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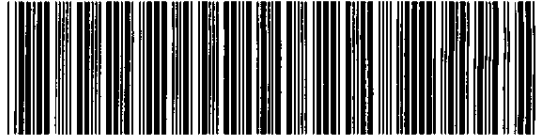
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DIVISION OF CORPORATIONS
2008 NOV 20 PM 1:30

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COVER LETTER

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DIVISION OF CORPORATIONS
2008 NOV 20 PM 1:30

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

SUBJECT: Compass Schools, Incorporated

(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: Adrianne Lathrop
Name (Printed or typed)

12675 Sampson Road
Address

Jacksonville, FL 32218-2340
City, State & Zip

(904) 962-2379
Daytime Telephone number

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

ARTICLES OF INCORPORATION

ARTICLE I

NAME

The name of the corporation shall be: Compass Schools, Incorporated

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ARTICLE II

PRINCIPAL OFFICE

The principal street address is: 12675 Sampson Road, Jacksonville, FL 32218-2340

ARTICLE III

PURPOSE

The corporation is organized as a corporation not for profit, exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including but not limited to the following: **youth education, training, and residential services**. The corporate powers of the corporation are as provided in Section 617.0302, Florida Statutes, except to the extent such powers are limited by the following provisions of this Article:

(a) No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

(b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Internal Revenue Code), and the corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

(c) Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (i) by a corporation qualifying for exemption from federal income tax as an organization described in Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(d) Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes with the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal of office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

**ARTICLE IV
MANNER OF ELECTION**

The composition, terms of office, and manner of election of the Governing Board shall be established by its bylaws, except that the Executive Director of Compass Schools, by virtue of the office, shall be a member of the Governing Board and of its Executive Committee. The management and affairs of the corporation shall be at all times under the direction of a Governing Board, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No Director shall have any right, title, or interest in or to any property of the corporation.

**ARTICLE V
INITIAL DIRECTORS/OFFICERS**

The corporation's Governing Board shall be comprised of the following natural persons:

Names:	Addresses:	Titles:
Lula Brown	6916 Champlain Road Jacksonville, FL 32208	President
Lydia Monroe	1411 Shearwater Drive Jacksonville, FL 32218	Vice President
Connie Johnson	10837 Wingate Road Jacksonville, FL 32218	Secretary/Treasurer

**ARTICLE VI
DEBT OBLIGATIONS AND PERSONAL LIABILITY**

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

**ARTICLE VII
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the registered agent is: Adrienne Lathrop, 12675 Sampson Road, Jacksonville, FL 32218

**ARTICLE VIII
INCORPORATOR**

The name and address of the Incorporator is: Adrienne Lathrop, 12675 Sampson Road, Jacksonville, FL 32218-2340.

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

Adrienne Lathrop
Signature/Registered Agent

Adrienne Lathrop
Signature/Incorporator

11-17-2008

Date

11-17-2008

Date

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