

Division of Corporations

Page 1 of 2

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Florida Department of State  
Division of Corporations  
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## FLORIDA NON-PROFIT CORPORATION

Grassroots Learning Group, Inc.

Certificate of Status	1
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FLORIDA DEPARTMENT OF STATE  
Jim Smith  
Secretary of State

November 25, 2002

O'HAIRE, QUINN, CANDLER, CHARTERED

SUBJECT: GRASSROOTS LEARNING GROUP, INC.  
REF: W02000033377

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

If you have any further questions concerning your document, please call (850) 245-6973.

Claretha Golden  
Document Specialist  
New Filings Section

FAX Aud. #: E02000229525  
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**ARTICLES OF INCORPORATION  
OF  
GRASSROOTS LEARNING GROUP, INC.  
NOT FOR PROFIT CORPORATION**

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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The undersigned, for the purpose of forming a not for profit corporation under Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of this corporation shall be **GRASSROOTS LEARNING GROUP, INC.**, hereinafter referred to as the "corporation".

**ARTICLE II  
PRINCIPAL OFFICE**

The initial street address of the principal office of this corporation in the State of Florida is 512 Pine Ridge Drive, Davenport, Florida 33897. The Board of Directors may from time to time move the principal office to any other address in Florida.

**ARTICLE III  
PURPOSE**

The corporation is a charter school for grades kindergarten through 5 and is organized exclusively for educational purposes with the focus on reading enrichment. In carrying out its purposes, the corporation may receive, hold, invest and reinvest gifts and grants of money or property, collect income, sell property and disburse funds to any person or organization, public or private.

Gregg M. Casalino, Esq.  
Florida Bar No. 0056250  
3111 Cardinal Drive  
Vero Beach, Florida 32963

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The corporation is formed to qualify as an exempt educational organization under Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions of organizations which qualify as tax exempt organizations under the Code.

Notwithstanding any other provisions of these articles of incorporation, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding provision of any subsequent federal tax laws or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, any member, officer or director of this corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes).

No member, director or officer of this corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of this corporation.

#### **ARTICLE IV** **POWERS**

This corporation shall have all such powers as may be permissible to corporations under the laws of the State of Florida, and all powers necessary or desirable to accomplish the purposes and business of the corporation as hereinabove set forth in Article II.

#### **ARTICLE V** **DURATION**

This corporation shall exist perpetually.

H02000229525 9

**ARTICLE VI**  
**DIRECTORS**

This corporation shall have two (2) director initially. The number of directors may be increased or diminished from time to time as provided in the By-Laws.

**ARTICLE VII**  
**NAMES AND ADDRESSES OF THE DIRECTORS**

The names and addresses of the director(s) will be:

<u>NAME</u>	<u>ADDRESS</u>
William Marmion	512 Pine Ridge Drive Davenport, Florida 33897
William Coffey	512 Pine Ridge Drive Davenport, Florida 33897
Miguel Mediavilla	512 Pine Ridge Drive Davenport, Florida 33897

These directors shall hold office until the first annual meeting or until their successors are elected or appointed and qualified as provided in the By-Laws.

**ARTICLE VIII**  
**INCORPORATOR**

The name and address of the incorporator is:

Gregg M. Casalino  
3111 Cardinal Drive  
Vero Beach, Florida 32963

**ARTICLE IX**  
**REGISTERED AGENT**

The initial registered office of the corporation is located at 3111 Cardinal Drive, Vero Beach, Florida 32963, and the registered agent for service of process at that address, within this state shall be Gregg M. Casalino.

H02000229525 9

**ARTICLE X**  
**DISSOLUTION**

Upon dissolution of this corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of this corporation, dispose of all of the assets of this corporation exclusively for the purposes of this corporation, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 510(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the circuit court in and for the judicial circuit in which the principal office of this 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.

IN WITNESS WHEREOF, I have hereunto set our hand and seal this 22nd day of November, 2002.

  
Gregg M. Casalino, Incorporator

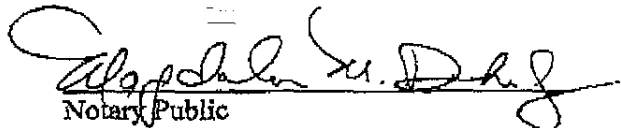
STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

Before me, a Notary Public in and for the State of Florida, duly qualified and acting as an officer aforesaid to take acknowledgments, personally appeared Gregg M. Casalino to me known to be the person who executed the foregoing Articles of Incorporation and he acknowledged that he executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 22 day of November, 2002.



Magdalen M. Doherty  
My Commission DD034380  
Expires June 17 2005

  
Notary Public  
My Commission Expires:

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**CONSENT OF REGISTERED AGENT**

Having been named as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

  
Gregg M. Casalino

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