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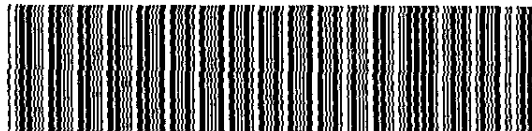
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

11/11

CHARTER SCHOOL OF ARTS AND SCIENCES K-5

Department of State
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

SUBJECT: Charter School of Arts and Sciences K-5, Inc.

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

\$78.75 Filing Fee & Certificate of Status

FROM: Michael R. Vitale
4746 'B' Greentree Drive
Boynton Beach, Florida 33436
Phone- 561-737-5405

**ARTICLES OF INCORPORATION
OF
CHARTER SCHOOL OF ARTS AND SCIENCES K-5, INC.**

FILED

06 FEB 14 AM 8:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 shall be: CHARTER SCHOOL OF ARTS AND SCIENCES K-5, INC., (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE**

Section 2.1. The principal place of business and mailing address of this corporation shall be:

4746 B Greentree Drive
Boynton Beach, Florida 33436

**ARTICLE III
PURPOSE**

Section 3.1. The purpose for which the Corporation is organized is to establish a charter middle school providing educational services to students.

The Corporation shall transact any and all lawful business for which corporations may be incorporated under the Florida Not for Profit Corporation Act and distribute the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended.

Section 3.2. 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 any 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 Internal Revenue Code of 1986 and the regulations thereunder as the same now exist or as they may be hereinafter amended from time to time.

Section 3.3. 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 3.4. No substantial part of the activities of the Corporation shall be 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 any candidate for public office.

Section 3.5. 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 Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 3.6. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 3.7. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 3.8. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 3.9. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 3.10. 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 Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

Section 3.11. 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 Internal Revenue Code of 1986 (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.

Section 3.12. The Corporation shall have a perpetual existence unless dissolved pursuant to law.

Section 3.13. To the end that the foregoing purpose and any other related educational, training and employment purposes and objects may be carried out, performed and accomplished, and to obtain funds or income for said educational, training, employment and informational purposes the Corporation shall have the power to acquire, either by gift, grant, purchase, devise or bequest, and to hold, own, manage, sell grant, convey, mortgage, pledge or otherwise encumber, lease, improve, and dispose of real, personal or mixed property wherever situated; to operate said properties, or any part thereof it may acquire in any location, in the name of the Corporation, and for its benefit and in its behalf, through such persons or agents as it may determine or select from time to time by a majority action of the Directors; to receive donations, gifts, endowments, grants, and to administer the same; all such real, personal and mixed property acquired, granted, received by gift, purchased, devise, bequest or donation shall be used and employed, however for educational purposes and not for pecuniary profit of its members.

ARTICLE IV

MANNER OF ELECTION

Section 4.1. The manner in which the Directors are elected or appointed:

The Directors shall be nominated by committee and appointed by the Board of Directors.

ARTICLE V

INITIAL DIRECTORS AND/OR OFFICERS

Section 5.1. The initial Board of Directors shall manage the affairs of the Corporation. The membership of this Corporation shall constitute all persons named as Directors. There will be three initial Directors and this number shall increase from time to time, but will never be less than two and never more than nine.

Section 5.2. The names and addresses of the persons who are to serve until the first annual meeting unless otherwise appointed in accordance with the By Laws of the Corporation are:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Dr. Michael R. Vitale	4746 'B' Greentree Drive Boynton Beach, FL 33436	Director

Dr. Nancy R. Romance	916 SW 35" Court Boynton Beach, FL 33435	Director
Dr. Barbara Jean Scott	25W035 Kenswick Lane Naperville, IL 60540	Director

Section 5.3. The affairs of the Corporation shall be governed by the 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 two (2) Directors are present. The affirmative vote of any two (2) Directors shall be necessary for all corporate action requiring a vote of the board, including, but not limited to the following:

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

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

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

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

Section 5.4. The Corporation shall indemnify any Officer, Director, or Trustee, or any former Officer, Director, Trustee to the fullest extent permitted by law. No Officer/Director/Trustee shall be required to sign personally for any debt incurred by the Corporation and they are forever exempt from corporate debts and obligations of any kind whatsoever.

Section 5.5. The Directors of this corporation may take action by written consent without meeting as provided by law.

Section 5.6. The members of the Board of Directors may participate in regular or special meetings of the Board of Directors by means of conference telephone as provided by law.

Section 5.7. The Board of Directors may provide such By-Laws for the conduct of its business and carrying out of its purpose as it may deem necessary from time to time. Upon proper notice, the By-Laws may be amended, altered or rescinded by a majority vote of the Board of Directors.

ARTICLE VI

INITIAL REGISTERED AGENT AND STREET ADDRESS

Section 6.1. The registered agent and registered office of the Corporation shall be:

Name

Dr. Michael . Vitale

Address

4746 'B' Greentree Drive
Boynton Beach, FL 33436

ARTICLE VI
INCORPORATOR

Name

Dr. Michael R. Vitale

Address

4746 'B' Greentree Drive
Boynton Beach, FL 33436

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.

Michael R Vitale
Signature/Registered Agent

Dr. Michael R. Vitale

2-13-06
Date

Michael R Vitale
Signature/Incorporator

Dr. Michael R. Vitale

2-13-06
Date

IN WITNESS WHEREOF, IN WITNESS WHEREOF, the undersigned subscriber has executed the Articles of Incorporation on this _____ day of _____, 2006.

Michael R Vitale
Director/Trustee

STATE OF FLORIDA
SS: COUNTY OF Palm Beach

Before me, the undersigned authority, personally appeared MICHAEL VITALE

to me well known to be the person described in _____ in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

Witness my hand and seal this 13 day of FEB, 2006

My Commission expires



Helene M. Asch
NOTARY PUBLIC
STATE OF FLORIDA