

Florida Department of State
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FLORIDA PROFIT/NON PROFIT CORPORATION

Boca Raton School System, Inc.

Certificate of Status	1
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ARTICLES OF INCORPORATION
OF
BOCA RATON SCHOOL SYSTEM, INC.

ARTICLE 1. - NAME

The name of this Corporation is: BOCA RATON SCHOOL SYSTEM, INC.

ARTICLE 2. - ENABLING LAW

This Corporation is organized pursuant to the "Corporations Not for Profit Act" of the State of Florida, as set forth at Chapter 617 of the Florida Statutes.

ARTICLE 3. - DURATION

The Corporation shall have perpetual existence.

ARTICLE 4. PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is:

BOCA RATON SCHOOL SYSTEM, INC.
700 South Federal Highway
Suite 200
Boca Raton, FL 33432
Attn: Gregory St. John

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ARTICLE 5. - PURPOSES AND POWERS

A. This Corporation is organized and shall be operated for the purposes permitted (i) within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code. To the extent permitted by Section 501(c)(3) of the Code, this Corporation is organized and is to operate exclusively for the purpose of operating, maintaining and governing a system of charter schools designed to provide an innovative education to students in Boca Raton, Florida and the surrounding areas. The purpose of the Corporation shall be carried out without regard to race, sex, color, creed, religion, or ethnic or national origin. 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 any political campaign on behalf of any candidate for public office.

B. This Corporation shall have all of the powers of a natural person, subject only to limitations imposed by these Articles, the Bylaws of this Corporation and applicable laws. Notwithstanding any such powers, or any other provision of these Articles, this Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from

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Federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation as defined in Section 617.0835, Florida Statutes.

C. This Corporation shall have and exercise all rights and powers conferred on non-profit corporations under the laws of the State of Florida, or which may hereafter be conferred, in order to promote social welfare, religious, charitable, scientific, educational, sports, athletic and recreational purposes.

D. Notwithstanding any of the above statements of purpose and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this Corporation.

E. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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 tax exempt purposes set forth herein.

ARTICLE 6. - MANAGEMENT OF CORPORATE AFFAIRS

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Trustees. The terms and election of Board of Trustee members and their duties and powers shall be as set forth in the Bylaws. The initial members of the Board of Trustees and the election of Trustees thereafter, shall be as provided in the Bylaws. The number of Trustees may be increased or decreased from time to time as the Board of Trustees may determine, however the number of Trustees shall not be less than three.

ARTICLE 7. - DISSOLUTION

This Corporation shall be dissolved and its affairs concluded by two-thirds vote of the Board of Trustees. No part of said property or assets shall ever inure to the benefit of any member, Trustee or Officer or to the benefit of any private individual or entity. Upon dissolution, winding up or abandonment of the Corporation provision for payment of all debts and liabilities of this Corporation shall be made to the extent assets available. If after payment of all such debts and liabilities there remains any Corporate assets, such assets shall be distributed for use in furtherance of the purposes of the Corporation as set forth or then such assets shall be distributed to (i) an organization being operated for purposes that are similar to the Corporation's; provided that such organization is qualified as an exempt organization under Section 501(c)(3); or, (ii) if a suitable organization qualified under Section 501(c)(3) cannot be located, then such assets shall be distributed to any organization being operated for religious, charitable, educational, sports, athletic and recreational purposes; provided that such organization is qualified as an exempt organization under Section 501(c)(3). Any such assets not so disposed shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine.

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ARTICLE 8. - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be 700 South Federal Highway, Suite 200, Boca Raton, FL 33432 and the initial registered agent of this Corporation at such office shall be Gregory St. John, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE 9. - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Gregory St. John	700 South Federal Highway Suite 200 Boca Raton, FL 33432

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 4th day of March, 2010.



Gregory St. John, Incorporator

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts the appointment as registered agent of BOCA RATON SCHOOL SYSTEM, INC. and agrees to act in that capacity and to comply with the provisions of the Florida General Corporation Act. The undersigned is familiar with, and accepts the obligations of, Section 607.0501, Florida Statutes.

Date: March 4, 2010



Gregory St. John, Resident Agent

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