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FLORIDA PROFIT/NON PROFIT CORPORATION

Florida High School for Accelerated Learning - Hillsborough County
Campus, Inc.

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**ARTICLES OF INCORPORATION
OF
FLORIDA HIGH SCHOOL FOR ACCELERATED
LEARNING - HILLSBOROUGH COUNTY 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 - HILLSBOROUGH COUNTY 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 Hillsborough 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, 9th, 10th, 11th and 12th 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.

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, Secretary and Treasurer shall serve for a term of one (1) year, beginning the 1st day of the month immediately following his or

ARTICLE VII - FIRST BOARD OF DIRECTORS

<u>Name</u>	<u>Address</u>
Jacqueline Davis	7206 Yardley Way Tampa, FL 33647
Chevelle Freeman	3800 Citibank Center Bldg. A 3 rd Floor, Zone 7 Tampa, FL 33610
Jess Johnson	4122 W. Barcelona Street Tampa, FL 33629
Dave Middleton	P.O. Box 1123 Riverview, FL 33569
James Simmons	208 Excalibur Court Brandon, FL 33511
Stacy Snow Feiler	2106 Haydon Court Brandon, FL 33511
Rebecca J. Smith	716 N. Renellie Drive Tampa, FL 33609

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At the first election of Directors to be held no later than the date the Charter between the School Board of Hillsborough 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.

Within the limitations set forth in this Article VII, 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.

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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

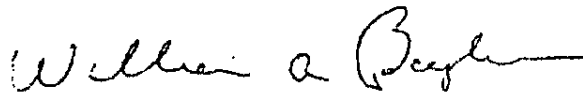
The following is the name and street address of the incorporator signing these

Articles:

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

IN WITNESS WHEREOF, I have set my hand and seal this 14th day of

January, 2009.


William A. Boyles

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Dated: January 14, 2009.

William a Bayly

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