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FLORIDA PROFIT/NON PROFIT CORPORATION

Gates Junior and Senior High School, Inc.

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ARTICLES OF INCORPORATION

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OF

GATES JUNIOR AND SENIOR HIGH SCHOOL, INC.

A Florida Not for Profit Corporation

The undersigned incorporator hereby makes, subscribes, acknowledges and files with the Secretary of the State of Florida, these Articles of Incorporation, for the purpose of formation of a corporation not for profit, in accordance with Chapter 617, Florida Statutes, the Florida Not for Profit Corporation Act.

ARTICLE I

Name and Address

A. The name of the corporation shall be **GATES JUNIOR AND SENIOR HIGH SCHOOL, INC.** (the "Corporation").

B. The principal office and mailing address of the Corporation shall be 16215 Hanna Road, Lutz, Florida 33549.

ARTICLE II

Term of Existence

The Corporation shall have perpetual existence.

ARTICLE III

Purposes; Restrictions

A. Subject to the restrictions set forth in paragraph B, the purposes for which the Corporation is organized are to own and operate a charter school under the provisions of § 1002.33, *Florida Statutes*, to engage in all lawful activity incidental to that purpose, and to apply all property received, as well as the income produced, exclusively for charitable, religious, scientific, literary and educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, and the corresponding provisions of any subsequent federal tax laws.

B. Despite any contrary provision of these Articles:

1. No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, or any private individual (except that

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reasonable compensation may be paid for services rendered to or for the Corporation, affecting one or more of its purposes).

2. No member, 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.

3. No substantial part of the activities of the Corporation shall be the carrying on or propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

4. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax laws.

5. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax laws.

6. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax laws.

7. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax laws.

8. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax laws.

9. The Corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax laws.

10. Despite any other provisions of these Articles or Florida law, the Corporation shall not carry on any activities not permitted for an organization exempt under Sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax laws, or by organizations, contributions to which are deductible under Section 170(c)(2) of such Code.

C. The Corporation shall operate without regard to race, color, age, religion, sex, national origin or disability.

ARTICLE IV

Powers

Subject to the restrictions placed on charter schools pursuant to § 1002.33, *Florida Statutes*, the restrictions placed on not-for-profit corporations under chapter 617, *Florida Statutes*, and any restrictions in this Articles, the Corporation shall have all corporate powers authorized by the laws of the State of Florida for corporations not for profit.

ARTICLE V

Members

- A. The Corporation shall have one class of members.
- B. The rights of members, and the qualification and designation of members shall be as set forth in the by-laws of the Corporation.

ARTICLE VI

Directors

- A. All corporate powers shall be exercised by or under the authority of, and the affairs of this Corporation shall be managed by, a Board of Directors.
- B. The names and addresses of the initial members of the Board of Directors of the Corporation are as follows:

Stanley M. Kroh, Chair
Teco Energy
2881 Bayshore Trails Drive
Tampa FL 33611

John B. Gibbons
201 E. Kennedy Boulevard, Suite 600
Tampa FL 33602

Dr. Jan McCarthy
1012 Sylvia Lane
Tampa, FL 33613

- C. The manner in which future directors are to be elected or appointed shall be as set forth in the by-laws of the Corporation. The number of directors may be increased or decreased

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in the manner provided in the by-laws of the Corporation, but the Corporation shall always have at least three (3) directors.

ARTICLE VII

By-laws

The initial by-laws of the Corporation shall be adopted by the directors of the Corporation. The power to alter, amend, or repeal the by-laws or adopt new by-laws shall be vested in the Board of Directors, except as otherwise provided in the by-laws.

ARTICLE VIII

Amendment of Articles of Incorporation

The procedure for amending these Articles of Incorporation shall be as prescribed by Florida law; provided, however, that amendments shall not become effective until approved by the Board of Directors after submission to the Board of Directors by the President.

ARTICLE IX

Dissolution

Upon dissolution of the Corporation and the winding up of its affairs, or other liquidation of its assets, the remaining assets of the Corporation and all of the Corporation's property shall be conveyed to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax laws.

ARTICLE X

Registered Office and Registered Agent

A. The street address of the Corporation's initial registered office is 201 E. Kennedy Boulevard, Suite 600, Tampa, Florida 33602.

B. The name of the Corporation's initial registered agent at that address is John B. Gibbons, Esq.

C. The Board of Directors may, from time to time, move the location of the registered office to any other address in Florida, and may from time to time, change the registered agent of the Corporation.

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ARTICLE XI

Incorporator

The name and address of the incorporator of the Corporation is as follows:

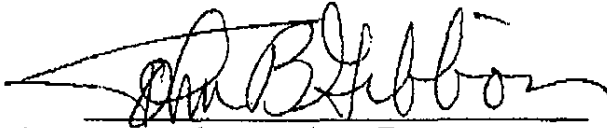
John B. Gibbons, Esq.
201 E. Kennedy Boulevard, Suite 600
Tampa, FL 33602

ARTICLE XII

Indemnification

Directors, officers, employees and agents of the Corporation shall be indemnified to the full extent permitted by Florida law.


IN WITNESS WHEREOF, I have executed these Articles of Incorporation on June 16, 2011.



John B. Gibbons, Esq.

CERTIFICATE OF ACCEPTANCE

Having been named registered agent to accept service of process for the above stated Corporation at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity. I am familiar with, and accept the obligations provided for in Section 617.0502, Florida Statutes.



John B. Gibbons, Esq.

Dated: June 16, 2011