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TALLAHASSEE, FLORIDA

And

MAR 03 2015

R. WHITE

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SCHOOL FOR ACCELERATED LEARNING AND TECHNOLOGIES, INC.

DOCUMENT NUMBER: NO3000006573

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

MICHAEL LAROCHE

(Name of Contact Person)

SCHOOL FOR ACCELERATED LEARNING AND TECHNOLOGIES, INC.

(Firm/ Company)

4811 PAYNE STEWART DRIVE

(Address)

JACKSONVILLE, FL 32209

(City/ State and Zip Code)

ladyfirst@bellsouth.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

EVELYN TUKES

(Name of Contact Person)

at (**904**) **743-4928**

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|-----------------------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|-----------------------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

FILED

15 MAR -2 PM 2:33

SCHOOL FOR ACCELERATED LEARNING AND TECHNOLOGIES, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

DALLAS, FLORIDA

NO3000006573

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: _____

(Florida street address)

New Registered Office Address:

_____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>D</u>	<u>POPPELL, JUDITH</u>	<u>4811 PAYNE STEWART DRIVE</u> <u>JACKSONVILLE, FL 32209</u>
2) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>DERBAN, ALVENIA</u>	<u>4811 PAYNE STEWART DRIVE</u> <u>JACKSONVILLE, FL 32209</u>
3) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>JUAN GAUTREAUX</u>	<u>4811 PAYNE STEWART DRIVE</u> <u>JACKSONVILLE, FL 32209</u>
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u> </u>	<u> </u>	<u> </u> <u> </u> <u> </u>
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u> </u>	<u> </u>	<u> </u> <u> </u> <u> </u>
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u> </u>	<u> </u>	<u> </u> <u> </u> <u> </u>

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

SEE ATTACHMENT

**BYLAWS
OF
SCHOOL FOR ACCELERATED LEARNING AND TECHNOLOGIES, INC.
(A Florida not for Profit Corporation)**

**ARTICLE I
Purposes**

The purposes of this Corporation shall be for the operation of a charter high school in the State of Florida with a purpose to promote economic, community and job development, and increase entrepreneurial and job opportunities as a primary mission of the corporation. These Bylaws specify various matters affecting the operations and governance of the Corporation.

**ARTICLE II
Offices**

The Corporation shall have and continuously maintain in the State an office and Registered Agent whose office shall be registered in Jacksonville, Florida.

**ARTICLE III
Board of Directors**

Section 1. General Powers. The business and affairs of the Corporate shall be managed by a Board of Directors ("Board"). The Board shall make appropriate delegations of authority to the Officers, and, to the extent permitted by law and by appropriate resolution, the Board may authorize one or more Board committees to act on its behalf, to the extent provided by such resolution.

Section 2. Founding Directors. Notwithstanding the other provisions of this Article III, the initial board shall consist of such number of Directors and the initial Directors shall be such persons and designated by the incorporator in his sole discretion, without need for the qualifications set forth in Section 4. The initial Board shall be known as the "Founding Board," and the initial Directors shall be known as the "Founding Directors."

Section 3. Election of Directors. The Founding Directors shall be designated by the incorporator. Within a reasonable time, but in no event more than 1 year, after their appointment, a majority of Founding Directors shall elect the Directors succeeding the Founding Directors. Thereafter, Directors shall be elected by a majority of the Board, but with consideration given to the persons nominated by the Nominating Committee, if exiting.

Section 4. Number and Qualification of Directors. Beginning with the Directors elected to succeed the Founding Directors; the Board shall consist of three (3), five (5) or seven (7) Directors as determined by a majority of the Directors, from time to time. The Board of Directors shall consist of business, community, or educational leaders.

Section 5. Term of Directors All elected Directors shall each have a one (3) year term.

Section 6. Nomination of Directors. Following the election of Directors by the Founding Directors, the Board may appoint a special "Nominating Committee" for the purpose of nominating candidates for Director. Nominees for all Directors shall be selected based on recommendations of the existing Directors of the Board.

Section 7. Regular Meetings. An Annual Meeting of the Board shall be held each year for the purpose of electing Officers and for the transaction of such other business as may come before the meeting. The Board shall have regular meetings, the frequency of which is consistent with the needs of the Corporation. The Board may, by resolution, prescribe the time and place for the holding of regular meetings. If the Board does not prescribe the time and place for the holding of regular meetings, such regular meetings shall be held at the time and place specified by the President in the notice of such regular meeting.

Section 8. Special Meetings. Special meetings of the Board may be called at the direction of the President or upon the written request of fifty (50%) percent of the Directors, such meetings to be held at such time and place as shall be designated in the notice thereof.

Section 9. Attendance via Telephone Conference Call. Except to the extent otherwise provided by law, any meeting of the Board may be attended by a less than majority of the Directors by means of a conference telephone (or similar communications equipment) through the use of which all Directors participating in the meeting can hear each other and all others in attendance at the same time. Such attendance by any Directors shall constitute presence by each such Director in person at such meeting and such meeting shall constitute a valid meeting of the Board for all purposes of the law and these Bylaws. Any action taken by the Board at such meeting shall constitute a valid action of the Board for all purposes of the law and these Bylaws.

Section 10. Notice. Except as otherwise provided herein, notice of the time and place of any meeting of the Board shall be published in writing or by electronic mail at least seven (7) days previous thereto. In the case of a special meeting, a written notice including the general nature of the business to be considered shall be given at least five (5) days previous thereto. If agreed to by at least two (2) Directors, a special meeting of the Board may be held after notice by telephone, word of mouth, or electronic mail to each member at least two (2) days before the meeting. Any member of the Board may waive notice of any meeting, provided that the Board may not waive public notice of meetings required by Florida Law. The attendance of a Director at the meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of such meeting.

Section 11. Quorum. A majority of the Directors, whether physically present or present by electronic means as provided in Section 9 above, shall constitute a quorum for the transaction of business at any meeting of the Board, provided however that if less than a quorum is present at such meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 12. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board unless the act of a greater number is required by statute, the Articles of Incorporation, or as set forth in these Bylaws. No action of the Board shall be valid unless taken at a meeting at which a quorum is present. Notwithstanding the provisions of Florida Statute § 617.0821, the Board may take action as provided herein and not take action in writing.

Section 13. Resignations and Removal. Any Director may resign from the Board at any time by giving written notice to the President or the Secretary and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any Director may be removed by the majority of the remaining Directors whenever in their judgment the best interests of the Corporation would be served thereby.

Section 14. Vacancies. Vacancies in the Board caused by any reason shall be filled by the President of the Board. The successor selected shall hold office for the remainder of the term of the Director being replaced.

Section 15. Compensation. Upon resolution of the Board, any one or more Directors may receive reasonable compensation for their services as Directors and reimbursement of expenses incurred in attending any meeting of the Board, or in otherwise fulfilling their duties as Directors hereunder. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor. The majority of the Directors will be non-salaried and will not be related to salaried personnel or to parties providing services. In addition, the salaried individuals cannot vote on their own compensation.

ARTICLE IV Honorary Directors

Section 1. General. The Board may by resolution, but shall not be required to, create a special class and number of directors to be referred to as "Honorary Directors." Honorary Directors shall not, by virtue of having been appointed as Honorary Directors, be members of the Board of Directors nor have any powers or authority to participate in the management of the business and affairs of the Corporation.

Section 2. Election and Term. Honorary Directors may be chosen from time to time by the Board and shall serve for such period of time as the Board shall from time to time determine.

Section 3. Meetings. Honorary Directors may meet at such times and for such purposes as the Board shall from time to time determine, but the Board shall not be required to call any such meetings of Honorary Directors. Provisions for notice and procedures applicable to meetings of the Honorary Directors shall be as prescribed by the Board.

Section 4. Resignations and Removal. Any Honorary Director may resign from the Board at any time by giving written notice to the President or the Secretary and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Any Honorary Director may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby.

Section 5. Compensation. Upon resolution of the Board of Directors, any Honorary Director may receive reasonable compensation for his or her services as Honorary Director and reimbursement of expenses incurred in attending any meeting of the Honorary Directors, or in otherwise fulfilling his or her duties as Honorary Director hereunder. Nothing herein contained shall be construed to preclude any Honorary Director from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE V

Officers

Section 1. Officers. The Officers of the Corporation shall be a President, a vice president a Treasurer and a Secretary. The Corporation may, at the discretion of the Board, provide for different categories of Officers, including, without limitation, one or more Assistant Treasurers and/or Assistant Secretaries. Any two or more offices may be held by the same person. The duties of certain officers are set forth herein. When the incumbent of an office is unable to perform the duties thereof or when there is no incumbent of an office (both such situations referred to hereafter as the "absence" of the Officer), the duties of the office shall, unless otherwise provided the Board or these Bylaws, be performed by the next Officer set forth in the following sequence: President, Vice President, Treasurer and Secretary.

Section 2. Appointment and Tenure. All Officers shall be elected each year by the Board at its Annual Meeting for terms of one (1) year, or until their successors have been duly elected and qualified, or until their death, resignation or removal. Officers' terms shall commence immediately following the Annual Meeting of the Board.

Section 3. Resignations and Removal. Any Officer may resign at any time by giving written notice to the President or to the Secretary, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any Officer may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby.

Section 4. Vacancies. A vacancy in any office may be filled by the Board for the unexpired portion of the term of the officer being replaced.

Section 5. President. The President shall preside at all meetings of the Board and shall exercise and perform such other powers and duties usually pertaining to the office of a president of a corporation and such additional duties as may from time to time be assigned to him or her by the Board or these Bylaws. In the absence of the President, another Director of the Board shall be selected to preside at the meetings of the Board.

Section 6. Vice President. The vice President shall preside at all meetings of the Board and shall exercise and perform such other powers and duties usually pertaining to the office of a

president of a corporation and such additional duties as may from time to time be assigned to him or her by the Board or these Bylaws in the absence of the president.

Section 7. Treasurer. The Treasurer shall, subject to the direction of the President, have charge and custody and be responsible for all funds and securities of the Corporation; to deposit the same in any bank or banks as the Board may designate and shall keep regular, full, and accurate accounts of all receipts and disbursements, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board, the President, or these Bylaws. In fulfillment of the duties of the Treasurer, the Treasurer shall be familiar with the fiscal affairs of the Corporation and keep the Board informed thereof. If required by the Board, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety as the Board shall determine.

Section 8. Secretary. The Secretary shall, subject to the direction of the President, assure that all notices are given in accordance with the provisions of these Bylaws and as required by law; be custodian of the seal of the Corporation; shall countersign, when required, all authorized bonds, contracts, deeds, mortgages, leases, or other legal instruments; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Board, the President, or these Bylaws.

Section 9. Compensation. The reasonable compensation of officers, if any, shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving such compensation by reason of the fact that such officer is also a Director of the Corporation, subject to Article III, Section 15 above.

Section 10. Bonds of Officers. The Board may secure the fidelity of any or all of such Officers by bond or otherwise, in such terms and with such surety or sureties, conditions, penalties or securities as shall be required by the Board. The premium or premiums for such bond or bonds shall be paid out of the corporate funds of the Corporation.

Section 11. Delegation. The Board may delegate temporarily the powers and duties of any Officer, in case of such Officer's absence or for any other reason, to any other Officer, and may authorize the delegation by any Officer of any of such Officer's powers and duties to any agent or employee subject to the general supervision of such Officer.

ARTICLE VI

Advisory Boards

Section 1. General. The Board shall have the option to create and appoint members to an advisory board ("Advisory Board") for the school. Members of each Advisory Board shall not, by virtue of having been appointed to such Advisory Board, be members of the Board of Directors nor have any powers or authority to participate in the management of the business and affairs of the Corporation.

Section 2. Election and Term. Members of each Advisory Board may be chosen from time to time by the Board and *shall serve for such period of three (3) years* or as the Board shall from time to time determine.

Section 3. Meeting. Advisory Boards may meet at such times and for such purposes as they shall from time to time determine. Provisions for notice and procedures applicable to meetings of the Advisory Boards shall be as prescribed by the Board.

Section 4. Resignations and Removal. Any member of an Advisory Board may resign at any time by giving written notice to the President or the Secretary and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any member of an Advisory Board may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby.

Section 5. Compensation. Members of the Advisory Boards shall not receive any compensation for their services. Nothing contained herein shall be construed to preclude any member of an Advisory Board from serving the Corporation in any other capacity and receiving compensation therefore.

ARTICLE VII Miscellaneous

Section 1. Contracts. The Board of Directors may authorize any Officer or agent of the Corporation, authorized by these Bylaws, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by an president, vice president and the principal of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the President and countersigned by the Treasurer.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in one or more such banks, trust companies, or other depositories as the Board may from time to time designate, upon such terms and conditions as shall be fixed by the Board. The Board may from time to time authorize the opening and keeping, with any such depository as it may designate, of general and special bank accounts and may make such special rules and regulations with respect thereto, not inconsistent with the provisions of these Bylaws, as it may deem necessary.

Section 4. Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for and consistent with the general purposes of the Corporation.

Section 5. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep records of the actions of the Corporation, which records shall be open to inspection by the members of the Board at any reasonable time.

Section 6. Fiscal Year; Accounting Election. The fiscal year or a method of accounting for the Corporation shall be as the Board shall at any time determine.

Section 7. Seal. The Corporate seal of the Corporation, if the Board elects to have one, shall be the words "School for Accelerated Learning and Technologies, Inc.".

Section 8. Notice. Unless otherwise specified herein, any notice required or permitted to be given pursuant to the provisions of the Articles of Incorporation, these Bylaws, or applicable law, shall be in writing and shall be sufficient and effective as of the date personally delivered, or if sent by electronic, on the day after it is sent to the intended recipient at such recipient's last known address as shown in the records of the Corporation or, if sent by mail, on the date that is five (5) days after the date deposited with the United States Postal Services, postage prepaid and addressed to the intended recipient at such recipient's last known address as shown in the records of the Corporation. Whenever any notice is required to be given under the provisions of the Florida Not For Profit Corporation Act or under the provisions of the Articles of Incorporation, or these Bylaws, or applicable law, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute a waiver of notice of such meeting, except where attendance at the meeting is for the express purpose of objecting to the transactions of any business on the ground that the meeting is not lawfully called or convened.

Section 9. Indemnification. The Corporation shall indemnify any member of the Board, any Officer or any former member of the Board or Officer for expenses and costs (including attorney's 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 member of the Board or Officer, except in relation to matters as to which such person shall have been guilty of negligence or misconduct with respect to the matter in which indemnity is sought, and to the extent permitted by the provisions of the Florida Not-for-profit Corporation Act. By order of the Board, the Corporation may, under comparable terms and limitations, indemnify employees and agents of the Corporation with respect to activities within the scope of their services as members of Board committees, Officers or other officials of the Corporation.

Section 10. Revocability of Authorization. No authorization, assignment, referral or delegation of authority by the Board to any committee, officer, agent or other organization which is associated or affiliated with, or conducted under the auspices of the Corporation shall preclude the Board from exercising the authority required to meet its responsibility. The Board each shall retain the right to rescind any such authorization, assignment, referral or delegation in its discretion.

Section 11. Employees of the Corporation. The Board may employ such personnel as it deems necessary for the efficient operation of the Corporation.

Section 12. Rules. Except as reserved by the Board may adopt, amend or repeal rules (not inconsistent with these Bylaws) for the management of the internal affairs of the Corporation and the governance of its Officers, agents, board committees, and employees, and the granting of charitable contributions.

Section 13. Articles and Other Headings. The Articles and other headings contained in these Bylaws are for reference purposes only and shall not affect the meaning or interpretation of these Bylaws.

ARTICLE VIII Amendments to Bylaws

The power to make, alter, amend or repeal the Bylaws shall be vested solely in the Board.

The date of each amendment(s) adoption: 2015 JANUARY 5, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 2015 JANUARY 5

Signature Evelyn W. Tukes
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

EVELYN W. TUKES

(Typed or printed name of person signing)

BOARD PRESIDENT

(Title of person signing)