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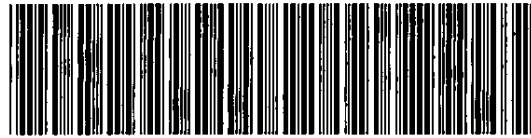
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2010 MAY 20 PM 4:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch MAY 21 2010

COVER LETTER

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

SUBJECT: The Whole Child Learning 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

FROM: Janell Stallworth
Name (Printed or typed)

1579 28th Street
Address

Sarasota, FL 34234
City, State & Zip

(941) 623-6355
Daytime Telephone number

jstherapy@aol.com
E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION
OF
THE WHOLE CHILD LEARNING ACADEMY
INCORPORATED**

The undersigned subscriber to these Articles of Incorporation is a natural person-competent to contract and hereby form a non profit Corporation under Chapter 617 of the Florida Statutes.

ARTICLE I NAME

The name of the Corporation is **THE WHOLE CHILD LEARNING ACADEMY INCORPORATED**, (hereinafter "Corporation").

ARTICLE II PRINCIPAL OFFICE

The address of the principal office of this corporation is 1579 28th street, Sarasota, Florida 34234 and the mailing address is the same.

ARTICLE III PURPOSE

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV MANNER OF ELECTION

The Directors shall be appointed by the President: Janell Stallworth. The remaining officers: Saint Haugabook, Mysara Wujnovich, and Carolyn Major-Harper will be given voting rights for board approval items.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

President	Janell Stallworth	1579 28th Street, Sarasota, FL 34234
Vice President	Saint Haugabook	1579 28th Street, Sarasota, FL 34234
Secretary	Mysara Wujnovich	1579 28th Street, Sarasota, FL 34234
Treasurer	Carolyn Major-Harper	1579 28th Street, Sarasota, FL 34234

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The **name and Florida street address** (P.O. Box NOT acceptable) of the registered agent is:

Janell Stallworth
1579 28th street
Sarasota, FL 34234

ARTICLE VII INCORPORATOR

The **name and address** of the Incorporator is:

Janell Stallworth
1579 28th street
Sarasota, FL 34234

ARTICLE VIII PROHIBITIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 Article Second hereof. No substantial part of the activities of the Corporation shall be carry on

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2010 MAY 20 PM 4: 52

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propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from corresponding section of any future federal tax code, or (b) 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.

ARTICLE IX TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE X CAPITAL STOCK

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE XI QUALIFICATIONS OF MEMBERSHIP

The categories of membership, qualifications for membership and the manner of admission shall be set forth in and regulated by the By Laws of the Corporation.

ARTICLE XII VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

ARTICLE XIII LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE XIV EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XV AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XVI INDEMNIFICATION

The Corporation shall indemnify a director of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or

agent of the Corporation, as the case may be, as a director, officer, partner, trustee employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE XVII DISSOLUTION

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue distributed to the federal government, or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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 this capacity.



Signature/Registered Agent

MAY 1 6 2010

Date



Signature/Incorporator

MAY 1 6 2010

Date