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FLORIDA PROFIT/NON PROFIT CORPORATION

Central Florida Leadership Academy, Inc.

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ARTICLES OF INCORPORATION
OF
CENTRAL FLORIDA LEADERSHIP ACADEMY, INC.
A Not for Profit Corporation

The undersigned, being over the age of eighteen (18) years and competent to contract for the purpose of organizing a Corporation not-for-profit pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation, and do hereby agree and certify as follows:

ARTICLE I

NAME

The name of this Corporation shall be Central Florida Leadership Academy, Inc.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence on the date of filing of these Articles with the Florida Secretary of State, and shall have perpetual existence unless sooner dissolved according to the law.

ARTICLE III

PURPOSE AND POWERS

The primary purpose for which this Corporation is the creation, maintenance, and operation, of one or more charter schools in Central Florida which will provide character-based education based on the model of the Hyde Schools for any or all grades PK-12 and provide athletic fields and facilities for use by the students of such school. Generally, this Corporation shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by way of applicable law, including, without limitation and only by illustration, the following:

- (i) To have a corporate seal, containing the words "corporation not for profit", and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (ii) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (iii) To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (iv) To lend money to and use its credit to assist its officers and employees.

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(v) To purchase or otherwise acquire letters of intent, concessions, licenses, inventions, rights and privileges, subject to royalty or otherwise, and whether exclusive, non-exclusive, or limited, or any part interest in any of the foregoing, whether in the United States or in any part of the world; to sell, let, or otherwise grant any patent rights, concessions, licenses, inventions, rights or privileges or any interest therein, to register any patent or patents for any invention or inventions, or obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use or otherwise deal with any patent rights, concessions, monopolies, or other rights or privileges either in the United States or in any other part of the world; to manufacture and produce, and trade and deal in all goods, machinery, plants, articles, appliances, and other things capable of being manufactured, produced, or traded in, by virtue of or in connection with any such letters, patent, concessions, licenses, inventions, rights, or privileges as aforesaid.

(vi) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(vii) To aid in any manner any Corporation, stock company, association, trust, trustee, government or governmental entity, or other person or entity whatsoever, whose stock, bonds, or other obligations or securities of any kind or character are held or are in any manner guaranteed by it, and to do any other acts or things for the preservation, protection or improvement or enhancement of the value of any property or rights or interests in property of any kind or character owned or held by it, and to do any acts or things, or refrain from doing any acts or things designed for any such purpose.

(viii) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(ix) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.

(x) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(xi) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Not for Profit Corporation Act or by other applicable law within or without the State of Florida.

(xii) To elect or appoint officers and agents and define their duties and fix their compensation.

(xiii) To make and alter bylaws not inconsistent with these articles of incorporation or with the laws of the State of Florida for the administration and regulation of its affairs.

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(xiv) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific or educational purposes.

(xv) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.

(xvi) To pay pensions and establish retirement and pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its employees.

To have and exercise all other powers necessary or convenient to effect its primary purpose, however, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary purpose as set forth above.

ARTICLE IV

MEMBERS

This Corporation shall have no members. The Board of Directors shall exercise all authority on behalf of the Corporation.

ARTICLE V

INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) directors initially, each of whom shall serve until December 31, 2010. The manner of election of subsequent directors shall be as stated in the Bylaws of the Corporation. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than three (3). The name and street addresses of the initial directors of this Corporation are:

Jody M. Litchford
1003 Ridgecrest Road
Orlando, Florida 32806

Jéan E. Wilson
450 South Orange Avenue
Suite 650
Orlando, FL 32801

Hal K. Litchford
Litchford & Christopher
390 North Orange Avenue
Suite 2200
Orlando, FL 32801

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ARTICLE VI
INCORPORATOR

The name and street address of the person signing these articles of incorporation is:

Jody M. Litchford
1003 Ridgecrest Road
Orlando, Florida 32806

ARTICLE VII

PRINCIPAL OFFICE AND
INITIAL REGISTERED OFFICE AND AGENT

The mailing address of the principal office of the Corporation shall be 390 North Orange Avenue, Suite 2200, Orlando, Florida 32801. The name and address of the registered agent and office of this Corporation shall be as follows:

Hal K. Litchford
Bank of America Center
390 North Orange Avenue
Suite 2200
Orlando, Florida 32801

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX

DIRECTOR CONFLICTS OF INTEREST

A. No contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any other corporation, firm, association, or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall either be void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

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1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If the contract or transaction is fair and reasonable as to the Corporation at the time, it is approved by the board.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

ARTICLE X

INDEMNIFICATION

This Corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this Corporation.

ARTICLE XI

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto.

ARTICLE XII

HEADINGS AND CAPTIONS

The headings or captions of these various articles of incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these articles of incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 12~~th~~ day of March, 2008.


Jody M. Litchford

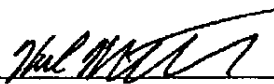
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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept this appointment and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 13 day of March, 2008.



Hal K. Litchford

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