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FLORIDA PROFIT/NON PROFIT CORPORATION  
Viera Charter Schools, Inc.

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SECRETARY OF STATE  
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**ARTICLES OF INCORPORATION**  
**OF**  
**VIERA CHARTER SCHOOLS, INC.**

The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**  
**NAME OF CORPORATION**

The name of this corporation is Viera Charter Schools, Inc.

**ARTICLE II**  
**ADDRESS OF PRINCIPAL OFFICE**  
**AND MAILING ADDRESS OF CORPORATION**

The address of the principal office of the corporation is 8240 Devereux Drive, Suite 100, Viera, Florida 32940, and the mailing address of the corporation is 8240 Devereux Drive, Suite 100, Viera, Florida 32940.

**ARTICLE III**  
**PURPOSES**

A. This corporation is organized and shall be operated exclusively as a corporation not-for-profit and for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Internal Revenue Law (the "Code").

B. The property of this corporation is irrevocably dedicated to the management, operation, guidance, direction and promotion of the charter school(s) operated by the corporation, and the education of students.

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**ARTICLE IV  
POWERS**

A. The corporation shall have the general power to do all lawful acts, as conferred upon corporations not-for-profit by Section 617.0302 of the Florida Statutes, including all those things necessary or expedient in the prosecution of the corporation's purposes, which are necessary and desirable to carry out the purposes and responsibilities of the corporation and that are not inconsistent with these Articles of Incorporation.

B. Notwithstanding the generality of the foregoing, the powers of the corporation shall be subject to the following limitations and restrictions:

1. The corporation shall have no power to do any act not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) or by a corporation, contributions to which are deductible under Code Section 170(c)(2) of the Code;

2. No part of the income, profit or assets of the corporation shall inure to the benefit of, or be distributable to, directly or indirectly, its members (if any), trustees, officers, or other private persons; provided however, that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to persons other than trustees of the corporation and to make payments and distributions in furtherance of the purposes set forth in Article III of these Articles; and

3. 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 (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

**ARTICLE VI  
BOARD OF TRUSTEES**

A. All corporate powers shall be exercised under the authority of, and the affairs of this corporation shall be managed under the direction of, the corporation's Board of Trustees.

B. The corporation shall have three (3) trustees initially. The number of trustees may be increased or decreased from time to time according to the Bylaws, but shall never be less than three (3).

C. Each member of the Board of Trustees shall serve an initial term of one (1) year unless stated differently in the corporation's Bylaws. The initial trustees of the corporation are:

<u>Name</u>	<u>Address</u>
Bob Walters	3558 N. Harbour City Boulevard Melbourne, Florida 32935
Robert J. Naberhaus III	8240 Devereux Drive, Suite 100 Viera, Florida 32940
Duane De Freese	4750 New Broad Street, Suite 125 Orlando, Florida 32814

D. Trustees shall be elected pursuant to the provisions of the corporation's Bylaws.

**ARTICLE VII  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this corporation is 800 North Magnolia Avenue, Suite 1500, Orlando, Florida 32803, and the name of the initial registered agent of the corporation at that address is Dean Mead Services, LLC. The Board of Trustees may from time to time designate a new registered office and registered agent.

**ARTICLE VIII  
INCORPORATOR**

The name and address of the incorporator of this corporation are:

Name

Address

Robert J. Naberhaus III

8240 Devereux Drive, Suite 100  
Viera, Florida 32940

**ARTICLE IX  
TERM OF EXISTENCE**

This corporation shall have perpetual existence, commencing on July 5, 2011.

**ARTICLE XI  
AMENDMENTS**

A. These Articles of Incorporation may be amended, altered, changed or repealed by a majority vote of the full Board of Trustees.

B. The Bylaws of the corporation may be amended, altered, changed or repealed by a majority vote of the full Board of Trustees.


**ARTICLE XII  
DISSOLUTION**

Upon the dissolution of the corporation, after the payment or provision for the payment of all of the liabilities of the corporation, all of the assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), 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 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, which are organized and operated exclusively for such purposes.

**ARTICLE XIII  
INDEMNIFICATION**

The corporation shall indemnify its officers and trustees to the full extent permitted by the Florida Not For Profit Corporation Act, provided, however that no such indemnification shall be permitted if such indemnification would violate the purposes of the corporation as specified in Article III herein or would be inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of July, 2011.

  
Robert J. Naberhaus III, Incorporator

07/05/2011 15:55 FAX 4074231831

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 617.0503 of the Florida Statutes.

DEAN MEAD SERVICES, LLC

By: Dean, Mead, Egerton, Bloodworth,  
Capouano & Bozarth, P.A., its sole Member

By: Jane D. Callahan  
Jane D. Callahan, Vice President

Date: July 5, 2011