

N04000002854

Arminda Espinosa  
(Requestor's Name)

Lincoln-Marti Community Agency, Inc.  
(Address)

2700 SW 8th Street  
(Address)

Miami, FL 33135  
(City/State/Zip/Phone #)

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☐ WAIT

☐ MAIL

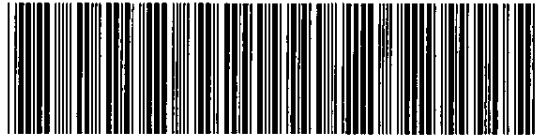
(Business Entity Name)

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TALLAHASSEE, FLORIDA

Arminda Espinosa  
12/30/08



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 27, 2008

ARMINDA ESPINOSA  
2700 SW 8TH STREET  
MIAMI, FL 33135

SUBJECT: LINCOLN-MARTI CHARTER SCHOOLS, INC.  
Ref. Number: N04000002854

We have received your document for LINCOLN-MARTI CHARTER SCHOOLS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

The name of the entity must be identical throughout the document.

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) 245-6916.

Carol Mustain  
Regulatory Specialist II

Letter Number: 108A00055188

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
LINCOLN-MARTI CHARTER SCHOOLS, INC.  
N04000002854

**ARTICLE I**

Name

The name of this Corporation is the Lincoln-Marti Charter Schools, Inc.

**ARTICLE II**

Enabling Law

This Corporation is organized pursuant to the Florida Not for Profit Corporation Act.

**ARTICLE III**

Purposes

Section 1. This Corporation is organized and shall be operated exclusively for educational and charitable purposes and not for pecuniary profit. The specific purposes of this Corporation are:

a. The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal, mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than an "exempt organization" or for other than "exempt purposes" within the meaning of section 501(c)(3) of the Internal Revenue Code, as now in force or later amended; to receive, take title to, hold and use proceeds and income of stocks, bonds, obligations, or other securities of any Corporation or Corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit Corporation organized under the applicable provisions of the Code of Florida for scientific, educational, and charitable purposes all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

b. Included among the educational and charitable purposes for which this Corporation is organized, as qualified and limited by subparagraph a, above, is the operation of charter schools. The Corporation admits students of any race, color, national and ethnic origin to all the rights, privileges, programs, and activities generally accorded, or made available to students at the schools. It does not discriminate on the

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basis of race, color, national and ethnic origin in administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other school-administered programs.

Section 2. All the assets and earnings of the Corporation shall be used exclusively for the exempt purposes set forth above, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no substantial part of its activities shall be for the carrying out of a program of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in (including publishing or distributing of statements) any political campaign on behalf of any candidate for public office. The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws) or by any organization contributions which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of the income to its members, directors, or officers, and the private property of the subscribers, members, directors, and officers shall not be liable for the debts of the Corporation.

#### **ARTICLE IV**

##### **Powers**

This Corporation shall have all the powers and authority as are now or may hereafter be granted to Corporations not for profit under the laws of the State of Florida.

#### **ARTICLE V**

##### **Board of Directors**

Section 1. The affairs of the Corporation shall be managed by a Board of Directors, the number of members of which shall not be less than three; and the exact number shall be fixed by the Bylaws of the Corporation.

Section 2. At or before each annual meeting of the Board of Directors, these shall appoint such Directors to manage the affairs of the Corporation for the ensuing year or until their successors are duly appointed as provided for in the Bylaws; and those Directors shall be appointed from nominations submitted pursuant to the provisions of the Bylaws.

#### **ARTICLE VI**

##### **Address and Registered Agent**

The address of this Corporation and the registered office of this Corporation is 2700 SW 8 Street, Suite 201, Miami, Florida 33135, and the Corporation's initial registered agent is Dr. Arminda Espinosa.

#### **ARTICLE VII**

##### **Bylaws**

Bylaws will be adopted at the first meeting of the Board of Directors. Such Bylaws may be amended or repealed, in whole or in part, by the directors in the manner provided therein. Any amendments to the Bylaws shall be binding on all members of the Corporation.

**ARTICLE VIII**  
Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors.

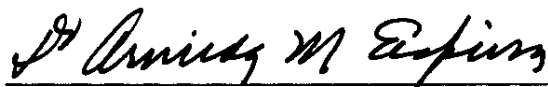
**ARTICLE IX**  
Terms of Existence

This Corporation shall have perpetual existence unless it shall be dissolved pursuant to the laws of the State of Florida.

**ARTICLE X**  
Dissolution

Upon dissolution or winding up of this Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be disbursed to the Lincoln-Marti Community Agency, Inc., provided that it is exempt under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws), or in the event that such organization is not in existence or the Lincoln-Marti Community Agency, Inc. is not exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws), the remaining assets of the Corporation shall be distributed to such scientific, educational and charitable organizations ruled exempt by the Internal Revenue Service under Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws), as may be selected by the last Board of Directors, and none of the assets will be distributed to any members, directors, or officers of this Corporation.

**IN WITNESS WHEREOF**, the undersigned have made and subscribed to these Amended and Restated Articles of Incorporation this 21<sup>st</sup> day of October 2008.



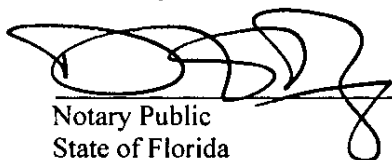
Arminda M. Espinosa,  
President/Treasurer

**STATE OF FLORIDA**

**COUNTY OF MIAMI-DADE**

Before me, a Notary Public duly authorized in the State and County aforesaid to make acknowledgments, personally appeared Arminda M. Espinosa, to me well known to be the person described herein and executed the foregoing Amended and Restated Articles of Incorporation, and who acknowledged before me that she executed and subscribed to these Amended and Restated Articles of Incorporation for the purposes therein expressed.

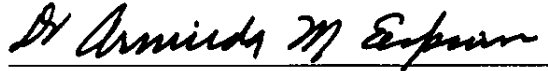
Personally known

  
Notary Public  
State of Florida



### APPOINTMENT OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the Lincoln-Marti Charter Schools, Inc. at the place designated in the foregoing Amended and Restated Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Arminda M. Espinosa,  
Registered Agent

Date: October 21, 2008

### CORPORATE CERTIFICATE

In connection with the foregoing Amended and Restated Articles of Incorporation of Lincoln-Marti Charter Schools, Inc.d (the "Corporation"), the undersigned President of the Board of Directors and Secretary of the Corporation do hereby certify that:

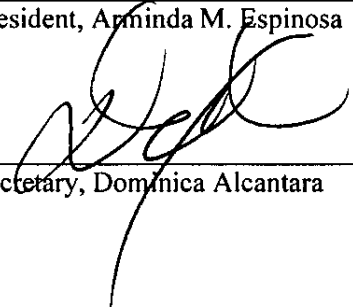
1. Amendments to the Articles of Incorporation were proposed by resolution adopted on October 21, 2008, by the Board of Directors of the Corporation.
2. The Board of Directors was entitled to vote on these amendments and the number of votes cast for the amendments was sufficient for approval.

**IN WITNESS WHEREOF**, the undersigned have executed and delivered this Corporate Certificate as of this 21<sup>st</sup> day of October, 2008.

**LINCOLN-MARTI CHARTER SCHOOLS, INC.**

By: 

Its: President, Arminda M. Espinosa

By: 

Its: Secretary, Dominica Alcantara