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06 JUL 10 PM 2:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MRS  
7/11

## COVER LETTER

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

**SUBJECT:** Shiloh Charter Schools, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** Michael G. Strader  
Name (Printed or typed)

10320 NW 6th Street  
Address

Coral Springs, FL 33071  
City, State & Zip

954-461-6466  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION**  
**SHILOH CHARTER SCHOOLS, Inc.**

**FILED**  
06 JUL 10 PM 2: 58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation not-for-profit under Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation.

**Article I**

**Name**

The name of this corporation is **SHILOH CHARTER SCHOOLS, Inc.**

**Article II**

**Purposes**

The general nature of the objectives and purposes of this corporation shall be:

- a) This corporation is organized and shall be operated exclusively as a corporation not-for-profit and for charitable purposes under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued there under, or the corresponding provisions of any future United States Internal Revenue Law (the "Code").
- b) The property of this corporation is irrevocably dedicated to the management, operation, guidance, direction and promotion of the Shiloh Charter Schools, and the education of students.

### **Article III**

#### **Powers**

The Corporation shall have the general power to do all lawful acts, as conferred upon corporations not-for-profit by Section 617.0302, Florida Statutes, including all those things necessary or expedient in the prosecution of the corporation's purposes, which are necessary and desirable to carry out the purposes and responsibilities of the corporation.

Notwithstanding the generality of the foregoing, the powers of the corporation shall be subject to the following limitations and restrictions:

- a) The corporation shall have no power to do any act inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code;
- b) No part of the income, profit or assets of the corporation shall inure to the benefit of, or be distributable to, directly or indirectly, its members, directors, officers, or other private persons: provided however, 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 of these Articles; and
- c) 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 of distribution of statements) any political campaign on behalf of any candidate for public office.

## **Article IV**

### **Officers**

- a) The Corporation may have a Chairman, Vice Chairman, Secretary and Treasurer, each of whom shall be elected by the Board. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board. Any two (2) or more offices may be held by the same person..
- b) The Officers shall be elected by a majority vote of the Board of Trustees at its first organizational meeting and thereafter at its annual meeting.

## **Article V**

### **Board of Trustees**

- a) All corporate powers shall be exercised under the authority of, and the affairs of this corporation shall be managed under the direction of, the Board of Trustees, except as otherwise provided by law or in these Articles or the Bylaws of the Corporation.
- b) The corporation shall have three (3) trustees initially. The number of Trustees may be increased or decreased from time to time according to the bylaws, but shall never be less than three (3).
- c) The term of the Trustees shall be as adopted in the Bylaws.
- d) The initial Trustees of the corporation are:

**Mark F. Jordan**  
**5415 Shakespeare Drive**  
**Dover, Florida 33527**

**JoAnn Palmer**  
**4607 Beaauchamp Road**  
**Plant City, Florida 33563**

**Lynn C. Leino  
910 Bryan Circle  
Brandon, FL 33511**

- e) Trustees shall be elected pursuant to the provisions of the Corporation's By-Laws.

#### **Article VI**

##### **Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 10320 NW 6<sup>th</sup> Street; Coral Springs, Florida 33071 and the name of the Registered Agent is Michael G. Strader.

#### **Article VII**

##### **Incorporator/Subscriber**

The name and address of the subscriber to these Articles is:

##### **NAME**

##### **ADDRESS**

Michael G. Strader

10320 NW 6<sup>th</sup> Street

Coral Springs, FL 33071

#### **Article VIII**

##### **Duration**

This corporation shall exist perpetually.

#### **Article IX**

##### **By-Laws**

- a) The Board of Trustees, by majority vote, may provide such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as they may deem necessary from time to time, including, but not limited to,

provisions for the quorum and voting requirements for meetings and activities of the Board of Trustees; provided, however, that such Bylaws shall not conflict with any of the provisions of these Articles of Incorporation.

- b) Upon proper notice, the Bylaws may be amended, altered or rescinded by the majority vote of the members of the Board of Trustees who are present at any regular meeting, or any special meeting for this purpose.

## **Article X**

### **Amendments**

These Articles of Incorporation may be amended, altered, changed or repealed solely by a majority vote of the Board of Trustees.

## **Article XI**

### **Corporate Liquidation and Dissolution**

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation. In the event of the dissolution of the corporation, the Board of Trustees ("Board") shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the remaining 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 future United States internal Revenue Law), as the Board shall determine. Any of such assets not so disposed of shall be disposed of by the Court having proper jurisdiction in the County in which the principal office of the organization 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.

## **Article XII**

### **Indemnification**

The corporation shall indemnify officers, trustees, employees, and agents to the full extent permitted by the Florida Not-For-Profit Corporation Act, provided, however that no such indemnification shall be permitted if such indemnification would violate the purposes of the corporation as specified in Article II herein or would be inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6<sup>th</sup> day of July, 2006.

  
Michael G. Strader

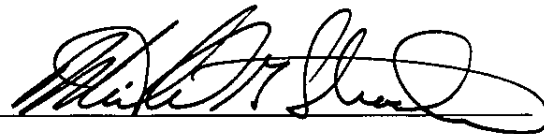


**CERTIFICATE DESIGNATING REGISTERED OFFICE**  
**FOR THE SERVICE OF PROCESS WITHIN FLORIDA**  
**NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED  
06 JUL 10 PM 2:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Shiloh Charter Schools, Inc., desiring to organize or qualify as a Corporation Not for Profit under the laws of the State of Florida, with its initial registered offices at 10320 NW 6<sup>th</sup> Street; Coral Springs, Florida, 33071, has named Michael G. Strader, 10320 NW 6<sup>th</sup> Street; Coral Springs, Florida, 33071, as its registered agent to accept service of process for the Corporation within the State of Florida.



Michael G. Strader, Incorporator

7/6/06

Date

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept the responsibility to act in this capacity, and agree to comply with the provisions of Florida Statutes relative to keeping open said office and further accept the duties and obligations of Section 617.0503, Florida Statutes.

Dated this 6<sup>th</sup> day of July, 2006.

By: 

Michael G. Strader, Registered Agent