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FLORIDA PROFIT/NON PROFIT CORPORATION

Florida High School for Accelerated Learning - Miami Campus, Inc.

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P.02/07  
H08000225239 3

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
FLORIDA HIGH SCHOOL FOR ACCELERATED  
LEARNING - MIAMI CAMPUS, INC.**

The undersigned hereby forms a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, do hereby adopt the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the Corporation shall be: FLORIDA HIGH SCHOOL FOR ACCELERATED LEARNING - MIAMI CAMPUS, INC.

**ARTICLE II - PURPOSES**

The purposes for which the Corporation is organized are:

In particular, to: establish and operate a charter school as defined in the laws of the State of Florida within the borders of Miami-Dade County, Florida. The charter school shall be organized so that it presents a system of formal instruction of its curriculum to a regularly enrolled student body through its faculty for the benefit of the general public. In particular, the Corporation will establish programs to aid and assist low-performing, over-age, grade repeating, credit deficient, 9<sup>th</sup>, 10<sup>th</sup>, 11<sup>th</sup> and 12<sup>th</sup> graders graduate from Florida public high school.

In general, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Corporation.

The purposes for which this Corporation is organized shall be limited to those which are strictly charitable and educational. In no event shall this Corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

The Corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the Corporation engage in subversive activities.

The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

No compensation shall be paid to any officer, director, trustee, creator or organizer of the Corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the Corporation.

The Corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

### ARTICLE III - POWERS

The Corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the Corporation is organized. In no event, however, shall the Corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of any private individual.

### ARTICLE IV - MEMBERS

This Corporation shall have no Members.

### ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

### ARTICLE VI - OFFICERS

The affairs of the Corporation in operating the charter school shall be managed on a day-to-day basis by the principal of the school. The Board of Directors shall set policy for the Corporation including but not limited to, the academic, financial and operation policies of the charter school, with the principal charged to implement these policies pursuant to the Bylaws. The Chairman of the Board of Directors shall serve for a term of two (2) years and the Vice Chairman and the Secretary/Treasurer shall serve for a term of one (1) year, beginning the 1st day of the month immediately following his

or her election by a majority of the Board of Directors at the annual meeting of the Board of Directors. Officers may be re-elected to serve subsequent terms. In the event of a vacancy in any office for any reason, the Board of Directors shall fill such vacancy for the unexpired term. An officer does not have to be a member of the Board of Directors and a member of the Board of Directors does not have to be an officer.

#### **ARTICLE VII - FIRST BOARD OF DIRECTORS**

The number of persons constituting the first Board of Directors shall be five (5) but shall never be more than seven (7), and the names and addresses of the persons who are to serve as Directors until the first election under these Articles of Incorporation are as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
Dr. Cathia Darling	5000 NW 15 <sup>th</sup> Avenue Miami, FL 33142
Fanny Marino	6801 W. 20 <sup>th</sup> Avenue Hialeah, FL 33014
William Delgado	782 NW LeJeune Road, #348 Miami, FL 33128
Lilia Garcia	415 Caligula Avenue Coral Gables, FL 33146
Vilmore Shirley	10561 SW 207 Street Miami, FL 33189

At the first election of Directors to be held no later than the date the Charter between the School Board of Miami-Dade County and the Corporation is executed no fewer than five (5) individuals shall be selected (which may include the members of the first Board of Directors as set forth herein) to serve as Directors.

The number of Directors shall be fixed in the Bylaws of this Corporation.  
Directors shall be elected and serve such terms as provided in the Bylaws of this Corporation.

#### ARTICLE VIII - BYLAWS

The Bylaws of the Corporation shall be initially approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a majority vote of the Directors at the annual meeting of the Directors or at a duly called meeting of the Directors in accordance with the Bylaws.

#### ARTICLE IX - AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law.

#### ARTICLE X - DISSOLUTION

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to, and only to, any one or more organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of a private individual.

#### ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be:

301 E. Pine Street, Suite 1400  
Orlando, Florida 32801

The name of the initial registered agent of this Corporation shall be:

William A. Boyles

**ARTICLE XII - CORPORATION'S PRINCIPAL OFFICE  
AND MAILING ADDRESSES**

The principal address of this Corporation shall be:

c/o William A. Boyles  
301 E. Pine Street, Suite 1400  
Orlando, Florida 32801

The mailing address of this Corporation shall be:

c/o Donna Gogreve  
3206 S. University Drive  
Miramar, Florida 33025

**ARTICLE XIII - INCORPORATOR**

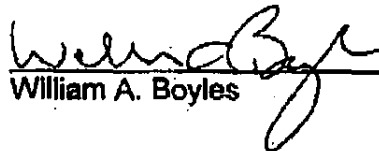
The following is the name and street address of the Incorporator signing these

Articles:

William A. Boyles  
301 E. Pine Street, Suite 1400  
Orlando, Florida 32801

IN WITNESS WHEREOF, I have set my hand and seal this 29<sup>th</sup> day of


September, 2008.

  
William A. Boyles

**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

Having been named as the Registered Agent in the Articles of Incorporation of  
FLORIDA HIGH SCHOOL FOR ACCELERATED LEARNING - MIAMI CAMPUS, INC. I  
hereby accept and agree to act in this capacity.

Dated: September 29, 2008.

  
William A. Boyles