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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
JUST FOR GIRLS ACADEMY, INC.**

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*Amended And  
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T. ROBERT

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
JUST FOR GIRLS ACADEMY, INC.**

There are no members in this corporation and these Amended and Restated Articles of Incorporation were adopted by the Board of Directors on September 24, 2012. A sufficient number of votes were cast by the Board of Directors to adopt these Amended and Restated Articles of Incorporation, and they shall supersede the original articles of incorporation and amendments to them.

**ARTICLE I**

**Name**

The name of the corporation is Just For Girls Academy, Inc.

**ARTICLE II**

**Purpose**

This corporation is organized exclusively for non-profit educational purposes, more specifically to meet the specific intellectual, emotional, and physical needs of girls by providing an innovative, research based, quality education taught by motivated, certified, highly qualified teachers through which school aged girls will succeed, develop confidence and character, and accomplish measurable improvements in knowledge, attitudes, behaviors and skills, with an emphasis on reading, science, technology, and mathematics. To this end, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

**ARTICLE III**

**Duration**

The duration of the corporate existence shall be perpetual.

**ARTICLE IV**

**Non-Profit Requirements**

At all times shall the following operate as conditions restricting the operations and activities of the Corporation:

1. The Corporation shall not afford pecuniary gain, incidentally or otherwise to its members. No part of the net earnings of this Corporation shall inure to the benefit of any member of the Corporation, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes. Such net earnings, if any, of this Corporation shall be used to carry out the nonprofit corporate purposes set forth in Article II above.

2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by

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publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

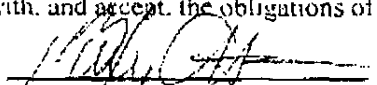
3. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

**ARTICLE V**  
**Initial Registered Agent**

The name of the initial registered agent is: Becky Canesse. The street address of the registered agent is: 1011 21<sup>st</sup> Street East, Bradenton, Florida 34208.

**ARTICLE VI**  
**Statement of Acceptance by Registered Agent**

I, Becky Canesse, hereby accept the appointment as Initial Registered Agent of Just For Girls Academy, Inc., the Corporation which is named in these Amended and Restated Articles of Incorporation, and attest that I am familiar with, and accept, the obligations of that position.

  
Becky Canesse, Registered Agent

**ARTICLE VII**  
**Principal Office and Mailing Address**

The complete street address of the initial designated principal office is: 1011 21<sup>st</sup> Street East, Bradenton, Florida 34208. The complete mailing address is: 1011 21<sup>st</sup> Street East, Bradenton, Florida 34208.

**ARTICLE VIII**  
**Board of Directors and Officers**

The officers of the Corporation shall be governed by a Board of Directors to be elected from the Corporation's members. The number of Directors shall be fixed from time to time by the bylaws of the Corporation, but at no time shall consist of less than three (3) persons. No Director shall have any right, title, or interest in or to any property of the Corporation. The Officers of the Corporation shall be a president, one or more vice presidents as provided by the bylaws, one or more secretaries as provided by the bylaws, and one or more treasurers as provided by the bylaws. The names and addresses of the persons who are to act as the initial Board of Directors and Officers until their successors are appointed are:

**BUMPERS, MURRIE**  
1605 24<sup>th</sup> Avenue East  
Bradenton, FL 34208

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**CANESSE, BECKY (Exec. Director)**

1011 21<sup>st</sup> Street East  
Bradenton, FL 34208

**CHADSEY, DR. BARBARA (Assistant Treasurer)**

1103 93<sup>rd</sup> Street NW  
Bradenton, FL 34209

**FOOR, SHIRLEY (President)**

1304 67<sup>th</sup> Street NW  
Bradenton, FL 34209

**HOLLEY, SANDRA**

6220 34<sup>th</sup> Place East  
Palmetto, FL 34221

**JAIN, DR. MONA**

10309 Braden Run  
Bradenton, FL 34202

**KESSLER, CHERRI (Treasurer)**

11535 Palm Brush Trail  
Lakewood Ranch, FL 34202-2917

**LESJAK, COL KATHLEEN D.**

9302 10<sup>TH</sup> Ave NW  
Bradenton, FL 34209  
Occupation: USAF, Retired

**MARTEL, JULIE**

1180 8<sup>th</sup> Ave. West, #420  
Palmetto, FL 34221  
Occupation: Owner  
Martel Automation

**MASUGA, DR. ASHLEY (1<sup>st</sup> Vice President)**

2003 Cortez Road West  
Bradenton, FL 34207

**MOORE, ETHELENE**

802 71<sup>st</sup> Street North West  
Bradenton, FL 34209

**SOUTHGATE, CHRISTA (Secretary)**

1515 Ringling Boulevard  
Sarasota, Florida 34236

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**STADLIN, KIM**  
9215 12<sup>th</sup> Ave. NW  
Bradenton, FL 34209  
Occupation: Director of Children's Ministries  
Christ Episcopal Church, Retired

**ARTICLE IX**  
**Powers of the Board of Directors**

The Board of Directors of this Corporation shall have full power in the name of this organization to borrow money as the general interest may require and to issue its note, or notes, bond or bonds, as evidence of the obligation, or obligations so incurred, to mortgage its property to secure payment of any obligations.

The Board of Directors shall elect an Executive Director for the organization who shall serve at the pleasure of the Board and for such compensation as the Board may determine.

The Board of directors may sell, transfer, lease, assign, or otherwise dispose of, under signature of the President, or the Board's designee, any real or personal property owned by the corporation.

**ARTICLE X**  
**Bylaws**

The incorporator shall adopt the initial bylaws of the Corporation. The bylaws may be amended or rescinded by action of the Board of Directors, provided that there is a quorum of the Board present as set forth in the bylaws.

**ARTICLE XI**  
**Dissolution**

Upon the dissolution and winding up of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation organized and operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code and which has established its tax-exempt status under that section.

**ARTICLE XII**  
**Liability**

No Officers or Directors of this Corporation shall be personally liable for the debts or obligations of this Corporation of any nature whatsoever, nor shall any of the property of the Officers or Directors be subject to the payment of the debts or obligations of this Corporation, unless the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the corporation, or as otherwise provided under applicable state corporate statute.

**ARTICLE XIII**  
**Fiscal Year**

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The fiscal year of this Corporation shall be from July 1 to June 30.

**ARTICLE XIV**  
**Amendment of Articles of Incorporation**

These Amended and Restated Articles of Incorporation may be amended only by a vote or written consent of at least three quarters (3/4) of the total membership of the Board of Directors at a special meeting as outlined in the bylaws.

**ARTICLE XV**  
**Incorporator**

The Executive Director of this corporation is Becky Cancesse, residing at 1011 21<sup>st</sup> Street East, Bradenton, Florida 34208. The undersigned Executive Director certifies that there are no members in this corporation and these Amended and Restated Articles of Incorporation were adopted by the Board of Directors on September 24, 2012. A sufficient number of votes were cast by the Board of Directors to adopt these Amended and Restated Articles of Incorporation, and they shall supersede the original articles of incorporation and all amendments to them.

  
Becky Cancesse, Executive Director

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