

NO9000003590

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100149071241

04/09/09--01030--017 **89.50

09 APR -9 PM 3:22
RECEIVED
OFFICE OF THE
CLERK OF THE
SUPREME COURT
TALLAHASSEE, FLORIDA

EP 4/10/09

COVER LETTER

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

SUBJECT: Imami Elementary Charter Academy Inc.
(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

Plus \$2.00
for pages
\$89.50

FROM: DR PATRICK C. COGGINS
Name (Printed or typed)

140 SADDLE BROOK WAY
Address

DELAND, FL 32724
City, State & Zip

561-707-0766
Daytime Telephone number

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

COVER LETTER

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

SUBJECT: Imami Elementary Charter Academy Inc.
(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

Plus \$2.00
for pages
\$89.50

ADDITIONAL COPY REQUIRED

FROM: DR PATRICK C. COGGINS
Name (Printed or typed)

140 SADDLE BROOK WAY
Address

DELAND, FL 32724
City, State & Zip

561-707-0766
Daytime Telephone number

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

FILED
09 APR -9 PM 3:22
TALLAHASSEE, FLORIDA

Articles of Incorporation
Imani Elementary Charter Academy, Inc.

Article I – Name

The name of this non-profit corporation in the State of Florida shall be Imani Elementary Charter Academy, Inc.

Article II – Principal Place of Business

The principal place of business shall be 2704 Rew Circle, Suite 105F, Ocoee, FL 34761

Article III – Purposes

The purposes of the corporation are:

- Section 1: The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes that qualify as exempt organizations under 501 (c)(3) of the Internal Revenue Code, or corresponding section of any federal tax code and the tax codes relating to tax exempt organizations in Florida.
- Section 2: Imani Elementary Charter Academy, Inc. shall be dedicated to providing a charter school for the education of all students in the Orange County School district using best practices, research based curriculum which ensures that every child achieves academic excellence.
- Section 3: To provide parents and community partners with adequate and timely information on the reading, writing, math, science, and other academic levels of each child and information as to whether each child is achieving at grade level.
- Section 4: To provide parents and community partners with opportunities to be involved in the School Advisory Council (SAC) pursuant to Florida School laws and regulations.
- Section 5: To provide educational processes, innovations, and strategies that grow each child's abilities so as to attain measurable mastery in all subjects consistent with learning for the 21st century technology.
- Section 6: To provide a multicultural and diverse student population in a school atmosphere that values the contributions and potentials of all children and families.
- Section 7: To maintain innovative data systems that enable the charter school to effectively measure learning outcomes while easily disseminating the results to parents and other stakeholders.

- Section 8: To provide any and all supportive services that will enable the charter school to efficiently meet the learning needs of students by having highly qualified teachers, paraprofessionals, nutritional, behavioral, English Speakers of Other Languages (ESOL) services in a safe environment.
- Section 9: To provide faithfully and effectively any and all services required by the Orange County School Board or Florida School laws and regulations and relevant Federal regulation.
- Section 10: To enter into any kind of activity, and to make, perform, and carry out contracts of any kind, in connection with, and necessary or related to, the accomplishment of the foregoing purposes of the corporation.
- Section 11: The corporation shall be empowered to receive and administer funds for the aforesaid purpose or purposes, and to that end, to take and hold by contract, agreement, devise, bequest, gift, purchase, lease, either absolutely or in trust for such objects and without limitations as to the amount of value, except such limitations, if any, as may be imposed by law; to sell, convey and dispose of any such property, and to deal with such property for any of the aforementioned purposes, without limitation, except such limitation, if any, as may be contained in the instrument under which such property is received; and to exercise any, all and every power to do all lawful acts necessary or desirable to carry out its purposes consistent with the provisions of the Florida Non-Profit Corporation Act and said 501 (c)(3), but not any other power.
- Section 12: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, trustees, 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 this Article. No 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 intervenes in (including the publishing or distribution of statements) and political campaign on behalf of any candidate for public office.
- Section 13: Notwithstanding, any of the provision of these Articles of Incorporation, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under 501 (c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law).
- Section 14: In any year that the organization is treated as a private foundation under 509 of the Internal Revenue Code, the organization shall not engage in any act of self dealing as defined in 4941; the organization shall distribute its income for such taxable year at such time so as not to become subject to tax under 4942; the organization shall not retain any excess business holdings as defined in 4943; the

09-11-2022
FALL HURRICANE
STATE OF FLORIDA
2

organization shall not make any investment so as to subject the organization to tax under 4944; and the organization shall not make any taxable expenditures as defined in 4945. All Code references are to the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law).

Article IV – Manner of election of Board of Directors

Section 1: Membership

The Corporation shall have no members. The rights which otherwise vest in members vest in the directors of the Corporation hereafter referred to as "Directors." Imani Elementary Charter Academy, Inc. hereafter referred to IECA shall take action providing there is two thirds majority of the Directors who comprised the government board.

Section 2: Manner of Appointment of the Governing Board of Directors

The initial governing board of directors shall be appointed by the Incorporator and shall be vested with all of the powers stated herein.

Section 3: Governing Board of Directors

A. Powers

The Board shall conduct or direct the affairs of IECA and exercise its powers, subject to the limitations of the Florida State Statutes, the Articles of Incorporation and any Bylaws.

The Board may delegate the management of the activities of IECA to others, so long as the affairs of IECA are managed, and its powers are exercised, under the Board's ultimate jurisdiction. Without limiting the generality of the powers here to the Board, but subject to the same limitations, the board shall have all the powers enumerated in these Bylaws, and the following specific powers:

1. To elect and remove Directors.
2. To select and remove officers, agents and employees of IECA; to prescribe powers and duties for them; and to fix their compensation.
3. To conduct, manage and control the affairs and activities of IECA, and to make rules and regulations pertaining to the operation of the charter school providing such rules are not in conflict with School Board of other State rules.
4. To enter into contracts, leases and other agreements which are, in the Board's judgment, necessary or desirable in obtaining the purposes or promoting the interest IECA.

5. To carry on a business and apply any proceeds that results from the business activity to any activity in which IECA may engage.
6. To act as Director under any trust incidental to IECA's purposes, and to receive, hold, administer, exchange and expend funds and property to such a trust.
7. To acquire real or personal property, by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey or otherwise dispose of such property.
8. To borrow money, incur debt, and to execute and deliver promissory note, bonds, deeds of trust, mortgages, pledges, and other evidences of debt and securities.
9. Indemnification of Board Members and Directors: To indemnify and maintain insurance on behalf of any of its Board Members, Directors, officers, employees or agents for liability asserted against or incurred by such person in such capacity or arising out of such person's status as such, subject to the provisions of the Florida Nonprofit Public Benefit Law and the limitations noted in these Bylaws.
10. To develop, approve, modify or otherwise determine the curriculum, vision, extracurricular activities, policies and procedures of the school.
11. To perform any other duty that is legal under state and federal law and regulations.

Section 4: **Board of Directors**

The number of Directors of IECA shall be not less than 5 or more than 9. The Board shall fix the exact number of Directors, within these limits, by Board resolution or amendment of the Bylaws. The Board may authorize the existence of one or more Directors without the right to vote on Board matters. Notwithstanding, any other provision of these Bylaws, such nonvoting Directors shall not be included in the total number of Directors for purposes of this section, in establishing a quorum, or in any other respect relating to the ability or circumstances under which the Board may act.

Section 5: **Election of Directors**

1. **The Initial Board of Directors**

09 APR -9 PM 3:22
OFFICE OF THE
STATE
TALLAHASSEE, FLORIDA
4

The initial Board of Directors shall be appointed by the Incorporator and shall serve for an initial 3 year term with renewal for subsequent terms as set forth by the Board and in the Bylaws.

2. Term of Board of Directors

- (a) The term of all Board of Directors shall be for three (3) years.
- (b) There are no term limitations to any Board of Directors can serve for any additional three (3) year terms.
- (c) The Board of Directors reserves the right to change the term of the Board of Directors and officers.
- (d) Officers the term shall be for three years with no limitation on subsequent terms as officers. However, no officer can hold any two of the following positions, secretary, treasurer, vice president, president.
- (e) However, any Director and officer can hold the positions of Chief Operating Officer (COO) and Chief Executive Officer (CEO).

3. Election Annually

At the annual meeting of the corporation, a slate of Director and officers shall be approved by resolution of the Board of Directors with the right to vote.

4. Chairman

The Board shall appoint a Chairman to oversee Board meetings in the absence of the President.

5. Changes

The Board shall determine and approve any changes to the size, structure, election rights, rules, eligibility, or other powers and responsibilities of the Board.

Section 6: Removal of Directors

The Board may remove a Director with or without cause as provided by the Florida State Statutes.

The Board may remove any Director who:

- 1. Has been declared of unsound mind by a final order of court;
- 2. Has been convicted of a felony;
- 3. Has been found by a final order or judgment of any court to have breached any duty imposed by the Florida State Statutes; or
- 4. For such other good causes as the Board may determine.

Section 7: Resignation by Director

A non-officer Director may resign by giving written notice to the Board President or Secretary. The resignation is effective on the giving of notice, or at any later

date specified in written notice. A Director may not resign if the Director's resignation would leave IECA without a duly elected Director in charge of its affairs, without first giving adequate notice to the Board.

Section 8: Vacancies

A vacancy is deemed to occur on the effective date of the resignation of a Director, upon the removal of a Director, upon declaration of vacancy pursuant to these Bylaws, or upon a Director's death. A vacancy is also deemed to exist upon the increase by the Board of the authorized number of Directors.

Section 9: Compensation of Directors

Directors shall serve without compensation. However, the Board may approve reimbursement of Director's actual and necessary expenses while conducting IECA business.

Article V – Names, Addresses, Title of Directors/Officers

Section 1: The names, addresses and titles are:

Name	Title	Address	Phone Number
Dr. Barry Daly	President	1607 Shonnora Dr. Gotha, FL 34734	321 436 8445
Dr. Patrick Coggins	Vice President (Signing Agent)	140 Saddlebrook Way DeLand, FL 32712	561 707 1766
Dr. Keith Daly	Treasurer	1257 Reagan's Reserve Blvd. Apopka, FL 32712	321 356 9352
Mr. Steve Walker	Member	6155 West Gate Drive Orlando, Florida 32835	407 538 7462
Pastor Winston Wiggan	Secretary	3801 Sea Island Ct. Orlando, FL 32808	407 497 7649
Mrs. Annabelle Daly	Member	8 Sterling Brown Apopka, FL 32703	407 886 8170

Section 2: The officers of the Governing Board shall be President, Vice President, Treasurer, and Secretary. The Board may designate and appoint such other officers as it deems advisable and necessary.

1. President. The President shall call meetings of the Board and shall prepare and distribute the meeting agendas in advance. If present, the President shall preside at Board meetings.
2. The President will also act as the Chief Executive Officer (CEO) with the responsibility for signing, executing, negotiating all contracts on behalf of the Corporation and Charter School. Additionally, the President/CEO will ensure that all policies and procedures of the Corporation and Charter School are carried out with fidelity. The President can co-sign all checks and documents for payment of staff, vendors, and others.
3. Vice President. If the President is absent or disabled, the Vice President shall perform all the President's duties and, when so acting, shall have all the President's powers and be subject to the same restrictions. The Vice President shall have other such powers and perform such other duties as the Board may prescribe.

The Vice President will also act as the Chief Operating Officer (COO) with the responsibility for ensuring that the operations of the Charter School are consistent with Orange Country Public School (OCPS) policies and State laws and regulations. The Principal will report to the COO for all matters relating to the Charter School's operations. The COO could co-sign or sign any contract and/or agreements set forth by the Board. The COO can co-sign any documents, checks for payment of staff, vendors, and others.

4. Secretary. The Secretary shall: (a) keep or cause to be kept, at IECA's principal office, or such other place as the board may direct a book of minutes of all meetings of the Board and Board Committees, noting the time and place of the meeting, whether it was regular or special (and if special, how authorized), the names of those present, and the proceedings; (b) keep or cause to be kept a copy of IECA's Articles of Incorporation and Bylaws, with amendments; and (c) have such other powers and perform such other duties as the Chairman or Board may prescribe.
5. Treasurer. The Treasurer shall: (s) regularly render to the President, Vice President, and the Board, as requested but no less frequently than once a month, an account of IECA's financial transactions and financial condition; (b) serve as the Chairman of the finance Committee of the Governing Board of Directors; (c) assist the Director's and their designee(s) in preparing the annual budget and in presenting it to the Board for approval; (d) review the annual audit of IECA's finances; and (e) have such other powers and perform such

FILED
JAN 29 2019
CLERK OF DISTRICT COURT
STATE OF FLORIDA
7 3:22

other duties as the President or Board may prescribe including filing reports to OCPS and State and Federal agencies.

Section 3: **Election, Eligibility, and Term of Board Officers**

1. Election. The Board shall elect the officers annually at a Regular Meeting designated for that purpose or at a Special Meeting called for that purpose, except that officers elected to fill vacancies shall be elected as vacancies occur.
2. Eligibility. A director may hold any number of offices, except that neither the Secretary nor the Treasurer may serve concurrently as the President.
3. Term of Office. Each officer serves at the pleasure of the Board, holding office until resignation, removal or disqualification from service, or until his or her successor is elected.

Section 4: **Principal and Director of the Charter School**

The Governing Board of directors shall designate a Principal who, subject to Board control, shall have general supervision, direction and control of the daily operation of the Charter School, and such other powers and duties as the Board may prescribe. The Board may designate more than one person to serve as assistant to the Principal, with such individuals being jointly responsible for fulfilling all duties and responsibilities assigned to the Principal.

Article VI – Operations

Section 1: **Fiscal Year**

The fiscal year of this Corporation shall be the fiscal year July to June.

Section 2: **Execution of Documents**

Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this Corporation shall be signed by the Treasurer and countersigned by the President, Vice President, leases, or other instruments executed in the name of and on behalf of the Corporation shall be signed by the President, Vice President, and Treasurer and have attached copies of the resolution of the Board of Directors authorizing such execution.

Section 3: **Books and Records**

The Corporation shall keep correct and complete records of account, and minutes of the proceedings of its Board of Directors and Committees. The Corporation will keep at its registered office all Board minutes and Directors' names, address, and showing classes and other details of the Board membership and the original or a

09 APR -9 PM 3:22
TALLAHASSEE, FLORIDA

copy of its Articles of Incorporation including amendments to date certified by the Secretary of the Corporation.

Section 4: Inspection of Books and Records

All books and records of this Corporation may be inspected by any Director, or his/her agent or attorney, for any proper purpose at any reasonable time, not to exceed ten (10) business days, on written demand under oath stating such purpose.

Section 5: Non-Profit Status

This corporation shall not have or issue shares of stock. No dividend shall be paid and not part of the income of this Corporation shall be distributed to its Directors or Officers. The Corporation shall not pay compensation to Officers or Directors for services rendered.

Section 6: Loan to Management

- (1) No Director or Incorporator may have any vested right, interest, or privilege of, in, or to the Corporation's assets, functions, affairs, or franchises, or any right, interest, or privilege that may be transferable or inheritable, or that will continue if his/her membership ceases, or while he/she is not in good standing.
- (2) Upon dissolution, any Corporate assets remaining after the payment or discharge of all corporate liabilities, the return, transfer, or conveyances of assets held on conditions requiring the same; and the transfer or conveyance of assets received and in to limitation permitting their use only for charitable, religious, benevolent, education, or similar purposed shall be distributed to such one or more 501 (c)(3) organizations with similar missions in the Corporation as determined by the Board of Directors.

Article VII – Dissolution of the Organization

Section 1: The organization can be dissolved by a resolution duly presented at a regular or special meeting of the Board of Directors. There will be a two-thirds vote of the duly elected board members in order to pass the resolution for dissolution.

Section 2: The remaining assets of the Corporation will be used exclusively for exempt purposes and/or scientific and educational, religious, and other charitable purposes.

Section 3: No assets will be distributed to the benefit of any Board of Director, individual, or entity that is not charitable, education, religious, and tax exempt.

Article VIII – Amendments

- Section 1: Amendment of Articles of Incorporation. The power to alter, amend, or repeal the Articles of Incorporation and Bylaws of this Corporation is vested in the Board of Directors. No changes may be two-thirds of the Board of Directors.
- Section 2: Amendment/Modification of Bylaws. The power to alter, amend, or repeal these Bylaws, or to adopt new Bylaws, insofar as is allowed by law, is vested in the Board of Directors, the adoption of which amendment to these Bylaws calls for a vote of two-thirds of the Board of Directors.

Article IX – Conflict of Interest

- Section 1: No Board of Director shall engage in any activity that will give the appearance of actual or implied conflict of interest by deriving a benefit of services, money, or other items.
- Section 2: Each Board of Director and others associated with the organization shall voluntarily disclose any implied or direct conflict of interest prior to engaging in any activity that results in personal benefit or gain to self or any member of one's family.
- Section 3: The Board of Directors shall take expeditious action at its regular and special meetings by voting against identified and declared conflict of interest.
- Section 4: Any changes to the above "Conflict of Interest" policies will require two-thirds vote of the Board of Directors at a regular or specially called meeting. The action of the Board shall be documented in its minutes of the meeting.

Article X – Name and Address of the Registered Agent

- Section 1: The name and address of the Registered Agent shall be:

Dr. Patrick C. Coggins
140 Saddlebrook Way
DeLand, FL 32724

Article XI – Name and Address of Incorporator

Dr. Patrick C. Coggins
140 Saddlebrook Way
DeLand, FL 32724
561-707-0766

Having been named as a 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 appointments as registered agent and agree to act in this capacity.

Dr. Patrick C. Coggins
Signature/Registered Agent

Dr. Patrick C. Coggins
Signature/Incorporator

April 6, 2009
Date

April 6, 2009
Date

09 APR -9 PM 3:22
COUNTY OF FLORIDA
TALLAHASSEE