

N11000007211

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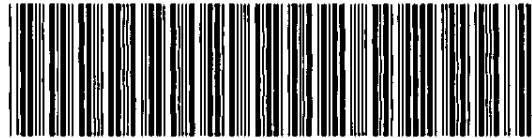
(Business Entity Name)

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DEPT OF REVENUE

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13 NOV 27 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS
DEC 19 2013
EXAMINER



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 2, 2013

CAPITAL CONNECTION, INC. ATTN: SETH

SUBJECT: WINDSOR SCHOOL, INC.
Ref. Number: N11000007211

We have received your document for WINDSOR SCHOOL, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The amendment submitted seems more like it should be amended and restated instead of just amended. Please check the document before resubmitting. If it is amended and restated please make sure to put amended and restated on the paperwork.

Please entitle your document Amended and Restated Articles of Incorporation.

Restated Articles of Incorporation for a Florida nonprofit corporation are filed pursuant to section 617.1007, Florida Statutes. Enclosed is a copy of chapter 617.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carolyn Lewis
Regulatory Specialist II

Letter Number: 313A00027389

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Windsor School, Inc

Signature _____

Requested by: Seth

11/27/13

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ ☒ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

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

APPROVED
AND
FILED
13 NOV 27 AM 9:10
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, 1st, 2nd, 3rd, 4th, 5th 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 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 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:

<u>Name</u>	<u>Address</u>
Marlin B. Heywood	2907 52 nd 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 – CURRENT BOARD OF DIRECTORS

The names and addresses of the persons who are to serve as the current Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Robert C. Pergolizzi, Chairman	13825 ICOT Boulevard, Suite 605 Clearwater, FL 33760
James Simmons, Vice Chairman	208 Excalibur Court Brandon, FL 33511
Marlin B. Heywood, Treasurer/Secretary	2907 52 nd Avenue South St. Petersburg, FL 33712

ARTICLE IX – 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 X – 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 XI – 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 XII – 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 XIII – CORPORATION'S PRINCIPAL
OFFICE AND MAILING ADDRESS**

The principal address of this corporation shall be:

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

The mailing address of this corporation shall be:

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

ARTICLE XIV – INCORPORATOR

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

Articles:

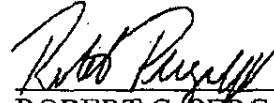
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

IN WITNESS WHEREOF, I have set my hand and seal this 26th day of
November, 2013.

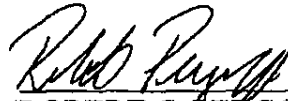


ROBERT C. PERGOLIZZI

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: 11/26/13



ROBERT C. PERGOLIZZI

CERTIFICATE

I hereby certify that the restatement was adopted by the Board of Directors
does not contain any amendments requiring member approval.

Dated: _____

12/11/13



ROBERT C. PERGOLIZZI

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AND
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TALLAHASSEE, FLORIDA