

N06000009308

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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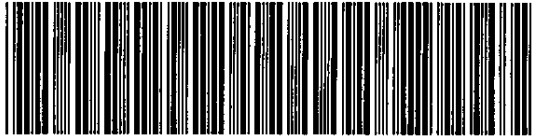
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Roberts DEC 08 2006

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Charter School at Bay Point, Inc.

DOCUMENT NUMBER: N06000009308

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Michael G. Strader
(Name of Contact Person)

Charter School Associates, Inc.
(Firm/ Company)

10320 NW 6th Street
(Address)

Coral Springs, FL 33071
(City/ State and Zip Code)

For further information concerning this matter, please call:

Michael G. Strader at (954) 461-6466
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 28, 2006

MICHAEL G. STRADER
CHARTER SCHOOL ASSOCIATES, INC.
10320 NW 6TH STREET
CORAL SPRINGS, FL 33071

SUBJECT: THE CHARTER SCHOOL AT BAY POINT, INC.
Ref. Number: N06000009308

We have received your document for THE CHARTER SCHOOL AT BAY POINT, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6892.

Tina Roberts
Document Specialist

Letter Number: 106A00068451



December 6, 2006

Florida Department of State
Division of Corporations
Attn. Ms. Tina Roberts
PO BOX 6327
Tallahassee, FL 32314

Subject: The Charter School at Bay Point, Inc.
Ref. Number: N06000009308

Dear Ms. Roberts;

Please accept our enclosed statement as certification that the Restated Articles of Incorporation for the above named corporation was adopted by the Board of Directors and does not contain any amendments requiring member approval.

Please call me should you have any questions or if you require additional information.

Sincerely,

Michael G. Strader
Registered Agent
For the Board

Cc. Roberto Munoz, Chairman

AMENDED AND RESTATED ARTICLES OF INCORPORATION

THE CHARTER SCHOOL AT BAY POINT, Inc.

FILED
2008 DEC -8 PM 12:48
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 **THE CHARTER SCHOOL AT BAY POINT, 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 Charter School at Bay Point, 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:

TBD
- 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 6th 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:

<u>NAME</u>	<u>ADDRESS</u>
TBD	

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 pf 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.

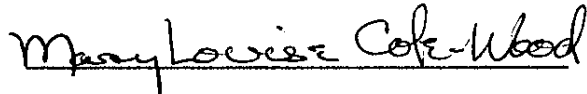
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of September, 2006.

Mary Louise Cole-Wood
Mary Louise Cole-Wood, Ph.D.

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

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

That The Charter School at Bay Point, 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 xxx, has named TBD, xxx, as its registered agent to accept service of process for the Corporation within the State of Florida.



Mary Louise Cole-Wood, Incorporator

September 1, 2006

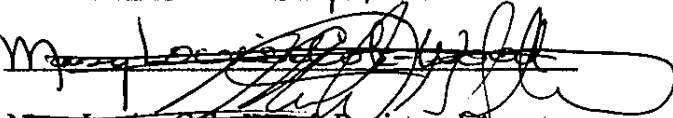
Date

ACKNOWLEDGEMENT

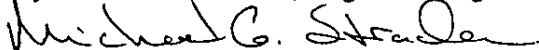
Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept the responsibility to act in this capacity, and agree to comply with the provisions of Florida Statutes relative to keeping open said office and further accept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

Dated this 1st day of September 2006.

By:



Mary Louise Cole-Wood, Registered Agent



**Certification Regarding Restated Articles of Incorporation
The Charter School at Bay Point, Inc.
22025 SW 87th Avenue
Miami, FL 33190**

This is to certify that the attached Restated Articles of Incorporation were duly adopted by the Board of Directors and does not contain any statements requiring Member approval.

Approved by:



Michael G. Strader
Registered Agent
10320 NW 6th Street
Coral Springs, FL 33071
(954) 461-6466