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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Bay Haven Charter High School, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: MARY Bonnin
Name (Printed or typed)

P.O. Box 15751
Address

Panama City, FL 32406
City, State & Zip

(850) 866-3634
Daytime Telephone number

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NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF BAY HAVEN CHARTER HIGH SCHOOL, INC.**

THE UNDERSIGNED, as incorporator and on behalf of a not-for-profit, non-stock corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

Section 1.1. The name of the corporation is Bay Haven Charter High School, Inc. (the "Corporation"). The name and address of the incorporator is:

Mary Bonnin
7519 Littleton Road
Panama City, FL 32404

The business mailing address of the corporation is:

Bay Haven Charter High School
Attn: Mary Bonnin
7519 Littleton Road
Panama City, FL 32404

The principal place of business is:

Bay Haven Charter High School
Attn: Mary Bonnin
7519 Littleton Road
Panama City, FL 32404

**ARTICLE II
DURATION**

Section 2.1. The Corporation shall have perpetual existence unless dissolved pursuant to law.

**ARTICLE III
NON-STOCK CORPORATION**

Section 3.1. The Corporation shall be organized on a non-stock basis under the Florida Not for Profit Corporation Act and may issue Certificates of Membership.

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ARTICLE IV

PURPOSE

Section 4.1. The purposes for which the Corporation is organized is to operate an educational facility using the charter school format, and to distribute the whole or any part of the income therefrom and the principal thereof exclusively for such purposes, either directly or by contributions to other educational organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and the Regulations issued pursuant thereto (the "Code"), as they now exist or as they may hereafter be amended.

Section 4.2. The Corporation Shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of an or all of the purposes for which a Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Code as the same now exist or as they may be hereinafter amended from time to time.

Section 4.3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Section 4.4. 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition of any candidate for public office.

Section 4.5. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Code or corresponding provisions of any subsequent federal tax laws.

Section 4.6. The Corporation shall not engage in any act of self-dealing as defined in Section 494(d) of the Code or corresponding provisions of any subsequent federal tax laws.

Section 4.7. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) the Code or corresponding provisions of any subsequent federal tax laws.

Section 4.8. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code or corresponding provisions of any subsequent federal tax laws.

Section 4.9. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent federal tax laws.

Section 4.10. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

Section 4.11. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, 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 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where the principal office of the 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.

ARTICLE V

MEMBERS

Section 5.1. This Corporation shall have a membership consisting of the Board of Directors of the Corporation serving from time to time. The name and Florida street address of the registered agent is:

Mary Bonnin
7519 Littleton Road
Panama City, FL 32404

ARTICLE VI **DIRECTORS**

Section 6.1. The affairs of the Corporation shall be governed by a Board of Directors (hereinafter referred to as the "Board"), subject to the restriction that, except as specifically set forth to the contrary in the Bylaws, the exercise of any powers or actions of the Board shall require the approval thereof by a majority vote of the Board present at a meeting at which a quorum of no less than three (3) Directors are present. The affirmative vote of any three (3) Directors shall be necessary for all corporate action requiring a vote of the Board, including, but not limited to the following:

6.1.1 Approval of grants, charitable gifts, transfers, and distributions by the Corporation to other entities.

6.1.2. Adoption of an amendment to the Articles of Incorporation or the Bylaws.

6.1.3. Organization of a subsidiary or affiliate by the Corporation.

6.1.4. Approval of any merger, consolidation or sale or other transfer of all or a substantial part of the assets of the Corporation.

Section 6.2 The initial Board of Directors shall consist of the following members elected in accordance with this Section and the Bylaws:

<u>Name</u>	<u>Address</u>
Mary Bonnin	7519 Littleton Rd Panama City, FL 32404
Robbin Coran	2211 Edgewood Dr Panama City, FL 32405
Gary Whitney	8019 Blanche Drive Panama City, FL 32404
Regina Wall	5321 Garden Cove Road Panama City, FL 32404
Michael Brown	3443 Andrews Loop Tyndall Air Force Base, FL 32403
Barbara Brown	3443 Andrews Loop Tyndall Air Force Base, FL 32403

The Board of Directors may be expanded from time to time by a vote of the Board of Directors in accordance with the Bylaws of the Corporation, provided however the Board of Directors shall not exceed seven (7) members.

June 4, 2004

Mary Bonnin
7519 Littleton Road
Panama City, FL 32404

To Whom It May Concern:

I hereby am familiar with and accept the duties and responsibilities of Registered Agent
for Bay Haven Charter High School.

Sincerely,



Mary Bonnin
7519 Littleton Rd
Panama City, FL 32404

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