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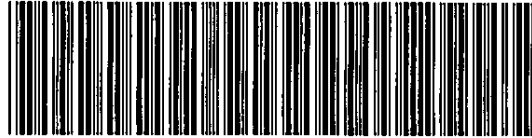
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Hampton JAN 16 2007

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January 10, 2007

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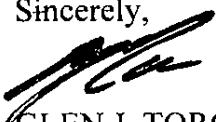
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

To Whom It May Concern:

Enclosed please find Articles of Corporation of Rise Schools, Inc. along with a check in the amount of \$78.75 to cover the filing fees. Please return a certified copy to me in the self-addressed stamped envelope provided.

Thank you for your assistance.

Sincerely,



GLEN J. TORCIVIA

GJT:mr

Enclosure

ARTICLES OF INCORPORATION

OF

Rise Schools, Inc.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned subscriber to these Articles of Incorporation hereby presents these Articles for the formation of a not-for-profit corporation under Chapter 617 of the Florida Statutes.

ARTICLE I - NAME OF CORPORATION

The name of the corporation is Rise Schools, Inc.

ARTICLE II – PRINCIPAL OFFICE

The initial street address of the Principal Office of this Corporation in the State of Florida will be 14615 SW 183rd Terrace, Miami, Florida 33177. The Board of Directors shall have the power to establish branch offices, and to move the principal office to any other address in Florida.

ARTICLE III – PURPOSE

This Corporation is a not-for-profit corporation organized exclusively for educational and charitable purposes, more specifically to operate a public charter school in the State of Florida. To this end, the Corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

It is intended that the Corporation shall have the status of a corporation that is exempt

from federal income taxation under section 501(a) of the Code as an organization described in section 501(c)(3) of the Code, and that is other than a private foundation by reason of being described in section 509(a) of the Code. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, any Director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for rights or services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income taxation under section 501(c)(3) of the Code or (ii) by a corporation contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE IV – ELECTION OR APPOINTMENT OF DIRECTORS

There shall be a Board of Directors consisting of three to fourteen Directors. The election of Directors and term of office shall be fixed by the By-Laws of the Corporation except that the initial Board of Directors shall consist of three members who shall serve until the first meeting of the Board of Directors or until their successors shall be elected and qualified. The number of directors shall never be less than one.

ARTICLE V - DIRECTORS AND OFFICERS

A. The name and street addresses of the members of the initial Board of Directors are:

- a. Gemma Torcivia, 14615 SW 183rd Terrace, Miami, Florida 33177
- b. Stephanie Millar, 14615 SW 183rd Terrace, Miami, Florida 33177
- c. Adrienne Grudzien, 8345 Bryan Avenue, Apartment 5, Miami Beach, Florida 33141

B. The management of the affairs of the Corporation shall be vested in a Board of Directors, as defined in the Corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

C. The Corporation shall indemnify the Directors and officers of the Corporation to the fullest extent permitted by law. The Directors of the Corporation shall incur no personal liability to the Corporation or its members for monetary damages for any breach of fiduciary duty as a Director; provided, however, that the Directors of the Corporation shall continue to be subject to liability (i) for any breach of their duty of loyalty to the Corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the Directors derived an improper benefit.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The name and street address of the Registered Agent of this Corporation is Gemma Torcivia, 14615 SW 183rd Terrace, Miami, Florida 33177

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator is: Gemma Torcivia, 14615 SW 183rd Terrace, Miami, Florida 33177.

ARTICLE VIII - COMMENCEMENT AND TERM OF EXISTENCE

A. The Corporation is to exist perpetually commencing on the date of the execution

of these Articles of Incorporation, providing that corporate existence may begin up to five (5) days before the filing with the Secretary of State for the State of Florida.

B. Upon the dissolution of the Corporation, the Board of Directors, after paying or making provisions for the payment of all the liabilities of the Corporation, shall distribute all of the assets of the Corporation exclusively for charitable or educational purposes to an organization or organizations with purposes similar to those described in Article 6 hereof, which are then organizations described in section 501(c)(3) of the Code and which are other than private foundations described in section 509(a) of the Code. In no event shall any of such assets be distributed to any Director, officer, or private individual. The amount of any distribution made under this Article shall be determined by the Board of Directors.

ARTICLE IX - BY-LAWS

The directors of the Corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of the Corporation, which shall be prescribed by such By-Laws. The By-Laws may require a vote or action by more than a majority of Directors.

ARTICLE X - AMENDMENT

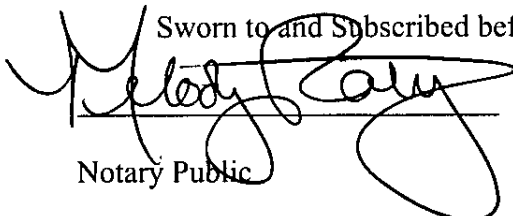
The Board of Directors reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, including its name, in the manner now or hereafter prescribed by law, and all rights conferred on officers herein are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 18 day of
December, 2006.



GEMMA TORCIVIA

Sworn to and Subscribed before me this 18th day of December 2006.



Notary Public

My Commission Expires:



Melody Ratty
Commission # DD446976
Expires July 31, 2009
Bonded Troy Fair - Insurance, Inc. 800-385-7019

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

Pursuant to Chapter 48.091 and Chapter 617.0501, Florida Statutes, the following is submitted in compliance with said Act:

Rise Schools, Inc. desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at 14615 SW 183rd Terrace, Miami, Florida 33177 has named Gemma Torcivia as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

By: _____

GEMMA TORCIVIA

Date: December 18, 2006