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CAPITAL CONNECTION

NO. 41 P. 1

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FLORIDA PROFIT/NON PROFIT CORPORATION  
WINDSOR SCHOOL, INC.

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SECRETARY OF STATE  
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11 JUL 29 AM 11:47

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July 29, 2011

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

YOUR CAPITAL CONNECTION, INC.

SUBJECT: WINDSOR SCHOOL, INC.  
REF: W11000039867

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent must have a Florida street address. A post office box is not acceptable.

You must list at least one incorporator with a complete business street address.

If you have any further questions concerning your document, please call (850) 245-6962.

Valerie Herring  
Regulatory Specialist II  
New Filing Section

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JUL. 29. 2011 3:00PM

CAPITAL CONNECTION

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11 JUL 29 AM 11:47

**ARTICLES OF INCORPORATION  
OF  
WINDSOR SCHOOL, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby forms a corporation not for profit under Chapter 617 of Florida Statutes, and, for these purposes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I – NAME**

The name of the corporation shall be: WINDSOR SCHOOL, INC.

**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 Pinellas 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 serve and assist Kindergarten, 1<sup>st</sup>, 2<sup>nd</sup>, 3<sup>rd</sup>, 4<sup>th</sup>, 5<sup>th</sup> graders in Pinellas County so that they will be prepared for Middle 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 this corporation is organized shall be limited to those which are strictly charitable and educational. In no event shall this corporation engage in any activity which would be contrary to the purposes and activities: (1) 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; or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter 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.

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 hereafter 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 all 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 to not qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as hereafter 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**

This corporation shall have no members.

#### **ARTICLE V – TERM OF EXISTENCE**

The corporation shall have 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 pursuant to the Bylaws. The Chairman of the Board of Directors shall serve for a term of two (2) years and the Vice Chairman and the Secretary/Treasurer shall serve for a term of one (1) year, beginning the 1<sup>st</sup> 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 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 shall be three (3) but shall never be more than seven (7), and the names and addresses of the persons who are to serve as Directors until the first election under these Articles of Incorporation are as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
Marlin B. Heywood	2907 52 <sup>nd</sup> Avenue South St. Petersburg, FL 33712
Amanda Mis	1401 Grand Canyon Valrico, FL 33594
Robert C. Pergolizzi	13825 ICOT Boulevard, Suite 605 Clearwater, FL 33760

At the first election of directors to be held no later than the date the Charter between the School Board of Pinellas 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 this corporation. Directors shall be elected and serve such terms as provided in the Bylaws of this 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.

#### **ARTICLE IX – AMENDMENTS TO THE ARTICLE OF INCORPORATION**

These Articles of Incorporation 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.

#### **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 hereafter 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 OFFICE AND AGENT**

The street address of the initial registered office of this corporation shall be:

13825 ICOT Boulevard, Suite 605  
Clearwater, FL 33760

The name of the initial registered agent of this corporation shall be:

Robert C. Pergolizzi

**ARTICLE XII – CORPORATION'S PRINCIPAL  
OFFICE AND MAILING ADDRESS**

The principal address of this corporation shall be:

c/o Robert C. Pergolizzi  
700 West 23<sup>rd</sup> Street, Building H  
Panama City, FL 32405

The mailing address of this corporation shall be:

c/o Robert C. Pergolizzi  
700 West 23<sup>rd</sup> Street, Building H  
Panama City, FL 32405

**ARTICLE XIII – INCORPORATOR**

The following is the name and street address of the incorporator signing these

Articles:

Robert C. Pergolizzi  
13825 ICOT Boulevard, Suite 605  
Clearwater, FL 33760



IN WITNESS WHEREOF, I have set my hand and seal this 28<sup>th</sup> day of  
July, 2011.

  
ROBERT C. VERGOLIZZI

**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

Having been named as the Registered Agent in the Articles of Incorporation of  
WINDSOR SCHOOL, INC., I hereby accept and agree to act in this capacity.

Dated: 7/20/11

  
ROBERT C. VERGOLIZZI

71 JUL 29 AM 11:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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