

SEP-18-2008 THU 11:38 AM

FAX NO.

P. 01/07

Division of Corporations

Page 1 of 1

NO8000008748

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H08000218009 3)))



H080002180093ABC

MWT
3824-203

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : ZIMMERMAN, KISER, & SUTCLIFFE, P.A.
Account Number : I19990000006
Phone : (407) 425-7010
Fax Number : (407) 425-2747

FILED
08 SEP 18 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

OS Complex, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

RECEIVED
08 SEP 18 PM 3:56
DIVISION OF CORPORATION

Electronic Filing Menu

Corporate Filing Menu

Help

MRB 9/19

((H08000218009 3)))

FILED

08 SEP 18 AM 10:10

ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OS COMPLEX, INC.
(a not-for-profit corporation)

Pursuant to the filing of these Articles of Incorporation (these "Articles"), the undersigned hereby form a Florida corporation not for profit under The Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes (the "Act").

ARTICLE I
CORPORATE NAME

The name of the corporation formed pursuant to these Articles of Incorporation (the "Corporation") is:

OS Complex, Inc.

ARTICLE II
PRINCIPAL OFFICE ADDRESS

The Corporation's principal office address and mailing address shall initially be 901 N. Highland Ave, Orlando, FL 32803.

ARTICLE III
PURPOSES

Subject to Article VII hereof, the exclusively charitable, religious, educational and/or scientific purposes for which the Corporation is formed, and the exclusively charitable, religious, educational and scientific business and objects to be carried on and promoted by the Corporation, are as follows:

(i) To operate for the benefit of, to perform the functions of, or to carry out the purposes of LAKE HIGHLAND PREPARATORY SCHOOL, INC., a Florida not-for-profit corporation ("Lake Highland Prep"); and

(ii) To perform other lawful activities permitted to not-for-profit corporations under the Act, to the extent such activities (1) are permitted by organizations which constitute "supported organizations" under Section 509(a)(3) of the Internal Revenue Code of 1986, as amended from time to time (the "Code"), and (2) are necessary, related, incidental to or appropriate in connection with the purposes set forth in clause (i) of this Article III.

ARTICLE IV
RESTRICTIONS ON DISTRIBUTIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and

(((H08000218009 3)))

empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein, all subject to the requirements of the Act and the Code.

ARTICLE V
OFFICERS & DIRECTORS

5.01. Number. The property, business, and affairs of the Corporation shall be managed by a Board of Directors consisting of the number of directors determined by the Bylaws from time to time.

5.02. Election. Directors shall be appointed or elected and removed, and vacancies on the Board of Directors shall be filled as provided in the Bylaws.

5.03. Authority. All of the duties and powers of the Corporation shall be exercised by the Board of Directors.

5.04. Initial Directors. The names and addresses of the initial nine (9) members of the Board of Directors, who shall hold office until the election or appointment of their successors, are as follows:

<u>Name:</u>	<u>Address:</u>
Steve Blomeley	901 N. Highland Ave Orlando, FL 32803
Charles E. Bradshaw, Jr.	901 N. Highland Ave Orlando, FL 32803
✓ Peter Fox	7100 TPC Drive, Suite 100 Orlando, FL 32822
Joseph S. Guernsey	1216 Eastin Ave Orlando, FL 32804
Robert W. Mehrg	706 Glen Eagle Dr. Winter Springs, FL 32708
Mike Mikkelsen	901 N. Highland Ave Orlando, FL 32803
Robert W. Peacock, Jr.	315 E. Robinson St., Suite 600 Orlando, FL 32801
Charles W. Rex, Jr.	901 N. Highland Ave Orlando, FL 32803
✓ Randall L. Rex	940 N. Highland Ave, Suite 100 Orlando, FL 32803

5.05. Term. The term of office for a director shall be one (1) year. Said term shall begin on the date of election or appointment, unless otherwise determined by unanimous consent of the Board

(((H08000218009 3)))

or stated in the Bylaws.

5.06. Officers. The affairs of the Corporation shall be administered by the officers designated in accordance with the Bylaws. The names and addresses of the initial officers of the Corporation who shall serve until the election or appointment of their successors in accordance with the Bylaws are as follows:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Randall L. Rex	Chairman	940 N. Highland Ave, Suite 100 Orlando, FL 32803
Peter Fox	Vice-Chairman	7100 TPC Dr., Suite 100 Orlando, FL 32822
Robert W. Peacock, Jr.	Secretary	315 E. Robinson St., Suite 600 Orlando, FL 32801
Robert W. Meherg	Treasurer	706 Glen Eagle Dr. Winter Springs, FL 32708

5.07 Management and Control Notwithstanding any other provision of these Articles, the management and control of the Corporation shall at all times be vested in the persons who control or manage each of the Supported Organization(s) within the meaning of Regulations Section 1.509(a)-4(h).

ARTICLE VI **REGISTERED OFFICE AND REGISTERED AGENT**

The address of the registered office of the Corporation and the name of the registered agent of the Corporation located at such address are as follows:

Robert W. Peacock, Jr., Esq.
Zimmerman, Kiser & Sutcliffe, P.A.
315 E. Robinson Street, Suite 600
Orlando, Florida 32801

ARTICLE VII **ADDITIONAL SUPPORTED ORGANIZATIONS**

In addition to and/or in lieu of the purposes set forth in Article III, the Corporation may at any time and from time to time operate for the benefit of, perform the functions of, or carry out the purposes of one or more organizations (in addition to Lake Highland Prep) which satisfy all of the following criteria (collectively, the "Supported Organizations"):

(1) The organization is described in Section 509(a)(1) or Section 509(a)(2) of the Code, and the Treasury Regulations promulgated thereunder (the "Regulations"); and

(2) The organization is dedicated to promoting higher learning by supporting the operation of one or more not for profit corporations which establish and maintain institutions that will provide students, from the pre-kindergarten age through the twelfth grade, a preparatory

(((H08000218009 3)))

education designed and committed to preparing said students to obtain and achieve those qualifications needed to continue their education in an institution of higher learning; and

(3) The organization is exempt from federal income tax under Section 501(c)(3) of the Code; and

(4) The control or management of the organization is vested in the same persons that control or manage the Corporation (within the meaning of Regulations Section 1.509(a)-4(h) and as more fully described below).

In addition to the foregoing, the Corporation may at any time perform other lawful activities permitted to not-for-profit corporations under the Act, to the extent such activities are permitted by organizations which constitute "supporting organizations" under Section 509(a)(3) of the Code, including but not limited to (1) substituting one or more supporting organizations for one or more supported organizations that were previously supported by the Corporation; and/or (2) operating for the benefit of new or additional supported organizations.

Notwithstanding any other provision of these Articles, the Corporation is not empowered to engage in activities which are not in furtherance of the purposes referred to in Article III and, to the extent applicable, Article VII, and the Corporation is not empowered to operate to support or benefit any organization other than Supported Organizations.

ARTICLE VIII

LIMITATIONS ON POWER OF CORPORATION AND BOARD OF DIRECTORS

The following provisions are hereby adopted for purposes of defining, limiting and regulating the powers of the Corporation and the directors:

(i) 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. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by organizations which constitute "supporting organizations" under Section 509(a)(3) of the Code.

(ii) Upon 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 to one or more of the Supported Organizations. The Board of Directors shall determine how the Corporation's assets will be distributed in accordance with the foregoing sentence. Any of the Corporation's assets not so disposed of shall be disposed of by the court in the political subdivision in which the principal office of the Corporation is then located, exclusively for such purposes to such organization or organizations, as the foregoing court shall determine, which are organized and operated exclusively for such purposes.

(iii) The Corporation shall indemnify the directors and the Corporation's officers, if any, to the fullest extent permitted by the laws of the State of Florida now or hereafter in force, including the advance of expenses under the procedures provided by such laws; provided, however, that the foregoing shall not limit the authority of the Corporation to indemnify other employees and agents of the Corporation consistent with the laws of the State of Florida and,

(((H08000218009 3)))

provided further, that indemnification shall only be to the extent permitted of organizations which constitute "supporting organizations" under Section 509(a)(3) of the Code.

(iv) To the fullest extent permitted by Florida statutory or decisional law, as amended or interpreted, no director or officer of the Corporation shall be personally liable to the Corporation for money damages; provided, however, that the foregoing limitation of director and officer liability shall only be to the extent permitted of organizations which constitute "supporting organizations" under Section 509(a)(3) of the Code. No amendment of these Articles or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

(v) The Corporation retains the right to further amend its corporate purposes so that it may embrace any activity which may properly be engaged in by any organization which constitutes a "supporting organization" under Section 509(a)(3) of the Code, and all contributions to the Corporation are made subject to this provision unless otherwise specifically stated in writing at the time of contribution.

The enumeration and definition of particular powers of the Board of Directors included in this Article VIII shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of these Articles, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the laws of the State of Florida now or hereafter in force, except to the extent that the laws of the State of Florida permit activities which are not permitted under federal law for any organization which constitutes a "supporting organization" under Section 509(a)(3) of the Code.

ARTICLE IX **DURATION**

The duration of the Corporation shall be perpetual, unless earlier dissolved and liquidated in accordance with the Bylaws of the Corporation.

ARTICLE X **INCORPORATORS**

The name and address of the incorporator of the Corporation is as follows:

Name:

Robert W. Peacock, Jr.

Address:

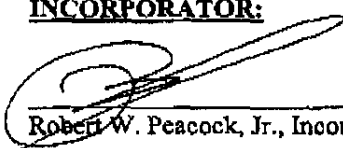
315 E. Robinson St., Suite 600
Orlando, FL 32801

[signatures appear on the following page]

((H08000218009 3)))

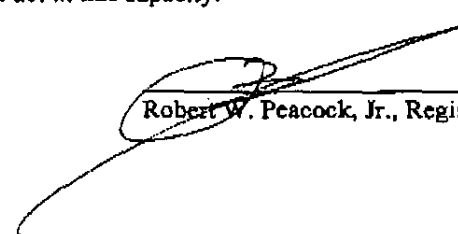
IN WITNESS WHEREOF, the undersigned incorporator of the Corporation has executed these Articles of Incorporation of OS COMPLEX, INC., a Florida not-for-profit corporation, on September 18, 2008.

INCORPORATOR:


Robert W. Peacock, Jr., Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Robert W. Peacock, Jr., Registered Agent

FILED
08 SEP 18 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA