regulations now exist or as they may hereafter be amended from time to time.

ARTICLE V

PROHIBITED ACTIVITIES

Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on by an organization 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.

At all times, and notwithstanding any change in name, merger, consolidation, reorganization, termination, dissolution or winding up of this corporation, voluntary or

involuntary, or by operation of law, or any other provision of these Articles of Incorporation or any other organizational documents of the corporation:

(a) The corporation shall not possess or exercise any power or authority either expressly, by interpretation or by operation of law that will prevent it at any time from qualifying and continuing to qualify as a corporation described in Section 501(c) of the Internal Revenue Code of 1986, as amended, nor shall it engage directly or indirectly in any activity that would cause the loss of such qualification.

(b) No part of the assets or net earnings of the corporation shall be used ever, nor shall the corporation ever be organized or operated, for purposes that do not exclusively promote charitable purposes within the meaning of Section 501(c) of the Internal Revenue Code of 1986, as amended.

(c) The corporation shall not be operated for the principal purpose of carrying on a trade or business for profit.

(d) At no time shall the corporation engage in any activities that are unlawful under the laws of the United States of America, the State of Florida or any other jurisdiction where its activities are carried on.

(e) No part of the income of the corporation shall enure to the benefit of any shareholder, member, trustee, director, officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets.

(f) The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the corporation to tax under Section 4942 of the Internal Revenue Code of 1986, as amended, and the corporation shall not:

(i) Engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended;

(ii) Retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended;

(iii) Make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code of 1986, as amended; or

(iv) Make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended.

(g) No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE VI

DISSOLUTION

Upon the termination, dissolution or winding up of the corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to, and only to, the Department of

Education of the State of Florida, or one or more organizations having either exclusively charitable, religious, scientific or educational purposes or a primary purpose to promote social welfare only for exempt purposes as defined in Section 501(c) of the Internal Revenue Code of 1986, as amended, and that in the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

ARTICLE VII

MEMBERSHIP AND DIRECTORS

The corporation is to be organized on a non-stock non-membership basis.

The corporation shall have three (3) Directors. The number of Directors may be increased or diminished, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below three (3). The initial Directors are:

Stephen J. DuVal	2301 Park Avenue, Suite 402 Orange Park, Florida, 32073
Marsha M. Fields	2301 Park Avenue, Suite 402 Orange Park, Florida, 32073
Dr. Alex Penn-Williams	5385 Sand Lake Drive Melbourne, Florida 32934

The method of election of directors will be stated in the bylaws.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the corporation in the State of Florida is 2301 Park Avenue, Suite 402, Orange Park, Florida, 32073, and the name of the initial registered agent of the corporation at that address is Stephen J. DuVal. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE IX

PRINCIPAL OFFICE

The initial principal office of the corporation is 2301 Park Avenue, Suite 402, Orange Park, Florida, 32073. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE X

BYLAWS

The Board of Directors shall adopt Bylaws at the organizational meeting of the corporation, and may repeal, amend or adopt Bylaws for the corporation, not inconsistent with these Articles.

ARTICLE XI

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XII

INCORPORATOR

The name and address of the initial incorporator of the corporation is:

Stephen J. DuVal

2301 Park Avenue, Suite 402
Orange Park, Florida, 32073

* * * * *

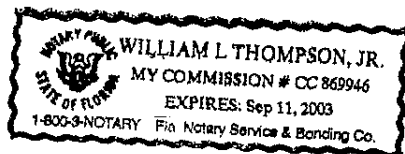
IN WITNESS WHEREOF, the undersigned, Stephen J. DuVal, Incorporator of this corporation has executed these Articles of Incorporation, this 18th day of November, 2000.

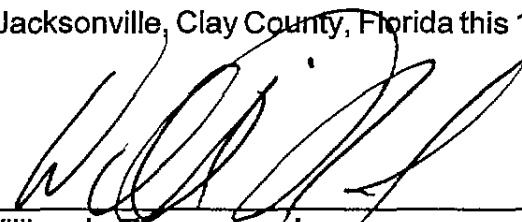

Stephen J. DuVal, Incorporator

STATE OF FLORIDA)
COUNTY OF CLAY)

Before me, the undersigned authority personally appeared Stephen J. DuVal, to me well known and known to me to be the Incorporator of Old Florida Educational Services, Inc., and has acknowledged before me that he executed the above Articles of Incorporation for the uses and purposes therein set forth. The undersigned [X] is personally known to me or [] has produced _____ as identification and [X] did or [] did not take an oath.

Witness my hand and official seal at Jacksonville, Clay County, Florida this 18th day of November, 2000.




William L. Thompson, Jr.
Notary Public, State of Florida

(SEAL)

CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
OLD FLORIDA EDUCATIONAL SERVICES, INC.

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon Old Florida Educational Services, Inc., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 2301 Park Avenue, Suite 402, Orange Park, Florida 32073.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Orange Park, Clay County, Florida, on this 18th day of November, 2000.



Stephen J. DuVal

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