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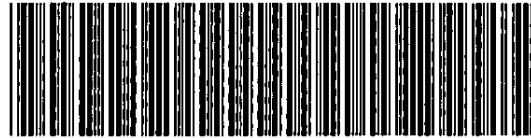
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*BOARD CERTIFIED TAX ATTORNEY

June 1, 2012

VIA US MAIL

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Phoenix Learning Academy, Inc./ Non-Profit Business Formation

To Whom It May Concern:

Enclosed please find the following:

1. Articles of Incorporation for filing; and
2. Check in the amount of \$70.00 representing the filing fee for the Articles of Incorporation and the Designation of Registered Agent.

Should you have any questions regarding this matter, please do not hesitate to call.

Very truly yours,



Heidi T. Gibson
Paralegal for Kramer A. Litvak

KAL/htg
Enclosures

**ARTICLES OF INCORPORATION
OF
PHOENIX LEARNING ACADEMY, INC.,
A FLORIDA NOT-FOR-PROFIT CORPORATION**

The undersigned, acting as an incorporator of a corporation pursuant to Chapter 617 of the Florida Statutes, adopts the following articles of incorporation for the corporation:

Article I. Name

The name of the corporation shall be PHOENIX LEARNING ACADEMY, INC.

The principal address of the corporation at the time of incorporation is 7 East Desoto Street, Pensacola, FL 32501.

Article II. Duration

The duration of this corporation is perpetual, unless dissolved according to law.

Corporate existence shall commence at on the date these articles of incorporation are filed by the Department of State.

Article III. Purpose

(a) The purpose for which this corporation is organized is to operate a private school.

(b) This corporation is formed and shall be operated exclusively for charitable, educational and other nonprofit purposes. No part of any net earnings shall inure to the benefit of any member, trustee, or officer of the corporation except as provided by law.

(c) This corporation shall have and exercise all powers conferred on not-for-profit corporations under the laws of the State of Florida generally, and specifically as provided in the Florida Not for Profit Corporation Act, provided, however, that this corporation has no power to engage in any activity that in itself is not in furtherance of its purposes as set forth in paragraphs (a) through (b) of this Article III.

Article IV. Qualifications and Admission of Members

The authorized number, qualifications, and manner of admission of members of this corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of members, the liability of members for dues and/or assessments and the method of collection, and the termination and transfer of membership shall be as set forth in the bylaws of this corporation. This corporation shall have no members.

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Article V. Registered Office and Registered Agent

The street address of the corporation's initial registered office is 7 East Desoto Street, Pensacola, FL 32501, and the name of the corporation's initial registered agent at that address is Jeanie Lundy.

Article VI. First Board of Directors

The following three (3) persons shall serve the corporation as directors until the first annual meeting or other meeting called to elect directors:

Name	Address
Jeanie Lundy	7400 Churchill Place Pensacola, FL 32526
Marlene E. Loewen	7644 San Ramon Drive Milton, FL 32583
Jessica Truett	1554 Pelican Point Drive Cantonment, FL 32533

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Article VII. Basis Under Which Corporation Organized

The corporation is a not-for-profit corporation as defined by the Florida Not for Profit Corporation Act, Fla. Stat. § 617.01401. As such, it is not organized for the pecuniary gain or profit of, and none of the net earnings, nor any part thereof, is distributable to, its members, directors, officers, or other private persons except as specifically permitted under the provisions of the Florida Not for Profit Corporation Act.

Article VIII. Management of Corporate Affairs

(a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of three (3) directors. The number of directors provided for in these articles of incorporation may be changed by a bylaw adopted by the board of directors.

(b) Election of Directors. The method of electing directors shall be as set forth in the bylaws.

(c) Elective Officers. The officers of this corporation shall be a president, a vice-president, a secretary, and a treasurer. Other offices and officers may be established or appointed by the members of this corporation at any regular annual meeting or any special meeting of members called for such a purpose. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

Article IX. Incorporators

The name and address of the incorporator is Jeanie Lundy, 7400 Churchill Place, Pensacola, FL 32526.

Article X. Bylaws

Bylaws will be adopted at the first meeting of the board of directors. The bylaws may be amended or repealed, in whole or in part, by the directors in the manner provided in the bylaws.

Article XI. Amendment of Articles

These articles of incorporation may be amended or repealed, in whole or in part, by the directors in the manner provided in the bylaws.

Article XII. Distribution on Dissolution

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in § 501(c)(3) or 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections as subsequently amended, or to the federal, state, or local government to be used exclusively for public purposes.

In witness, the undersigned incorporators have executed these articles of incorporation on the 1st day of June, 2012.



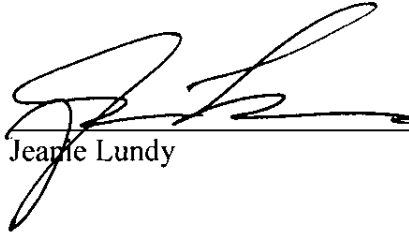
Jeanie Lundy

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Jeanie Lundy, am familiar with and hereby accept the appointment as Registered Agent for PHOENIX LEARNING ACADEMY, INC., as set forth in the Articles of Incorporation filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 1st day of June, 2012.



Jeanie Lundy

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CLERK OF THE
SUPERIOR COURT