

11000006480

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H11000175464 3)))



H110001754643ABC\$

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6381

996568.0002

From:

Account Name : TRIPP SCOTT, P.A.
Account Number : 075350000065
Phone : (954) 525-7500
Fax Number : (954) 761-8475

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

RECEIVED
DIVISION OF CORPORATIONS
11 JUL -7 AM 10:59

FLORIDA PROFIT/NON PROFIT CORPORATION
Central Florida Virtual Charter School Board, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

π 07/08/11

FILED
DIVISION OF STATE
TALLAHASSEE, FLORIDA
11 JUL -7 AM 10:52

Electronic Filing Menu

Corporate Filing Menu

Help

H11000175464

**ARTICLES OF INCORPORATION
OF
CENTRAL FLORIDA VIRTUAL CHARTER SCHOOL BOARD, INC.**

THE UNDERSIGNED, as incorporator and on behalf of a not-for-profit, non-stock corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

Section 1.1. The name of the corporation is **CENTRAL FLORIDA VIRTUAL CHARTER SCHOOL BOARD, INC.**, (the "Corporation").

**ARTICLE II
DURATION**

Section 2.1. The Corporation shall have perpetual existence unless dissolved pursuant to law.

**ARTICLE III
NON-STOCK CORPORATION**

Section 3.1. The Corporation shall be organized on a non-stock basis under the Florida Not for Profit Corporation Act and may issue Certificates of Membership.

**ARTICLE IV
PURPOSE**

Section 4.1. The purposes for which the Corporation is organized is for transacting any and all lawful business for which corporations may be incorporated under the Florida Not for Profit Corporation Act and to distribute the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended. The initial purpose of the Corporation is to provide the central Florida area with a fully-accredited central Florida public charter school offering a blend of online and traditional learning, tuition-free to all central Florida families who are motivated to participate in a parent-coached and teacher-guided education option.

Section 4.2. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Code as the same now exist or as they may be hereinafter amended from time to time.

H11000175464

H11000175464

Section 4.3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Section 4.4 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition of any candidate for public office.

Section 4.5. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Code or corresponding provisions of any subsequent federal tax laws.

Section 4.6. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code or corresponding provisions of any subsequent federal tax laws.

Section 4.7. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding provisions of any subsequent federal tax laws.

Section 4.8. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code or corresponding provisions of any subsequent federal tax laws.

Section 4.9. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent federal tax laws.

Section 4.10. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

Section 4.11. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where 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 V **MEMBERS**

Section 5.1. This Corporation shall have a membership consisting of the Board Directors of the Corporation serving from time to time.

H11000175464

RECEIVED
JUL - 7 AM 10:52
ALABAMA SECRETARY OF STATE

H11000175464

**ARTICLE VI
DIRECTORS**

Section 6.1. The affairs of the Corporation shall be governed by a Board of Directors (hereinafter referred to as the "Board").

Section 6.2. The initial Board of Directors shall consist of the following members elected in accordance with this Section and the Bylaws and shall serve until the first election of Directors as provided in the Bylaws:

<u>Name</u>	<u>Address</u>
Mary Bennett	1900 N. Atlantic Avenue, Apt. 902 Daytona Beach, FL 32118
Jennifer Jordan	2631 Stanfield Avenue Orlando, FL 32814
Christopher M. Calabucci	180 Seton Trail Ormond Beach, FL 32176

FILED
11 JUL -7 AM 10:52
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

The members of the Board of Directors shall be appointed according to the procedures set forth in the Bylaws. The number of members on the Board of Directors may be increased or decreased from time to time by a vote of the Board of Directors in accordance with the Bylaws of the Corporation, but in any event there shall never be less than three (3) members on the Board of Directors. These Articles of Incorporation do not need to be amended each time new Directors are appointed.

**ARTICLE VII
ADDRESS**

Section 7.1. The street address and mailing address of the principal office of this corporation in the State of Florida is:

c/o Christopher M. Calabucci
1452 N. US HWY 1, Suite 100
Ormond Beach, Florida 32174

The Board may, from time to time, move its principal office in the State of Florida to another place in this state.

H11000175464

H11000175464

ARTICLE VIII
REGISTERED AGENT AND REGISTERED OFFICE

Section 8.1. The registered agent and registered office of the Corporation shall be:

<u>Name</u>	<u>Address</u>
Brady J. Cobb, Esq.	Tripp Scott, P.A. 110 S.E. 6 th Street, 15 th Floor Fort Lauderdale, FL 33301

ARTICLE IX
AMENDMENT

Section 9.1. These Articles of Incorporation may be amended in the manner and with the vote provided by law.

ARTICLE X
BYLAWS

Section 10.1. The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation which shall be subordinate only to the Articles of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by the Board of Directors.


ARTICLE XI
INCORPORATOR

Section 11.1. The name and address of the incorporator of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
Brady J. Cobb, Esq.	110 S.E. 6 th Street, 15 th Floor Fort Lauderdale, FL 33301

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6th day of July, 2011.

INCORPORATOR:



Brady J. Cobb

H11000175464

H11000175464

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Section 48.091 and Section 617.0501(3), Florida Statutes, the following is submitted in compliance with said Sections:


CENTRAL FLORIDA VIRTUAL CHARTER SCHOOL BOARD, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at 1452 N. US HWY 1, Suite 100, Ormond Beach, Florida 32174, appoints Brady J. Cobb, Esq. of Tripp Scott, P.A., 110 S.E. 6th Street, 15th Floor, Fort Lauderdale, FL 33301 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Sections relative to keeping open said office.

REGISTERED AGENT:

Date: July, 6, 2011



Brady J. Cobb

FILED
11 JUL -7 AM 10:52
CLERK OF STATE
TALLAHASSEE, FLORIDA

H11000175464