

Division of Corporations

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ARTICLES OF INCORPORATION
OF
SUNSHINE HIGH SCHOOL – GREATER ORLANDO CAMPUS, INC.

The undersigned, acting as Incorporator of a Florida corporation under the Florida Business Not For Profit Corporation Act, Chapter 617 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation:

ARTICLE I
NAME

The name of the Corporation shall be SUNSHINE HIGH SCHOOL – GREATER ORLANDO CAMPUS, INC. (hereinafter the "Corporation").

ARTICLE II
PURPOSES

The purposes for which the Corporation is organized are:

In particular, to establish and operate a charter school as defined in the laws of the State of Florida within the borders of Orange County, Florida. The charter school shall be organized so that it presents a system of formal instruction of its curriculum to a regularly enrolled student body through its faculty for the benefit of the general public. In particular, the Corporation will establish programs to aid and assist low-performing, over-age, grade repeating, credit deficient 9th, 10th, 11th and 12th graders to graduate from a Florida public high school.

In general, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Corporation.

The purposes for which the Corporation is organized shall be limited to those which are strictly charitable and educational. In no event shall the Corporation engage in any activity which would be contrary to the purposes and activities: (i) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; or (2) of a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, and the applicable rules and regulations thereunder.

The Corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the Corporation engage in subversive activities.

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The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as amended, and the applicable rules and regulations thereunder.

No compensation shall be paid to any officer, director, trustee, creator or organizer of the Corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the Corporation.

The Corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

ARTICLE III POWERS

The Corporation shall have the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the Corporation is organized. In no event, however, shall the Corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as amended and the applicable rules and regulations thereunder; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of any private individual.

ARTICLE IV MEMBERS

The Corporation shall have no Members.

ARTICLE V TERM OF EXISTENCE

The Corporation shall have a perpetual existence.

ARTICLE VI OFFICERS

The affairs of the Corporation in operating the charter school shall be managed on a day-to-day basis by the principal of the school. The Board of Directors shall set policy for the Corporation including but not limited to, the academic, financial and operation policies of the charter school, with the principal charged to implement these policies pursuant to the Bylaws. The Chairman of the Board of Directors shall serve for the term of two (2) years and the Vice Chairman and the Secretary/Treasurer shall serve for a term of one (1) year, beginning the 1st day of the month immediately following his or her election by a majority of the Board of Directors at the annual meeting of the Board of Directors. Officers may be re-elected to serve subsequent terms. In the event of a vacancy in any office for any reason, the Board of Directors shall fill

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such vacancy for the unexpired term. An officer does not have to be a member of the Board of Directors and a member of the Board of Directors does not have to be an officer.

ARTICLE VII FIRST BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors of the Corporation shall be *five (5)* but shall never be more than seven (7), and the names and addresses of the persons who are to serve as the Directors until the first election under these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Ronald W. Goss	224 Longhirst Loop Ocoee, FL 34761
Richard Tesch	100 Lake Hart Drive Mail Code 4100 Orlando, FL 32814
Andrew Schrader	2387 Upper Park Rd. Orlando, FL 32814
Diane Mahony	3504 Lake Lynda Drive, #175 Orlando, FL 32817
Gloria Stephens	2146 Twisted Pine Rd. Ocoee, FL 34761

At the first election of Directors to be held no later than the date the Charter between the School Board of Orange County and the Corporation is executed no fewer than five (5) individuals shall be selected (which may include the members of the first Board of Directors as set forth herein) to serve as Directors.

The number of Directors shall be fixed in the Bylaws of the Corporation. Directors shall be elected and serve such terms as provided in the Bylaws of the Corporation.

ARTICLE VIII BYLAWS

The Bylaws of the Corporation shall be initially approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a majority vote of the Directors at the annual meeting of the Directors or at a duly called meeting of the Directors in accordance with the Bylaws.

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ARTICLE IX
AMENDMENTS OF THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X
DISSOLUTION

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to, and only to, any one or more organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the applicable rules and regulations thereunder. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of a private individual.

ARTICLE XI
INITIAL REGISTERED AGENT

The name and address of the Corporation's initial registered agent is W. Edward Langdon, 601 N. Ferncreek Ave., #200, Orlando, Florida 32803.

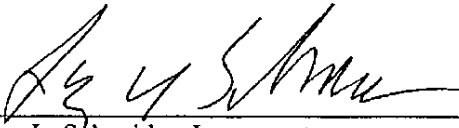
ARTICLE XII
PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and the mailing address of the Corporation is 495 N. Semoran Blvd., Winter Park, Florida 32792.

ARTICLE XIII
INCORPORATOR

The name and address of the Incorporator of the Corporation are Laz L. Schneider, 350 E. Las Olas Blvd., Suite 1000, Ft. Lauderdale, FL 33301.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of the 20th day of July, 2011.


Laz L. Schneider, Incorporator

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ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for Sunshine High School – Greater Orlando Campus, Inc. at the place designated in Article XI of the Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of such duties, and is familiar with and accepts the obligations of such position as registered agent as provided for in Chapter 617, F.S.


W. Edward Langdon

Dated: 7-20-11

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