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**FLORIDA NON-PROFIT CORPORATION**

**Liceo ENLACE Miami! Charter Academy, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
Liceo ENLACE Miamil Charter Academy, Inc.**

The undersigned hereby forms a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, do hereby adopt the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the corporation shall be:

Liceo ENLACE Miamil Charter Academy, Inc.

**ARTICLE II - PURPOSES**

The purposes for which the corporation is organized are:

In particular, to: establish and operate a charter school as defined in the laws of the State of Florida within the borders of Miami-Dade County, Florida. The charter school shall be organized so that it presents a system of formal instruction of its curriculum to a regularly enrolled student body through its faculty for the benefit of the general public.

In general, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the corporation.

The purposes for which this corporation is organized shall be limited to those which are strictly charitable and educational. In no event shall this corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to

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be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

The corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the corporation engage in subversive activities.

The corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

No compensation shall be paid to any officer, director, trustee, creator or organizer of the corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the corporation.

The corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

### ARTICLE III - POWERS

The corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the corporation is organized. In no event, however, shall the

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corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of any private individual.

#### ARTICLE IV - MEMBERS

This Corporation shall have no Members.

#### ARTICLE V - TERM OF EXISTENCE

The corporation shall have perpetual existence.

#### ARTICLE VI - EXECUTIVE COMMITTEE/OFFICERS

The affairs of the corporation shall be managed on a day-to-day basis by the Executive Committee consisting of a Chairman, a Vice Chairman, a Secretary, and a Treasurer. The Board of Trustees shall set policy for the Corporation with the Executive Committee charged to implement it pursuant to the Bylaws. The Chairman and the Secretary shall serve for a term of three (3) years and the Vice Chairman and Treasurer shall serve for a term of two (2) years, beginning the 1st day of the month immediately following his election by a majority of the Board of Trustees at the annual meeting of the Board of Trustees. Officers may be re-elected to serve subsequent terms. In the event of a vacancy on the Executive Committee or in any office for any reason, the Board of Trustees shall fill such vacancy for the unexpired term. An officer does not have to be a

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Dr. Berin Tansel

School of Engineering  
Florida International University  
1755 Flager Street  
Miami, FL 33199

At the first election of Trustees to be held no later than the date the Charter between the School Board of Miami-Dade County and the Corporation is executed no fewer than five (5) individuals shall be selected (which may include the members of the first Board of Trustees as set forth herein) to serve as Trustees.

**The number of Trustees shall be fixed in the By-Laws of this corporation.**

Trustees shall be elected as provided in the By-Laws of this corporation.

#### ARTICLE IX - BY-LAWS

The By-Laws of the corporation shall be initially approved by a majority vote of the Board of Trustees, and thereafter may be altered or rescinded by a majority vote of the Trustees at the annual meeting of the Trustees or at a duly called meeting of the Trustees in accordance with the By-Laws.

#### ARTICLE X - AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law.

#### ARTICLE XI - DISSOLUTION

Upon the liquidation or dissolution of the corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to, and only to, any one or more organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder. No part of the assets or the net

(((H04000224720 3)))

earnings, current or accumulated, of the corporation shall inure to the benefit of a private individual.

ARTICLE XII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

301 E. Pine Street, Suite 1400  
Orlando, Florida 32801

The name of the initial registered agent of this corporation shall be:

William A. Boyles

ARTICLE XIII - CORPORATION'S PRINCIPAL OFFICE  
AND/OR MAILING ADDRESS

The principal office and/or mailing address of this corporation shall be:

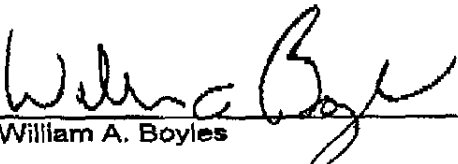
Post Office Box 971615  
Miami, Florida 33197-1615

ARTICLE XIV - INCORPORATOR

The following is the name and street address of the incorporator signing these Articles:

William A. Boyles  
301 E. Pine Street, Suite 1400  
Orlando, Florida 32801

IN WITNESS WHEREOF, I have set my hand and seal this 15<sup>th</sup> day of  
November, 2004.

  
William A. Boyles

(((H04000224720 3)))

**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

Having been named as the Registered Agent in the Articles of Incorporation of Liceo ENLACE Miami Charter Academy, Inc. I hereby accept and agree to act in this capacity.

Dated: November 10<sup>th</sup>, 2004.

  
William A. Boyles

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