

NO600008913

BOB L. HARRIS

(Requestor's Name)

P.O. BOX 15579

(Address)

(Address)

Tallahassee FL 32317

(City/State/Zip/Phone #)



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Big Pine Elementary Academy Inc.

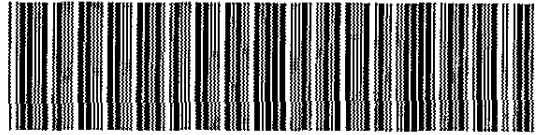
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**ARTICLES OF INCORPORATION
OF
BIG PINE ELEMENTARY ACADEMY, INC.**

THE UNDERSIGNED, as incorporator and on behalf of a non-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: BIG PINE ELEMENTARY ACADEMY, INC. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE**

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

927 Ocean Drive
Summerland Key, Florida 33042

**ARTICLE III
PURPOSE**

Section 3.1. The purpose for which the Corporation is organized is to establish a charter 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 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

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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 distributions 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 or 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 are 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 six initial Directors and this number may 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 Corporations are:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Tom Forsythe	927 Ocean Drive Summerland Key, FL 33042	President, Secretary
Hazel Hartman	927 Ocean Drive Summerland Key, FL 33042	Director
Philip Hughes	927 Ocean Drive Summerland Key, FL 33042	Director
Patricia Kramer	927 Ocean Drive Summerland Key, FL 33042	Director
Peter Rosasco	927 Ocean Drive Summerland Key, FL 33042	Director
Jeff Weiner	927 Ocean Drive Summerland Key, FL 33042	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 not 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 of the Bylaws.
- 5.3.3. Organization of a subsidiary or affiliate by the Corporation.
- 5.3.4. Approval of any merger, consolidation or sale of 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:

<u>Name</u>	<u>Address</u>
Tom Forsythe	927 Ocean Dr. Summerland Key, FL 33042

ARTICLE VII
INCORPORATOR

<u>Name</u>	<u>Address</u>
Tom Forsythe	927 Ocean Dr. Summerland Key, FL 33042

WITNESS the hand and seal of the Incorporator in Monroe County, State of Florida, this 9th day of October, 2006.



Tom Forsythe
927 Ocean Drive
Summerland Key, Florida 33042

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

PURSUANT TO THE PROVISIONS OF SECTION 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.

- The name of the corporation is: Big Pine Elementary Academy, Inc.
2. The name and address of the registered agent and office is:

Tom Forsythe
927 Ocean Drive
Summerland Key, Florida 33042

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.


Tom Forsythe (signature)

10-16-06
(date)

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