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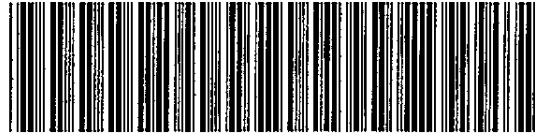
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TRANSMITTAL LETTER

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

SUBJECT: Spirit City Academy, 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: Cecilia A. Honeywood
Name (Printed or typed)

P. O. Box 693635
Address

Miami, FL 33269
City, State & Zip

(786) 493-1546
Daytime Telephone number

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

TRANSMITTAL LETTER

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

SUBJECT: SPIRIT CITY ACADEMY, 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: CECILIA A. HONEYWOOD
Name (Printed or typed)

P. O. BOX 693635
Address

MIAMI, FL 33269
City, State & Zip

786- 493 - 1546
Daytime Telephone number

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

04 JUN 1993
11:50 AM
Filing

ARTICLES OF INCORPORATION

ARTICLE I NAME

This Corporation shall be known as SPIRIT CITY ACADEMY, INC. A Non Profit Florida Corporation

ARTICLE II PRINCIPAL OFFICES

The corporation's principal office shall be fixed and located at such place within the attendance boundaries of the Miami-Dade County School District in the County of Miami, Florida as the Governing Board ("Board") shall determine. The Board is granted full power and authority to change the principal office from one location to another within such attendance boundaries in the Miami-Dade County of Miami, Florida.

560 NW 165TH Street Road, Suite 207, Miami, FL 33169

ARTICLE III PURPOSE

The purposes of this corporation are as follows:

- (A) To conduct and administer a Charter School of learning for the education of students with special needs. To provide adequate and competently trained faculties and administrators for the said school. The said school will have grades 6-8 students. The said school will provide the finest quality of teaching and instruction, furnish and assistance in the form of building, research, instruction, equipment, and all other facilities for such middle school education. The said school will provide aid and assist the cause of education in Charter School for students in the State of Florida.
- (B) The Spirit City Academy is to be a non-profit, non-sectarian, coeducational Charter institution, developed for the purpose of providing quality education at the secondary level. The corporation shall apply for tax-exempt status, both with the Internal Revenue Service and the government of the State of Florida and Miami-Dade County and shall be operated so as to maintain the said tax-exempt status.
- (C) The specific and general purpose of this corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Florida Corporations Not For Profit Law for public purposes. The specific purpose of the corporation is to manage, operate, guide, direct and promote the Spirit City Academy, a Miami-Dade County Public School District.

ARTICLE IV NO MEMBERS

Section 4.1 No Members

The Corporation shall have no members. Any action, which would otherwise by law require approval by a majority of all members or approval by the members, shall require only approval of the Board. All rights, which would otherwise by law vest in the members, shall vest in the board.

Section 4.2 Associates

Nothing in this Article 4 shall be construed to limit the corporation's right to refer to persons associated with it as "members" even though such persons are not members; and no such reference by the corporation shall render anyone a member within the meaning of the Florida Corporations Not For Profit Law. Such individuals may originate and take part in the discussion or any subject that may properly come before any meeting of the Board, but may not vote. The corporation may confer, by amendment of its Articles of Incorporation or of these Bylaws; some or all of a member's rights, set forth in the Florida Corporations Not For Profit Law, upon any person who does not have the right to vote for the election of Directors, on a disposition of substantially all of the assets of the corporation, on a merger, on a dissolution, or on changes to the corporation's Articles of Incorporation or Bylaws, but no such person shall be a member within the meaning of the Florida Corporations Not for Profit Law. The Board may also, but without establishing memberships, create an advisory council or honorary board or such other auxiliary groups, as it deems appropriate to advise and support the corporation.

V

THE GOVERNING BOARD

Section 5.1 General Powers

Subject to the limitations of the Florida Corporations Not For Profit Law, the corporations Articles of Incorporation and these Bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the corporation's activities to any person(s), Management Company or committees, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. No assignment, referral or delegation of authority by the Board or anyone acting under such delegation shall preclude the Board from exercising full authority over the conduct of the corporation's activities, and the Board may rescind any such assignment, referral or delegation at any time.

Section 5.2 Specific Powers

Without prejudice to its general powers, but subject to the same limitations set forth above, the Board shall have the following powers in addition to any other powers enumerated in these Bylaws and permitted by law:

- a. To select and remove all of the officers, agents and employees of the corporation; to prescribe powers and duties for them which are not inconsistent with law, the corporation's

Articles of Incorporation or these Bylaws; and to fix their compensation;

b. To conduct, manage and control the affairs and activities of the corporation and to make such rules and regulations therefor which are not inconsistent with the law, the corporation's Articles of Incorporation or these Bylaws, as it deems best;

c. To adopt, make and use a corporate seal and to alter the form of the seal from time to time, as it deems best;

d. To borrow money and incur indebtedness for the purpose of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation's and other evidences of debt and securities therefor;

e. To carry on a business at a profit and apply any profit that results from the business activity to any activity in which it may lawfully engage;

f. To act as trustee under any trust incidental to the principal object of the corporation, and receive, hold, administer, exchange and expend funds and property subject to such trust;

g. To acquire by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey or otherwise dispose of real and personal property;

h. To assume any obligations, enter into any contracts or other instruments, and do any and all other things incidental or expedient to the attainment of any corporate purpose;

i. To conduct an annual meeting of the Stakeholders of the Corporation, as described in the Charter, dated January 6, 2004, granted to the corporation by the Miami-Dade County School District (the "Charter"); as used herein, "Stakeholders" means all pupils then attending Spirit City Academy, the parents and guardians of such pupils, all employees of Spirit City Academy, all pupils then attending the Community, all employees of the Academy, and such other persons and entities as the Board determines to be Stakeholders of the corporation; and

j. To carry out such other duties as are described in the Charter.

Section 5.3 Number, Election and Term of Governors

a. The authorized number of Governors shall be ten (10) until changed by amendment of these Bylaws.

b. Each of the following persons shall occupy automatically a position with the Governing Board of the corporation, ex officio with right to vote:

- i. whom shall be elected by the majority vote of those parents, of students then attending Spirit City Academy, attending the Annual

Stakeholders' Meeting; the parents so elected to be, as nearly as possible, equally representative of each House, each attendance Track and Spirit City Academy at-large as described in the Charter;

- ii. Two (2) parents of students attending Spirit City Academy, each of Five (5) Community Leader, each of whom shall be elected at the Annual Governing Board Meeting, by the majority vote of the members attending such Annual Meeting, and representing (A) Parent Advisories of each attendance track and the School Parent Advisory, (B) Community/Partnership Advisories, (C) Spirit City Academy, and (D) Spirit City Academy/Institute Pupil Advisories;
 - iii. The Executive Director of the Institute;
- c. Those Governor who are to be elected by the Board of Governing or by a group comprising a portion of the Stakeholders shall be so elected at the annual meeting of the Governing Board then in office or at the Annual Stakeholders' meeting, as applicable, and such Governor may be elected for up to four (4) one-year terms. Each Director who is appointed or elected by virtue of holding another position, as described above, shall continue as a governor of the corporation so long as he or she holds such other position. Each person who was elected as a Governor by virtue of being a parent with one or more children attending Spirit City Academy shall automatically be deemed to have resigned from and be removed from the Board at any time at which at least one child of such person no longer attends Spirit City Academy.

Section 5.4 Resignation and Removal

Subject to the provisions of the Florida Corporations Not For Profit Law, any Director may resign effective upon giving written notice to the Chair, the Secretary or the Board, unless the notice specifies a later effective time. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes- effective. A Governor may be removed without cause by a majority of the Governors then in office, but only with the written consent of the designating person. The person designating such Governor may remove any Governor without cause.

Section 5.5 Vacancies

- a. A Board vacancy or vacancies shall be deemed to exist if any Governor dies, resigns, or is removed, or if the authorized number of Governor is increased.
- b. The Board may declare vacant the office of any Governor who has been convicted of a felony, or has been found to have breached any duty arising under the Florida Corporations Not For Profit Law or to be of unsound mind, by any court of competent jurisdiction, or has failed to attend two (2) or more meetings of the Governing Board in any calendar year.

c. Removal of a Governor for one or more of the reasons listed in Section 5.5.b above may be initiated by any member of the Board or by a majority vote petition of any School Council or School Advisory as described in the Charter. The Board shall hold a public meeting within ten (10) school attendance days of receiving such a request or petition. Such meeting shall be conducted with regard for the reasonable due process rights of all parties and in public, except where either the Board or the Governor whose removal is sought requests a closed session. Where a closed session is held, the final action of the Governing Board shall be taken in public.

d. A vacancy on the Board shall be filled in the same manner of selection as that used to select the Governor whose office is vacant, provided that vacancies to be filled by election by Governors may be filled by a majority of the remaining Governors, although less than a quorum. Each Governor so elected shall hold office until a successor has been appointed and qualified.

e. No reduction of the authorized number of Governors shall have the effect of removing any Governor prior to the expiration of the Governor's term of office.

Section 5.6 Place of Meetings

Meetings of the Board may be held at the principal office of the corporation or at any other place that has been designated in the notice of the meeting or, if there is no notice, by resolution of the Board.

Section 5.7 Annual Meetings

The Board shall hold an annual meeting for the purposes of organization, selection of Governors and officers, and the transaction of other business. The annual meeting of the membership of this corporation shall be held at the principal office of the corporation in April each year. One of the purposes of which shall be the election of the Governing Board for the ensuing year, all of which shall take office immediately following election. The initial Board of Governors shall be duly confirmed and elected at the first annual meeting to be held Tuesday, July 23, 2004. For the purpose of voting, only one adult family member or his/her designee shall have voting powers.

Section 5.8 Regular Meetings

Regular meetings of the Board, including the annual meeting, shall be held without call or notice on such dates and at such times and places as may be from time to time fixed by the Board. Regular meetings should be held as necessary but at least once each month, first Tuesday, September through June at a pre-determined time and place. The calendar of meeting can be altered from one meeting to the next, or if all members are notified in writing.

Section 5.9 Special Meetings

a. The Chairman of the Board may call special meetings of the Board for any purpose (s) at any time, if there is such an officer, the President/Chair, or the Secretary.

b. Special meetings of the Board may be held only after each Governor has received five (5) days' notice by first class mail or forty-eight (48) hours notice given personally or by telephone, telegraph, telex or other similar means of communication.

c. Any such notice shall be addressed or delivered to each Governor at the Governor's address as it is shown on the records of the corporation or as may have been given to the corporation by the Director for purposes of notice or, if an address is not shown on the corporation's records or is not readily ascertainable, at the place at which the meetings of the Directors are regularly held.

d. Notice by mail shall be deemed received at the time a properly addressed written notice is deposited in the United States mail, postage prepaid. Any other written notice- shall be deemed received at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or is actually transmitted by the person giving the notice by electronic means to the recipient. Oral notice shall be deemed received at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient whom the person giving the notice has reason to believe will promptly communicate it to the receiver.

Section 5.10 Order of Business

Order of business at the annual meeting:

- a. Roll Call
- b. Reading of notice of meeting
- c. Reading of the minutes of previous meeting
- d. Report from the Chair
- e. Report from the Treasurer
- f. Report from the Secretary
- g. Report from Committees
- h. Report from Executive Director (Principal)
- i. Elections of Governors
- j. Transaction of other business mentioned in notice
- k. Transaction of old business
- l. Transaction of new business

m. Adjournments

Section 5.11 Quorum and Voting

Five (5) of the authorized governors then in office shall constitute a quorum. The Board shall attempt to reach a general consensus on all actions before the Board; provided, however, that every act or decision done or made by a majority of the Governors present at a meeting duly held at which a quorum is present is an act of the Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Governors, if any action taken is approved by at least a majority of the required quorum for such meeting. Governors may not vote by proxy.

Section 5.12 Time of Meeting

Annual meeting of the Governing Board shall be held immediately following the annual meeting of the members each year, at such time thereafter as the Board of Governors may fix, and at other times upon the call of the Chair or by Five Governors. The secretary shall give notice of each special meeting to each Governor not less than five days before the meeting, unless each Governor shall waive notice thereof before, at, or after the meeting.

Section 5.13 Adjournment

A majority of the Governor presents, whether or not a quorum is present, may adjourn any Governors' meeting to another time and place. If a meeting is adjourned for more than twenty-four (24) hours, notice of such adjournment to another time or place shall be given, prior to the time scheduled for the continuation of the meeting, to the Directors who were not present at the time of the adjournment.

Section 5.14 Rights of Inspection

Every Governor has the absolute right to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation provided such inspection is conducted at a reasonable time after reasonable notice, and provided that such right of inspection and copying is subject to the corporation's obligations to maintain the confidentiality of certain books, records and documents under any applicable federal, state or local law.

Section 5.15 Fees and Compensation

Governors shall not receive any compensation for their services; however, the Board may approve the reimbursement of a Governors actual and necessary expenses incurred in the conduct of the corporation's business. The corporation shall carry liability insurance covering the Governors and officers of the corporation as described in the Charter in the conduct of the corporation's business.

Section 5.16 Restriction of Interested Governors

Not more than forty-nine percent (49%) of the persons serving on the Board at any time may be interested persons. An interested person is (a) any person compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor or otherwise excluding any reasonable compensation paid to a Governor as a Governor; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person. However, any violation of the provisions of this Section shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 5.17 Standard of Care

a. A Governor shall perform all duties of a Governor, including duties as a member of any committee of the Board on which the Governor may serve, in good faith, in a manner such Governor believes to be in the best interests of the corporation and with such care, including the duty to make a reasonable inquiries, as an ordinarily prudent person in a like situation would use under similar circumstances.

b. In performing the duties of a Governor, a Governor may rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (1) One or more officers or employees of the corporation whom the Governor believes to be reliable and competent in the matters presented;
- (2) Legal counsel, independent accountants or other persons as to matters that the Governor believes to be within such person's professional or expert competence; or
- (3) A committee of the Board upon which the Governor does not serve as to matters within its designated authority, provided the Governor believes that the committee merits confidence and the Governor acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

c. Expert with respect to assets that are directly related to the corporation's charitable programs, the Board shall avoid speculation in investing, reinvesting, purchasing, acquiring, exchanging, selling and managing the corporation's investments. Instead, the Board is to consider the permanent disposition of the funds, the probable income, and the probable safety of the corporation's capital, and is to comply with the express terms of the instrument or agreement, if any, pursuant to which the assets were contributed to the corporation.

Dr. Judy Harris-Looby (Chair)
Barry University School of Education

11300 N. E. Second Ave.
Miami, FL 33161-6695

A. J. Melton (Vice Chair)
417 NW 91st Street
Miami, FL 33150

Nekesia Paschal (Secretary)
1945 N. W. 171st Street
Miami, FL 33056

Michael L. Lawrence (Treasurer)
Nubian Tax Consultants
16300 NE 19th Avenue
Suite 215
North Miami Beach, FL 33162

Gennie M. Brown (Board Member)
9416 NW 4th Avenue
Miami, FL 33150

ARTICLE VI OFFICERS

Section 6.1 Officers

The officers of the corporation shall be a Chair, Vice Chair, Secretary, and a Chief Financial Officer. The corporation may also have, at the discretion of the Board, a chairman of the Board, one or more Vice Chair, one or more Assistant Secretaries, and such other officers as may be elected or appointed in accordance with the provisions of Section 6.3. The same person may hold any number of offices, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President or Chairman of the board.

Section 6.2 Election

The officers of the corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 6.3 or Section 6.6, shall be chosen at the annual meeting of the Board by and shall serve at the pleasure of the Board, and shall hold their respective offices until their resignation, removal or other disqualification from service, or until their respective successors shall be elected.

Section 6.3 Power to Elect Officers

The Governing Board shall elect its own chairperson, vice-chair and secretary (or secretaries), at their annual meeting. The Board of Governors shall have the power to appoint such other officers and employees as the Board may deem necessary for the transaction of the business of the corporation. The Board of Governors shall have the power to fill any vacancy in any office,

occurring for any reason whatsoever.

Section 6.4 Removal

Any officer may be removed, either with or without cause, by the Board at any time or, except for an officer chosen by the Board, by any officer upon whom the Board may confer such power of removal. Any such removal shall be without prejudice to the rights, if any, of an officer under any contract of employment. Failure to attend three consecutive meetings without a valid excuse in writing (or by fax) shall constitute cause for the removal of a Governor. Governor will be invited to vote on the validity of the excuse and on the subsequent removal.

Section 6.5 Resignation

Any officer may resign at any time by giving written notice to the Board; such resignation may not prejudice the rights, if any, of the corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.6 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 6.7 Chair

Subject to such powers, if any, as may be given by the Board to the chairman of the Board, if there is such an officer, the Chair is the general manager and chief executive officer of the corporation and has, subject to the control of the Board, general supervision, direction and control of the business and officers of the corporation. In the absence of the Chair or if there is none, the Chief Education Officer shall preside at all meetings of the Board. The Chair has the general management powers and duties usually vested in the office of President and general manager of a corporation as well as such other powers and duties as may be prescribed from time to time by the board and as are described in the Charter.

Section 6.8 Vice Chair

In the absence or disability of the Chair, the Vice Chair, if any are appointed shall, in order of their ranks as fixed by the Board or, if not ranked, the Vice Chair designated by the Board, perform all the duties of the Chair and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chair. The Vice Chair shall have such other powers and perform such other duties as the Board may prescribe from time to time.

Section 6.9 Secretary

a. The Secretary shall keep or cause to be kept, at the Executive Director office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, including the following information for all such meetings: the time and place of holding; whether regular or special; if special, how authorized; the notice thereof given; the names of those present and absent, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the Executive office in the State of Florida, the original or a copy of the corporation's Articles of Incorporation and Bylaws, as amended to date, and a register showing the names of all Governors and their respective addresses. The Secretary shall keep the seal of the corporation and shall affix the same on such papers and instruments as may be required in the regular course of business, but failure to affix it shall not affect the validity of any instrument.

b. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, and shall distribute the minutes of meetings of the Board to all its members promptly after the meetings; shall keep the seal of the corporation in safe custody; shall see that all reports, statements and other documents required by law are properly kept or filed, except to the extent the same are to be kept or filed by the Treasurer; and shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

Section 6.10 Chief Financial Officer (Treasurer)

a. The Chief Financial Officer of the corporation shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts and disbursements. The books of account shall at all times be open to inspection by any Governing Board member.

b. The Chief Financial Officer shall deposit, or cause to be deposited, all money and other valuables in the name of and to the credit of the corporation, with such depositories as may be designated from time to time by the Board. The Chief Financial Officer shall disburse the funds of the corporation as may be ordered by the Board, and shall render to the Chair Officer and Governors upon request, an account of all transactions as Chief Financial Officer and of the financial condition of the corporation. The Chief Financial Officer shall present an operating statement and report, since the last preceding regular Board meeting, to the Board at all regular meetings. The Chief Financial Officer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board. Notwithstanding anything to the contrary contained herein, the funds of the corporation shall be held on behalf of the corporation by the Miami-Dade County Treasurer and shall be disbursed by the County Treasurer upon the

direction of the Chief Financial Officer of the corporation.

ARTICLE VII

INITIAL REGISTERED AGENT AND STREET ADDRESS

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment and agree to act in this capacity. The name and address of the corporation's initial agent for service of process is:

Cecilia A. Honeywood-Executive Director
Spirit City Academy, Inc.
Charter School
560 N. W. 165th Street Road
Suite 207
Miami, Florida 33169

ARTICLE VIII INCORPORATOR

The name and address of the Incorporator is:

Nekesia Paschal
1945 NW 171st Street
Miami, FL 33056

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Cecilia A. Honeywood
Signature/Registered Agent

6-9-04
Date

Nekesia L. Paschal
Signature/Incorporator

6-9-04
Date

04 AUG -5 11:10:57