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**FLORIDA NON-PROFIT CORPORATION**

**Oak Scholar, Inc.**

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**ARTICLES OF INCORPORATION**  
**OF**  
**OAK SCHOLAR, INC.**  
(A Florida Not-For-Profit Corporation)

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**Article I**  
**NAME**

The name of this corporation shall be OAK SCHOLAR, INC. hereinafter called the "Corporation").

**Article II**  
**PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The address of the principal office and/or the mailing address of the Corporation is 6035 SW 88<sup>th</sup> Court, Miami, Florida 33173.

**Article III**  
**PURPOSE**

This Corporation is a not-for-profit corporation, organized and shall be operated exclusively for scientific, educational and charitable purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and not for pecuniary profit and, including, without limitation, the Corporation is organized and shall be operated exclusively to carry out the following purposes:

- (a) To own and operate a public charter school in accordance with Section 1002.33, Florida Statutes, serving kindergarten through eighth grade for students in Broward County, Florida, and surrounding areas, and which school shall be part of the State of Florida's program of public education;
- (b) To accept, hold, administer, invest and disburse for scientific, educational and charitable purposes such funds, grants and property as may from time-to-time be given to it by any person, persons, governmental agencies or corporations, or earned by it in its activities;
- (c) To own, manage, operate, lease or take any action in connection with such educational facilities and to acquire (through purchase, joint venture, equity ownership, lease or otherwise) and develop property, both real and personal, in connection with providing educational services;
- (d) To carry on educational activities in and around the community;

- (e) To participate in any activity designed and implemented to promote the general education of the communities served by the Corporation;
- (f) To retain professionals and consultants to assist in its purposes; and
- (g) To carry on such other activities as are in furtherance of and support of the foregoing purposes and are lawful and proper for corporations formed under Section 501(c)(3) of the Code and permitted under the Florida Not For Profit Corporation Act.

**Article IV**  
**MEMBERSHIP**

The Corporation shall have no members.

**Article V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301; and the name of the Corporation's initial registered agent at that address is Corporation Service Company.

**Article VI**  
**BOARD OF TRUSTEES**

The affairs of this Corporation shall be managed by a Board of Trustees. The number of trustees shall initially be five (5). The number of trustees may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of members of the Board of Trustees shall be regulated by the Bylaws of the Corporation.

**Article VII**  
**INCORPORATOR**

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

Mr. Hugo Hormazabal  
6035 S.W. 88th Court  
Miami, Florida 33173

**Article VIII**  
**DISSOLUTION**

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for educational, scientific, charitable purposes and which has

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established its tax exempt status under Section 501(c)(3) of the Code or corresponding provisions of any subsequent federal tax laws, as selected by the Board of Trustees.

**Article IX**  
**LIMITATIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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 payments and distributions in furtherance of any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of section 501 of the Code), and the Corporation shall not participate 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. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles of Incorporation on this 8<sup>th</sup> day of April, 2003.

  
\_\_\_\_\_  
Hugo Hornazabal  
Incorporator

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**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

**WITNESSETH:**

That, Oak Scholar, Inc., desiring to organize under the laws of the State of Florida, has named Corporation Services Company, located at 1201 Hays Street, Tallahassee, Florida 32301, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 4<sup>th</sup> day of April, 2003.

  
Corporation Services Company  
Registered Agent

Brian Courtney  
Asst. V. Pres.

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