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Division of Corporations

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## FLORIDA PROFIT/NON PROFIT CORPORATION

Wellington Schools, Inc.

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**ARTICLES OF INCORPORATION  
OF  
WELLINGTON SCHOOLS, INC.  
a Florida corporation not for profit**

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I, the undersigned do hereby certify and adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME AND DURATION**

- (a) The name of the corporation is: Wellington Schools, Inc.
- (b) The existence of the corporation shall be perpetual.

**ARTICLE II**

**PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and the mailing address of this corporation shall be 5175 45<sup>th</sup>  
St. N., St. Petersburg, FL 33714.

**ARTICLE III**

**PURPOSES**

(a) General purposes. The purposes for which the corporation is organized are exclusively charitable, scientific, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

(b) Specific purpose. The specific purpose for which this corporation is organized is to

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operate the Wellington Schools (the "School") currently located at various campuses in Pinellas County, Florida.

(c) Other purposes. Other purposes for which the corporation is formed, and the business and the objects to be carried on and performed by it, are as follows:

(1) To collect from charitable persons, firms and corporations, either absolutely or in trust, by gift, conveyance, transfer, settlement, devise and bequest, or in any other manner or manners, lands, buildings, bonds, shares of corporate stock, monies, clothing, food and any and all other kinds of property by any name and nature and to manage and invest the same; to dispose of in any manner, and to distribute in the discretion of the Directors, any portion of income and/or corpus of said gifts, exclusively for:

A. Charitable, scientific, literary or educational purposes or for the prevention of cruelty to children or animals, but no part of such corpus or income shall inure to or be spent for the benefit of any private Director, director or individual, and no part of the activities shall constitute the carrying on of propaganda, or otherwise attempting to influence legislation.

B. The foregoing purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to, or inference from, the terms of any other clause of these Articles of Incorporation and shall each be regarded as independent, and construed as powers as well as purposes of the corporation. The Directors shall have complete discretion and control as to what portion of said property and property rights shall be devoted to each of said authorized purposes.

(2) Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding

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provision of any future United States Internal Revenue law. This corporation shall engage, otherwise than as an insubstantial part of its activities, only in activities which in themselves are in furtherance of its stated purposes and upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, State or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, in the county in which the principal office of the organization is then located, exclusively for such purposes.

(3) To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

(4) To strive to obtain funds to be used for the benefit of the corporation, either through endowments, gifts, membership dues, charges, devises, bequests, or otherwise, all of which shall be in furtherance of or in connection with or incidental to the charitable purposes of this corporation.

(5) To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them, including but not limited to collection of tuition and fees pursuant to the normal and customary practice for similarly situated schools.

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**ARTICLE IV****INITIAL BOARD OF DIRECTORS**

The affairs of the corporation shall be managed by its Board of Directors and such officers as they shall designate to perform the executive functions of the operation of the corporation. The Board of Directors may be referred to also as a Board of Trustees, if so specified in the by-laws. The Board of Directors shall be elected by the members of the corporation and shall consist of not less than six (6) persons, the exact number to be determined and governed by the By-Laws. The six (6) following named persons shall serve as the original Board of Directors:

<u>Name</u>	<u>Address</u>
Nancy Blount	10272 Cypress Circle Largo, Florida 33777
Jodee Craig	13875 Oak Forest Blvd. South Seminole, Florida 33776
Peter Creighton	7891 Lantana Circle Largo, Florida 33777
Michele Garner	10208 4th Street, East Treasure Island, Florida 33706
Valerie Hval	10250 Tarpon Drive Treasure Island, Florida 33706
Jim Shatz	2814 Kipps Colony Drive Gulfport, Florida 33707

who shall serve an initial term of up to three (3) years or until their successors are elected.

The Initial Board of Directors shall appoint a nominating committee and shall have the power to make such bylaws as shall be necessary to govern the admission of new members and directors.

Thereafter, at the annual meeting of the members of the corporation, the Board of Directors

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shall be elected each year for terms of up to three (3) years. It is intended that approximately one-third of the Directors will be elected each year. The Board of Directors shall serve without compensation.

The Head of the School shall serve as an *ex officio* member of the Board of Directors throughout his or her term of employment.

#### **ARTICLE V**

##### **POWERS**

This corporation shall have all powers granted by applicable Florida law to not-for-profit corporations as provided in Section 617.0302, Florida Statutes subject to the following limitations and restrictions:

(a) **Powers Limited to Stated Purpose.** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 III 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 any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on:

1. by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or

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2. by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

**(b) Further Limitations on Corporate Powers.** The Corporation shall strive to obtain funds to be used for the benefit of the corporation, either through endowments, gifts, devises, bequests, or otherwise, all of which shall be in furtherance of or in connection with or incidental to the charitable purposes of the corporation. The School shall be operated according to its long-established philosophy and shall be operated in such a manner as to satisfy, to the greatest extent possible, the requirements and standards of local, regional, and national accreditation agencies and institutions.

**(c) Delegation of Powers to Head of School.** The Head of School shall be provided with all authority and powers, necessary and proper, to conduct the operation of the school within the oversight of the Board of Directors. The Head shall serve as the Chief Executive Officer of the School and the official advisor to and executive agent of the Board of Directors. The Head shall, as educational and administrative head of the School, exercise a general superintendence over all affairs of the School and bring such matters to the attention of the Board as are appropriate to keep the Board fully informed in meeting its responsibilities. The Head shall also possess the power to perform all acts and execute all documents necessary to implement the actions approved by the Board of Directors.

## **ARTICLE VI**

### **INITIAL REGISTERED AGENT AND STREET ADDRESS**

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The initial registered agent of the corporation, until a successor shall be appointed by the Board of Directors, is Susan Baraybar, and the street address of the initial registered agent is 5175 45<sup>th</sup> St. N., St. Petersburg, FL 33714.

## **ARTICLE VII**

### **OFFICERS**

The officers of this corporation shall be the President, Vice President, Secretary, and Treasurer. The Directors shall elect the officers of this corporation each year at the annual meeting for terms of one (1) year. Officers shall serve until their successors are elected and have qualified. The officers may be but need not be members of the Board of Directors. The following named persons shall serve as the officers of this corporation until the first election of officers:

President.....Michele Garner

Vice President.....Peter Creighton

Secretary.....Jodee Craig

Treasurer.....Jim Shatz

## **ARTICLE VIII**

### **MEMBERS**

The membership of this corporation shall consist of citizens of the United States of good character and reputation admitted to membership as hereinafter provided:

- (a) All persons herein named as subscribers and members of the Board of Directors.
- (b) Other qualified persons nominated by a nominating committee and elected to membership by a majority of the Board of Directors of this corporation.

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**ARTICLE IX****ANNUAL MEETING**

The annual meeting of members and of the Board of Directors shall be held as provided in the By-Laws of this corporation. Special meetings may be called and held as provided in the By-Laws of this corporation.

**ARTICLE X****BY-LAWS**

The By-Laws of the corporation shall be adopted by the Board of Directors at the first organizational meeting of the Board of Directors. Thereafter, the By-Laws of the corporation may be amended or adopted at any regular meeting or at any special meeting called for that purpose by majority vote of those Directors present and voting so long as they do not conflict with the provisions of these articles.

**ARTICLE XI****INCORPORATORS**

The name and street address of the incorporator for these Articles of Incorporation are:

**Name****Address**

Joseph C. Skalski

6849 Peachtree Dunwoody Road, Building A-2  
Atlanta, GA 30328**ARTICLE XII****NONSTOCK BASIS**

This corporation is organized on a nonstock basis. This corporation shall not issue shares of stock.

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**ARTICLE XIII**

**AMENDMENT**

These Articles of Incorporation may be amended by a vote of at least Eighty Percent (80%)  
the directors.

IN WITNESS WHEREOF the undersigned incorporator has hereunto set his  
hand and seal this 29<sup>th</sup> day of MARCH, 2006.

 (Seal)  
Joseph C. Skalski

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned  
corporation, organized under the laws of the State of Florida, submits the following statement in  
designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Wellington Schools, Inc.
2. The name and address of the registered agent and office is: Susan Baraybar, 5175 45<sup>th</sup>  
St. N., St. Petersburg, FL 33714.

**ACCEPTANCE OF REGISTERED AGENT**

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

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FROM :LARGE & GILBERT

FAX NO. :7706710179

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obligations of my position as registered agent.

Date: March 29, 2006

Susan Baraybar  
Susan Baraybar

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