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Florida Department of State  
Division of Corporations  
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
GULFSTREAM GOODWILL ACADEMIES, INC.**

Certificate of Status	1
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C. BRUMBLEY  
NOV 19 2021



November 17, 2021

FLORIDA DEPARTMENT OF STATE

Division of Corporations

GULFSTREAM GOODWILL ACADEMIES, INC.

3800 S. CONGRESS AVE

SUITE 12

BOYNTON BEACH, FL 33426

SUBJECT: GULFSTREAM GOODWILL ACADEMIES, INC.

REF: N04000002111

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.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Terri J Schroeder  
Regulatory Specialist III

FAX Aud. #: H21000401091  
Letter Number: 021A00026416

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**GULFSTREAM GOODWILL ACADEMIES, INC.**

Pursuant to Sections 617.1002, 617.1006 and 617.1007 of the Florida Not-For-Profit Corporation Act, Gulfstream Goodwill Academies, Inc., a Florida not-for-profit corporation originally incorporated on November 23, 2004, does hereby certify that:

(a) These Amended and Restated Articles of Incorporation were duly adopted by the requisite vote of the Board of Trustees and the sole Member, on October 13, 2021, at a duly called and noticed meeting and the number of votes cast for the amendment was sufficient for approval; and

(b) Such corporation hereby amends and restates its Articles of Incorporation to read as follows:

**Article I**

**Name**

The name of this corporation is **Gulfstream Goodwill Academies, Inc.**

**Article II**

**Purposes**

The general nature of the objectives and purposes of this corporation shall be:

This corporation is organized and shall be operated exclusively as a corporation not-for-profit and for charitable purposes under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued there under, or the corresponding provisions of any future United States Internal Revenue Law (the "Code"). Specifically, (this corporation is organized to establish and operate one or more charter schools.

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### Article III

#### Powers

The Corporation shall have the general power to do all lawful acts, as conferred upon corporations not-for-profit by Section 617.0302, Florida Statutes, including all those things necessary or expedient in the prosecution of the corporation's purposes, which are necessary' and desirable to carry out the purposes and responsibilities of the corporation.

Notwithstanding the generality of the foregoing, the powers of the corporation shall be subject to the following limitations and restrictions.

- a) The corporation shall have no power to do any act inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code;
- b) No part of the income, profit or assets of the corporation shall inure to the benefit of, or be distributable to, directly or indirectly, its members, directors, officers, or other private persons; provided however, that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III of these Articles; and
- 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

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#### **Article IV**

##### **Officers**

- a) The officers of the corporation shall be a Chairman, a Vice Chairman, a Treasurer and a Secretary, and such other officers as may be provided by the Bylaws.
- b) The Officers shall be elected by a majority vote of the Board of Trustees at its first organizational meeting and thereafter at its annual meeting.

#### **Article V**

##### **Board of Trustees**

- a) All corporate powers shall be exercised under the authority of, and the affairs of this corporation shall be managed under the direction of, the Board of Trustees, except as otherwise provided by law or in these Articles or the Bylaws of the corporation.
- b) Trustees shall be elected pursuant to the provisions of the Corporation's By-Laws.

#### **Article VI**

##### **Registered Office and Agent**

The street address of the registered office of this corporation is Nason Yeager Gerson Harris & Fumero, P.A., 3001 PGA Boulevard, Suite 305, Palm Beach Gardens, Florida 33410.

#### **Article VII**

##### **Duration**

This corporation shall exist perpetually.

#### **Article VIII**

##### **By-Laws**

- a) The Board of Trustees, by majority vote, may provide such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as they may

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deem necessary from time to time, including, but not limited to, provisions for the quorum and voting requirements for meetings and activities of the Board of Trustees; provided, however, that such Bylaws shall not conflict with any of the provisions of these Articles of Incorporation.

- b) Upon proper notice, the Bylaws may be amended, altered or rescinded by the majority vote of the Board of Trustees who are present at any regular meeting, or any special meeting for this purpose.

#### **Article IX**

##### **Amendments**

These Articles of Incorporation may be amended, altered, changed or repealed by the Board of Trustees.

#### **Article X**

##### **Corporate Liquidation and Dissolution**

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation and, upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to the Supported Organization, or, in the Supported Organization, or, if the Supported Organization ceases to exist or is not an organization qualified for exemption under Section 501 (c)(3) of the Code at the time of such distribution, then the distribution shall be made as determined by the Board of Trustees in the manner to best accomplish the religious, charitable and educational purposes of the Supported Organization, provided that such distribution shall be made:

- a) To one or more organizations which have qualified for exemption under Section 501(c)(3) of the Code where the purposes are similar to the religious, charitable and

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educational purposes of the Supported Organization;

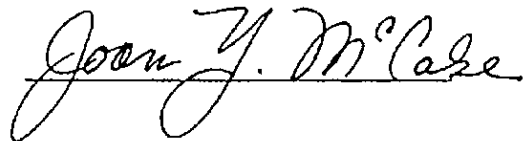
- b) To the federal government or a state or local government, for public purposes similar to the religious, charitable and educational purposes of the Supported Organization consistent with section 501(c)(3) of the Code and in accordance with the laws of the State of Florida; or
- c) Upon order of a court of competent jurisdiction, to another organization to be used in such manner as in the judgment of the court will best accomplish the religious, charitable and educational purposes of the Supported Organization.

## Article XII

### Indemnification

The corporation shall indemnify officers, trustees, employees, and agents to the full extent permitted by the Florida Not-For-Profit Corporation Act, provided, however that no such indemnification shall be permitted if such indemnification would violate the purposes of the corporation as specified in Article II herein or would be inconsistent with the provisions of Section 501(c)3 and Section 170(c)(2) of the Code..

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 14<sup>th</sup> day of October, 2021.



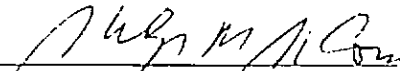
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ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY accepts its appointment as Registered Agent of the aforesaid corporation. We are familiar with, and accept the obligations of Chapter 617 of the Florida Statutes.

NASON YEAGER GERSON HARRIS & FUMERO, P.A.

By:   
Philip M. DiComo

Date: October 28, 2021

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