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FLORIDA PROFIT/NON PROFIT CORPORATION
SWEETWATER ACADEMY, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
SWEETWATER ACADEMY, INC.**

The undersigned, desiring to form a Corporation not-for-profit under Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation

ARTICLE I. NAME

The name of the corporation is SWEETWATER ACADEMY, INC. (the "Corporation").

ARTICLE II. MAILING ADDRESS AND OFFICE

The street address of the initial principal office and the mailing address of the Corporation is 540 Biltmore Way, Coral Gables, Florida 33134.

ARTICLE III. REGISTERED AGENT NAME AND ADDRESS

The name of the Registered Agent of the Corporation is Christopher G. Lyons, Esq., and the mailing address of the Registered Agent is 175 S.W. 7th Street, Suite 2009, Miami, FL 33130.

ARTICLE IV. PURPOSE

The specific purpose of the Corporation shall be:

- a. This Corporation is organized and shall be operated exclusively as a Corporation not-for-profit and for charitable purposes under section 501(c)(3) of the Internal Revenue Code of 1986, and the Treasury Regulations issued there under, or the corresponding provisions of any future United States Internal Revenue Law (the "Code").
- b. The property of this Corporation is irrevocably dedicated to the management, operation, guidance, direction and promotion of the Sweetwater Academy Charter School, and the education of students.

ARTICLE V. POWERS

The Corporation shall have the power to do all lawful acts, as conferred upon not-for-profit corporations by Section 617.0302, Florida Statutes, including those things necessary or expedient in the prosecution of the Corporation's purposes, which are necessary and desirable to carry out the purposes and responsibilities of the Corporation.

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SECTION 617.0302, FLA. STAT.
DIVISION OF CORPORATIONS

Notwithstanding the generality of the foregoing, the powers of the Corporation shall be subject to the following limitations and restrictions:

- a. The Corporation shall have no power to do any act inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code;
- b. No part of the income, profit or assets of the Corporation shall inure to the benefit of, or be distributable to, directly or indirectly, directors, officers, or other private persons: provided however, that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV of these Articles of Incorporation; and
- c. No part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE VI. OFFICERS

- a. The offices of the Corporation shall be a Chair, a Vice-Chair, a Secretary, a Treasurer, and such other officers as may be provided in the Bylaws.
- b. The Officers shall be elected by a majority vote of the Board of Directors at its first organizational meeting and thereafter at any proper meeting.
- c. The initial officers of the Corporation are:

President - Hilda Martinez
Vice President- Colleen Vance
Secretary -Mabel Ramirez
Treasurer- Walter Martinez

ARTICLE VII. BOARD OF DIRECTORS

- a. All corporate powers shall be exercised under the authority of, and the affairs of the Corporation shall be managed under the direction of the Board of Directors, except as otherwise provided by law or in these Articles of Incorporation or Bylaws of the Corporation.
- b. The Corporation shall have three (3) directors initially. The number of Directors may be increased or decreased from time to time according to the Bylaws, but shall never be less than three (3).

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- c. Each Director shall serve an initial term of one (1) year unless stated differently in the Corporate Bylaws. The Initial directors of the Corporation are:

Hilda Martinez
Colleen Vance
Mabel Ramirez
Walter Martinez
Sonia Raheem-Davis

- d. Directors shall be elected pursuant to the provisions of the Bylaws of the Corporation

ARTICLE VIII. EFFECTIVE DATE OF CORPORATION

The effective Date of this Corporation shall be July 16, 2012.

ARTICLE IX. INCORPORATOR

The name and address of the incorporator is:

Hilda Martinez
7050 Southwest 48 Lane
Miami, Florida 33155

ARTICLE X. DURATION

This Corporation shall exist perpetually unless dissolved pursuant to law.

ARTICLE XI. BYLAWS

- a. The Board of Directors, by majority vote, may provide such Bylaws for the conduct of the business of the Corporation as they may deem necessary from time to time, including, but not limited to, provisions for the quorum and voting requirements for meeting activities of the Board of Directors; provided, however, that such Bylaws shall not conflict with any of the provisions of these Articles of Incorporation.
- b. Upon proper notice, the Bylaws may be amended, altered or recinded by the majority of the Board of Directors who are present at any regular meeting, or any special meeting for this purpose.

ARTICLE XII. AMENDMENTS

These Articles of Incorporation may be amended, changed or repealed solely by a majority vote of the Board of Directors.

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ARTICLE XII. CORPORATE LIQUIDATION AND DISSOLUTION

No person, firm or Corporation shall ever receive any dividends or profits from the undertaking of this Corporation. In the event of the dissolution of the Corporation pursuant to Florida law, the Board of Directors ("Board") shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the remaining assets of the Corporation, exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code 1986 (or the corresponding provisions of future United States Internal Revenue Law), as the Board shall determine. Any of such assets not so disposed of shall be disposed of by the Court having proper jurisdiction in the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII. INDEMNIFICATION

The Corporation shall indemnify the officers, directors, employees, and agents of the Corporation to the full extent permitted by Florida law, provided, however, that no such indemnification shall be permitted if such indemnification would violate the purposes of the Corporation as specified in Article IV herein or would be inconsistent with the provisions of the Section 501 (c) (3) and Section 170 (c) (2) of the Internal Revenue Code or Florida law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of July, 2012.



Hilda Martinez
Incorporator

CERTIFICATION DESIGNATING REGISTERED OFFICE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Sweetwater Academy, Inc. desiring to organize or qualify as a Corporation Not for Profit under the laws of State of Florida, with its initial registered offices at 540 Biltmore Way, Coral Gables, Florida 33143, has named Christopher G. Lyons located at

12 JUL 23 PM 12:19

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TALLAHASSEE, FLORIDA

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175 S.W. 7th Street, Suite 2009, Miami, Florida 33130, as its registered agent to accept service of process for the Corporation within the State of Florida.


Hilda Martinez

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certification, I hereby accept the responsibility to act in this capacity, and agree to comply with the provisions of Florida Statutes relative to keeping open said office and further accept the duties and obligations of Section 617.0503, Florida Statutes.

Dated this 23rd day of July, 2012.


Christopher G. Lyons, Registered Agent

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