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**FLORIDA NON-PROFIT CORPORATION**

**Challenge Foundation Academy: Lee County, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
CHALLENGE FOUNDATION ACADEMY: LEE COUNTY, INC.  
(a Florida Corporation Not For Profit)**

**ARTICLE I**

**NAME**

The name of this corporation is CHALLENGE FOUNDATION ACADEMY: LEE COUNTY, INC. (hereinafter called the "Corporation").

**ARTICLE II**

**SPONSORSHIP**

The Corporation shall be sponsored by the District School Board of Lee County, Florida located in Fort Myers, Florida (hereinafter "the District").

**ARTICLE III**

**PRINCIPAL ADDRESSES OF  
THE CORPORATION AND INCORPORATOR**

The Corporation's principal office is located at 23760 Merano Court, #201, Bonita Springs, FL 34134. The mailing address of the Corporation is 23760 Merano Court, #201, Bonita Springs, FL 34134.

The sole incorporator of the Corporation is John Bryan, P.O. Box 1929, Lake Oswego, Oregon 97035. The complete business address of the sole incorporator is P.O. Box 1929, Lake Oswego, Oregon 97035.

**ARTICLE IV**

**DURATION**

The period of the duration of the Corporation is perpetual unless dissolved according to Florida law.

**ARTICLE V**

**PURPOSES**

The Corporation is organized pursuant to Section 1002.33 of the Florida Statutes to create and operate a charter school as part of the state's program of public education. The purposes of the Corporation shall include, but are not limited to:

- a) Improve student learning and academic achievement;

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- b) Increase learning opportunities for all students, utilizing a content based curriculum and emphasis on parental involvement;
- c) Create new professional opportunities for teachers, including ownership of the learning program at the school site;
- d) Encourage the use of innovative learning methods; and
- e) Require the measurement of learning outcomes.

Additional purposes of the Corporation may include the fulfillment of the following purposes:

- a) Create innovation measurement tools;
- b) Provide rigorous competition within the public school district to stimulate continual improvement in all public schools;
- c) Expand the capacity of the public school system; and
- d) Mitigate the educational impact created by the development of new residential dwelling units.

#### **ARTICLE VI**

#### **NECESSARY POWERS AND REGULATION**

The Corporation shall exercise all powers necessary or convenient in the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law as provided in Section 617.0302 of the Florida Statutes. The Corporation shall comply with all laws applicable to charter schools under Section 1002.33 of the Florida Statutes.

#### **ARTICLE VII**

#### **MANAGEMENT**

Management of the Corporation shall be vested in the Corporation's Board of Directors the members of which shall be not less than three (3).

#### **ARTICLE VIII**

#### **INITIAL DIRECTORS**

The initial directors of the Corporation shall be:

Joan Lange  
23760 Merano Court #201  
Bonita Springs, Florida 34134

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Thomas J. Sullivan  
25160 Goldcrest Drive #812  
Bonita Springs, FL 34134

Laura A. Holquist  
15696 Light Blue Circle  
Fort Myers, FL 33908

Terri Wampler  
4106 SW 13<sup>th</sup> Avenue  
Cape Coral, FL 33914

William M. Steinbrook, Jr.  
PMB 302  
1900 Preston Road #267  
Plano, TX 75093

Directors shall be elected as provided in the Bylaws.

#### ARTICLE IX

#### **MEMBERSHIP**

The Corporation shall have no members.

#### ARTICLE X

#### **DISSOLUTION**

Upon the dissolution of the Corporation any unencumbered public funds, except for capital outlay funds, from the Corporation shall revert to the District, or, if the District is no longer in existence at the time of the Corporation's dissolution, to the public school district in Fort Myers, Florida, in which the charter school operated by the Corporation is or was located. Capital outlay funds provided pursuant to Section 1013.62 of the Florida Statutes that are unencumbered shall revert to the Department of Education to be redistributed among eligible charter schools.

All District property and improvements, furnishings, and equipment purchased with public funds shall automatically revert to full ownership by the District subject to complete satisfaction of any lawful liens or encumbrances. Any unencumbered public funds from the Corporation, District, property and improvement, furnishings, and equipment purchased with public funds or financial or other records pertaining to the charter school, in the possession of any person, entity, or holding company, other than the Corporation, shall be held in trust upon the District School Board's request, until any appeal status is resolved.

Any remaining unencumbered funds and assets of the Corporation shall be distributed exclusively to one or more organizations then described in I.R.C. §§ 170(c)(2), 501(c)(3),

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2055(a)(2), and 2522(a)(2) having purposes substantially similar to those of the Corporation (except that no private foundation as defined by I.R.C. § 509(a) shall be a recipient) or to one or more units or agencies of federal, state or local government to be used exclusively for public purposes, as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed to one or more of such organizations as determined by the Circuit Court of the county in which the principal office of the Corporation is then located.

## **ARTICLE XI**

### **PROHIBITED ACTIVITIES**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, officers, or other private persons, except 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 IV hereof.

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 or in opposition to any candidate for public office or engage in political activities of any kind, except as permitted by the provisions of §501(h) of the Code. The Corporation shall make a §501(h) election effect for its first year of operation.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under §501(c)(3) of the Code, or (b) by a Corporation, contributions to which are deductible under §§170(c)(2), 2055, 2100(a)(2) and 2522 of the Code.

In the event that the Corporation shall be considered to be a private foundation, as such term is defined in §509(a) of the Code, then in that event, the Corporation:

- a) Shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Code; and,
- b) Shall not (i) engage in any act of self-dealing as defined in § 4941(d) of the Code; (ii) retain any excess business holdings as defined in § 4943(c) of the Code; (iii) make any investments in such manner as to subject it to tax under § 4944 of the Code; or (iv) make any taxable expenditures as defined in § 4945(d) of the Code.

## **ARTICLE XII**

### **ENROLLMENT POLICY**

The Corporation shall be open to any student residing in the school district in which the Corporation is located.

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The Corporation shall enroll an eligible student who submits a timely application, unless the number of applications exceeds the capacity of a program, class, grade level, or building. In such case, all applicants shall have an equal chance of being admitted through a random selection process.

The Corporation may give enrollment preference to the following:

- a) Students who are siblings of a student enrolled in the Corporation;
- b) Students who are the children of a member of the governing board of the Corporation; and
- c) Students who are children of an employee of the Corporation.

A student may withdraw from the Corporation at any time and enroll in another public school as determined by the District rule.

Students with handicapping conditions and students served in English for Speakers of Others Languages programs shall have an equal opportunity of being selected for enrollment in the Corporation.

The capacity of the Corporation school shall be determined annually by the governing board, in conjunction with the sponsor, of the Corporation in consideration of the factors identified in Section 1002.33 of the Florida Statutes.

### **ARTICLE XIII**

#### **REQUIREMENTS**

The affairs of the Corporation shall be subject to the following provisions:

- a) The Corporation shall be nonsectarian in its programs, admission policies, employment practices, and operations.
- b) The Corporations shall admit students pursuant to Article XII.
- c) The Corporation shall be accountable to its sponsor for performance.
- d) The Corporation shall not charge tuition or registration fees, except those fees normally charged by other public schools.
- e) The Corporation shall meet all applicable state and local health, safety, and civil rights requirements.
- f) The Corporation shall not violate the anti-discrimination provisions of Section 1000.05 of the Florida Statutes.
- g) The Corporation shall provide for an annual financial audit.

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- h) The Corporation shall admit students of any race, color, gender, national and/or ethnic origin, religion, and ancestry. All students shall have the same rights, privileges, programs, and activities generally accorded or made available to students at the school. The Corporation shall not discriminate on the basis of race, color, gender, disability, national and/or ethnic origin, religion or ancestry in administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other school-administered programs. The Corporation is aware of the requirements of Rev. Proc. 75-50 and Rev. Rul. 71-447 and will comply with their requirements.

#### ARTICLE XIV

##### AMENDMENT OF BYLAWS

Except as provided by these Articles and by the Bylaws, the Corporation's Bylaws may be amended, altered, restated or repeated and new Bylaws may be adopted only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

#### ARTICLE XV

##### AMENDMENT OF ARTICLES OF INCORPORATION

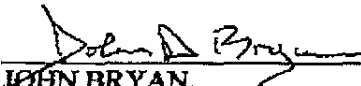
Except as otherwise provided in these Articles, these Articles of Incorporation may be amended, altered and/or restated only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors.

#### ARTICLE XVI

##### REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The street address of the Corporation's registered office in the State of Florida is 1395 Panther Lane, Suite 300, Naples, Florida 34109 and the name of its registered agent at such office is Naples-Lawdock, Inc.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 6<sup>th</sup> day of December, 2004.

  
JOHN BRYAN,  
Incorporator

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**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND  
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTIONS 48.091 and 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

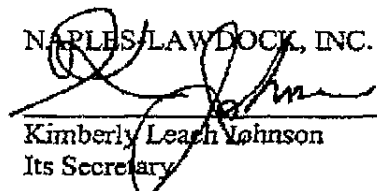
The name of the Corporation is CHALLENGE FOUNDATION ACADEMY: LEE COUNTY, INC.

The name of the initial registered agent of the Corporation is NAPLES-LAWDOCK, INC., c/o Quarles & Brady LLP, 1395 Panther Lane Suite 300, Naples, Florida 34109.

**REGISTERED AGENT ACCEPTANCE**

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that 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.

NAPLES-LAWDOCK, INC.

  
Kimberly Leach Johnson  
Its SecretaryDate: 12/10/07FILED  
04 DEC 10 AM 8:50  
CLERK OF STATE  
TALLAHASSEE, FLORIDA