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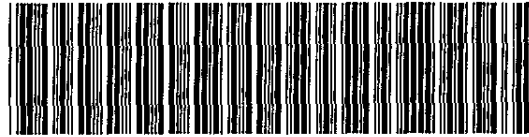
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TALLAHASSEE, FLORIDA
05 OCT 25 AM 8:25

MRS
10/26

TRANSMITTAL LETTER

October 21, 2005

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

SUBJECT: South McKeel Elementary Academy, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$87.50 (Filing Fee, Certified Copy & Certificate).

From: Harold Maready
1810 W. Parker Street
Lakeland, FL 33815
863-499-2818, extension 242

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TALLAHASSEE, FLORIDA
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ARTICLES OF INCORPORATION
Of
SOUTH MCKEEL ELEMENTARY ACADEMY, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be **SOUTH MCKEEL ELEMENTARY ACADEMY, INC.**

ARTICLE II

The principal office shall be located at 1810 W. Parker Street, Lakeland, FL 33815.

ARTICLE III

The corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profits of the Corporation are distributable to, or inures to the benefit of, its directors or officers; provided, however, reasonable compensation as set by the Foundation Board of Trustees may be paid for services rendered to or for the corporation. 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 any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this certificate, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 503(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV

The effective date of these Articles of Incorporation shall be the date these articles are filed with the Secretary of State.

ARTICLE V

This corporation is organized and is to operated exclusively not for profit as a charter school to provide an education to individuals without regard to sex, race, color, creed or ethnic and national origin and such other purposes as the Trustees shall deem appropriate and which is lawful under the Florida Not for Profit Corporation Act.

ARTICLE VI

For such purposes, and operating without profit, and in the manner herein stated, the corporation shall have the power to:

- A. Engage in any and all activities which may be deemed necessary or appropriate for the proper and successful attainment of the objectives and purposes herein stated.
- B. Solicit, accept, hold and administer contributions received by deed, gift, will, ordinance, statute or otherwise, either in trust or otherwise; to own, hold, operate and administer or dispose of real and personal property, both in this state and all other states, territories and dependencies of the United States; and generally to do all things necessary and proper to accomplish the purposes herein stated and permitted to like non-profit corporations by law.
- C. Provided further, that:
 - 1. Assets or property held in trust for the corporation or by the corporation for its corporate purposes as herein stated shall be segregated and identified as being so held, and shall not be held without disclosure of the fiduciary capacity in which they are held.
 - 2. The corporation shall not engage in any transaction prohibited by Section 503(c) of the United States Internal Revenue Code as now enacted or as it may hereafter be amended.
 - 3. The corporation shall not apply accumulation of income in any manner which may subject it to denial of exemption as provided in Section 504 of the United States Internal Revenue Code as now enacted, or as it may hereafter be amended.
 - 4. In the event of the dissolution of this corporation, any assets of said corporation then remaining shall be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE VII

The term for which this corporation shall exist shall be perpetual.

ARTICLE VIII

Except as otherwise provided therein, the Bylaws of this corporation shall be made, altered and rescinded by a two-thirds majority vote of the Trustees voting at any regular Trustees meeting or at a special meeting called for that purpose.

ARTICLE IX

The name and address of the incorporator(s), is as follows:

HAROLD MAREADY
1810 W. Parker St.
Lakeland, FL 33815

ARTICLE X

The membership in the corporation shall consist solely of the Board of Trustees. The authorized number and qualifications of the members of the corporation, the manner of the admission, the different classes of membership, if any, the property, voting and other rights, privileges and responsibilities of members shall be set forth in the bylaws.

ARTICLE XI

The affairs of this corporation shall be managed by a Chairman, President, Secretary/Treasurer, and a Board of not less than five (5) voting Trustees and no more than ten (10) voting Trustees and by such other officers of the corporation as the corporation may hereafter see fit to name and designate. The number of Trustees may be increased from time to time by the Bylaws of the Corporation, but shall never be less than five (5) voting members or more than ten (10) voting members.

(a) Board of Trustees. The initial Board of Trustees shall consist of seven (7) voting Trustees including the President of South McKeel Elementary Academy, Inc., who shall be a voting member of the Board of Trustees. The initial Board consisting of seven (7) voting Trustees shall be composed of those persons hereinafter named:

HAROLD MAREADY
1810 W. Parker Street
Lakeland, FL 33815

SETH McKEEL
Lakeland, FL

DR. LAWRENCE ROSS

JOHN SMALL

CAROLYN JACKSON

MARGIE HENSLER

JUDI MORRIS
411 N. Florida Avenue
Lakeland, FL 33801

The Trustees named herein as the first Board of Trustees shall hold office until the first meeting at which time an election of Trustees shall be held.

Trustees elected at the first meeting, and at all times thereafter, shall serve for a term of three (3) years so arranged that one-third of the Board, as nearly as may be, come up for election at each annual meeting. Annual meetings shall be held within 150 days after the beginning of the fiscal year at the principal office of the Corporation, or at such other date and place as the Board of Trustees may designate from time to time by resolution.

(b) Corporate Offices. The Board of Trustees shall elect the following officers, Chairman, President, Treasurer and Secretary, and such other officers as the Board may deem appropriate and as allowed by these articles and the Corporation's bylaws. Initially, such officers shall be elected at the first meeting of the Board of Trustees. Thereafter, such officers shall be elected at the Board of Trustees meeting immediately after the annual meeting of the members of the Corporation. Until such election is held, the following individuals shall serve as corporation officers:

Chairman:	Seth McKeel
President	Harold Maready
Secretary/Treasurer:	Debi West

ARTICLE XII

These articles of incorporation may be amended by the members at a special meeting of the members called for that purpose. The amendment must be proposed by a resolution adopted by a two-thirds vote of the voting members of a quorum of the Board and then submitted to a quorum of the members for their vote. The proposed amendment must be approved by a two-thirds vote of a quorum of the voting members of the Corporation.

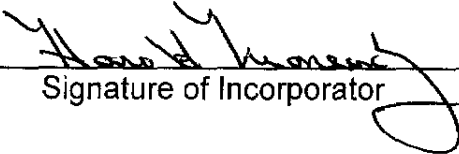
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ARTICLE XIII

The name and address of the initial registered agent is:

HAROLD MAREADY
1810 W. Parker St.
Lakeland, FL 338915



Signature of Incorporator

10-20-05
Date


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 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.

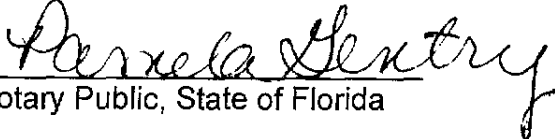


Signature, Registered Agent

10-20-05
Date

The foregoing instrument was acknowledged before me this 21st day of October, 2005, by HAROLD MAREADY, who is personally known to me.

 Pamela Gentry
My Commission DD224965
Expires June 22, 2007



Notary Public, State of Florida

My commission expires: