

N06000010913

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

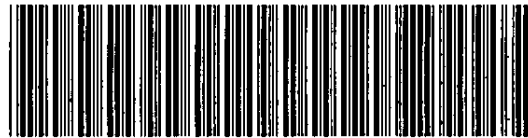
Certified Copies



Certificates of Status

Special Instructions to Filing Officer:

Office Use Only



500104490445

*Amend
Tewis*

06/22/07--01027--009 **43.75

FILED
2007 JUN 22 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: BIG PINE ELEMENTARY ACADEMY INC.

DOCUMENT NUMBER: N06000010913

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

Please return all correspondence concerning this matter to the following:

TOM FORSYTHE

(Name of Contact Person)

BIG PINE ELEMENTARY ACADEMY INC.

(Firm/ Company)

927 OCEAN DRIVE

(Address)

SUMMERLAND KEY, FLORIDA 33042

(City/ State and Zip Code)

For further information concerning this matter, please call:

TOM FORSYTHE

(Name of Contact Person)

at (305)

745 - 6485

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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

Articles of Amendment
to
Articles of Incorporation
of

FILED

2007 JUN 22 PM 1:04

BIG PINE ELEMENTARY ACADEMY, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Name of corporation as currently filed with the Florida Dept. of State)

N06000010913

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

NOT APPLICABLE

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (BE SPECIFIC)

PRIOR FILED BPEA INC. ARTICLES OF INCORPORATION (DOCUMENT N06000010913) TO BE FULLY DELETED

AND REPLACED BY ATTACHED BPEA INC. BOARD ADOPTED AMENDMENT ARTICLES OF INCORPORATION.

BPEA INC. REGISTERED AGENT AND ORIGINAL INCORPORATOR REMAIN UNCHANGED AND ARE IDENTIFIED

IN THE SUBMITTED BPEA AMENDMENT ARTICLES AS IN ORIGINALLY FILED BPEA ARTICLES OF INCORPORATION

(DOCUMENT N06000010913).

(Attach additional pages if necessary)
(continued)

**ARTICLES OF AMENDMENT TO THE
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 Amended 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 public school educational services to the students and School Choice to the residents of Monroe County, Florida.

The Corporation shall transact any and all lawful business for which corporations may be incorporated under the Florida Not for Profit Corporation Act, Section 501(c)(3) of the Internal Revenue Code and as set forth under the current Florida State Statutes pertaining to Florida Charter School Law.

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 the 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 The Corporation shall be non-sectarian and non-discriminatory in all aspects of organizational activities in accordance with applicable Florida State Statutes and Florida Charter School Law.

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 a 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 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 Amended 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 are 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 making complete satisfaction of any lawful liens or encumbrances dispose of all assets including property and improvements, furnishings and equipment purchased with public funds in accordance with those provisions as set forth under the current Florida State Statutes pertaining to Florida Charter School Law.

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

ARTICLE IV **MANNER OF ELECTION**

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

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

ARTICLE V **DIRECTORS AND/OR OFFICERS**

Section 5.1 The Board of Directors shall manage the affairs of the Corporation. The membership of this Corporation shall constitute all persons named as Directors. The numbers of Directors, which may increase or decrease from time to time, will never be less than two and never be more than nine.

Section 5.2 The names and addresses of the persons who are currently elected Board members of the Corporation are:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Tom Forsythe	927 Ocean Drive Summerland Key, FL 33042	President / Secretary
Philip Hughes	927 Ocean Drive Summerland Key, FL 33042	Director / Officer
Patricia Kramer	927 Ocean Drive Summerland Key, FL 33042	Director / Officer
Peter Rosasco	927 Ocean Drive Summerland Key, FL 33042	Director / Officer
Ruth Fidler	927 Ocean Drive Summerland Key, FL 33042	Director / Officer
Jimmy Schmidt	927 Ocean Drive Summerland Key, FL 33042	Director / Officer
Tony Mulane	927 Ocean Drive Summerland Key, FL 33042	Director / Officer
Andy Smith	927 Ocean Drive Summerland Key, FL 33042	Director / Officer

Section 5.3 The Corporation shall have the power to do all lawful acts which are, in the opinion of the Board of Directors of the Corporation (hereinafter referred to as the "Board"), necessary or desirable to carry out the purposes and accomplish the objectives of the

Corporation, and which are consistent with the provisions of Florida Charter School Law and applicable State Statutes and Federal Rules and Regulations that the Corporation may be subject to.

Section 5.4 The affairs of the Corporation shall be governed by 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 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.

Section 5.5 The Corporation shall indemnify any Officer, Director or Trustee, or any former Officer, Director or Trustee to the fullest extent permitted by law. No Officer, Director or 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 5.6 The members of the Board of Directors of this Corporation may take action by written consent without meeting as provided by law.

Section 5.7 The members of the Board of Directors of this Corporation may participate in regular or special meetings of the Board by means of conference telephone as provided by law.

Section 5.8 The members of the Board of Directors of this Corporation may provide such By-Laws for the conduct of its business and carrying out its purpose as it may deem necessary from time to time. Upon proper notice, the By-laws may be amended, altered or rescinded by majority vote of the Board of Directors.

ARTICLE VI

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 Drive Summerland Key, FL 33042

ARTICLE VII

INCORPORATOR

Section 6.1 The incorporator of the Corporation is:

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

ARTICLE VIII
ADOPTION OF AMENDMENT

Section 8.1 IN WITNESS WHEREOF, for the purposes of amending the Articles of Incorporation of the BIG PINE ELEMENTARY ACADEMY INC. under the laws of the State of Florida pursuant to section 617.1006 Florida Statutes, the undersigned Board President executed these Board adopted Amended Articles of Incorporation effective this day 12th of March 2007.



Tom Forsythe, BPEA Inc. Board President.

The date of adoption of the amendment(s) was: 12TH MARCH 2007.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature Cathy Hoffmann, Executive Director
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

TOM FORYTHE

(Typed or printed name of person signing)

BOARD PRESIDENT BPEA, INC.

(Title of person signing)

FILING FEE: \$35