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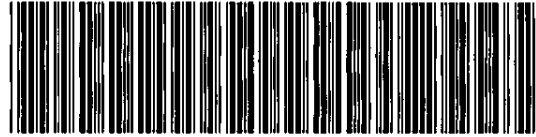
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

Cy. 12-4

## COVER LETTER

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

**SUBJECT:** Goodwill Academy of Higher Learning, 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: Jack E. Kiker, III  
Name (Printed or typed)

2010 Delta Boulevard  
Address

Tallahassee, Florida 32303  
City, State & Zip

850-386-3300  
Daytime Telephone number

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

***Goodwill Academy of Higher Learning***

**ARTICLES OF INCORPORATION  
OF  
GOODWILL ACADEMY OF HIGHER LEARNING, INC.**

**FILED**  
06 DEC -4 PM 3:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**ARTICLE I - NAME:**

The name of the this corporation shall be GOODWILL ACADEMY OF HIGHER LEARNING, INC. (the ACorporation@).

**ARTICLE II - PURPOSES:**

The general nature of the objectives and purposes of this Corporation are to be organized and operated exclusively as a not-for-profit corporation and for charitable purposes pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Internal Revenue Law (the ACode@). Specifically, this Corporation is organized to establish and operate one or more charter schools.

**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 distributed 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

## ***Goodwill Academy of Higher Learning***

compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III of these Articles of Incorporation; 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 or distribution of statements) any political campaign on behalf of any candidate for public office.

### **ARTICLE IV - 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, a board of directors that shall be referred to as the ABoard of Trustees,@ except as otherwise provided by law, in these Articles of Incorporation, or the Bylaws of the Corporation. The directors shall be referred to as ATrustees.@
- B) The Corporation shall have three (3) trustees initially, in accordance with Section 617.0803(1), Florida Statutes. The number of Trustees may be increased or decreased from time to time according to the Bylaws of the Corporation, but shall never be less than three (3).
- C) Initially, the Trustees shall be appointed by Goodwill Industries Big-Bend, Inc. Thereafter, Board of Trustees members shall be elected pursuant to the provisions of the Bylaws of the Corporation.
- D) At the first organizational meeting of the Corporation, one (1) Trustee shall be appointed for a term of one (1) year, one (1) Trustee shall be appointed for a term of two (2) years, and one (1) Trustee shall be appointed for a term of three (3) years; and at each annual meeting thereafter one (1) Trustee shall be elected for a term of three (3) years or otherwise in accordance with the Bylaws of the Corporation.

### **ARTICLE V - OFFICERS:**

The Corporation shall, at all times, maintain a minimum of four (4) officers, which shall include a Chairman, Vice Chairman, Treasurer and Secretary, pursuant to Chapter 617, Florida Statutes. The Corporation reserves the right to increase the number of officers from time to time, but at no time will there be less than four (4) officers. 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 VI - INITIAL REGISTERED OFFICE AND AGENT:**

## ***Goodwill Academy of Higher Learning***

The street address of the initial registered office of this Corporation is 300 Mabry Street, Tallahassee, Florida 32304, and the name of the initial registered agent of this Corporation at that address is Fred G. Shelfer, Jr.

### **ARTICLE VII - PRINCIPAL OFFICE:**

The initial principal place of business of this Corporation shall be 300 Mabry Street, Tallahassee, Florida 32304.

### **ARTICLE VIII - INCORPORATOR:**

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

<u>Name</u>	<u>Address</u>
Fred G. Shelfer, Jr.	300 Mabry Street Tallahassee, Florida 32304

### **ARTICLE IX - TERM OF EXISTENCE:**

This Corporation shall exist perpetually.

### **ARTICLE X - MEMBERS:**

The sole initial Member of the Corporation shall be Goodwill Industries Big-Bend, Inc.

### **ARTICLE XI - BYLAWS:**

- A) The Board of Trustees, by a majority vote, may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as it may deem necessary from time to time, including, but not limited to, provisions for the quorum and voting requirements of meetings and activities of the Board of Trustees; provided, however, that such Bylaws shall not conflict with these Articles of Incorporation.
- B) Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of the members of the Board of Trustees who are present at any regular or special meeting for such purpose.

### **ARTICLE XII - AMENDMENTS:**

These Articles of Incorporation may be amended, altered, changed or repealed solely by Goodwill Industries Big-Bend, Inc.

### **ARTICLE XIII - CORPORATE LIQUIDATION AND DISSOLUTION:**

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this Corporation and, upon dissolution of this Corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to the supported organization, or if the supported organization

### ***Goodwill Academy of Higher Learning***

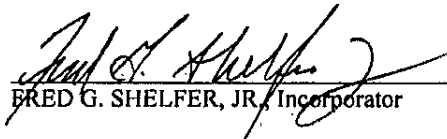
ceases to exist or it is not an organization qualified for exemption under Section 501(c)(3) of the Code at the time of such distribution, then the distribution shall be made as determined by the Board of Trustees in the manner to best accomplish the religious, charitable and educational purposes of the supported organization, provided that such distribution shall be made:

- A) To one or more organizations which have qualified for exemption under Section 501(c)(3) of the Code where the purposes are similar to the religious, charitable and educational purposes of the supported organization;
- B) To a federal government or a state or local government, for public purposes similar to the religious, charitable and educational purposes of the supported organization consistent with Section 501(c)(3) of the Code and in accordance with the laws of the State of Florida; or
- C) Upon order of a court of competent jurisdiction, to another organization to be used in such manner as in the judgment of the court will best accomplish the religious, charitable and educational purposes of the supported organization.

#### **ARTICLE XIV – INDEMNIFICATION:**

The Corporation shall indemnify officers, trustees, employees and agents to the full extent permitted by Chapter 617, Florida Statutes, entitled the AFlorida 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.

The undersigned has executed these Articles of Incorporation this 30<sup>th</sup> day of November, 2006.

  
FRED G. SHELFER, JR., Incorporator


***Goodwill Academy of Higher Learning***

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

Pursuant to the Florida Statutes, the 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: GOODWILL ACADEMY OF HIGHER LEARNING, INC.
2. The name and address of the registered agent and office is: Fred G. Shelfer, Jr., 300 Mabry Street, Tallahassee, Florida 32304.

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.

  
FRED G. SHELFER, JR.  
Date: November 30, 2006

**FILED**  
06 DEC -4 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA