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DIVISION OF CORPORATIONS
12 JUL 30 AM 10:13

Ps 7/31/12

COVER LETTER

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

SUBJECT: Palm Beach Charter Academy, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Jeffrey A. Graef
Name (Printed or typed)

3690 Airport Road, Suite 9
Address

Boca Raton, FL 33431
City, State & Zip

561 756 2901
Daytime Telephone number

jgraef@focusdevelopmentgroup.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

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ARTICLES OF INCORPORATION
OF
PALM BEACH CHARTER ACADEMY, INC.

THE UNDERSIGNED, as the incorporator and on behalf of a not-for-profit, non-stock Corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be: PALM BEACH CHARTER ACADEMY, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal street address and mailing address is: 3690 Airport Road, Suite 9, Boca Raton, Florida 33431.

ARTICLE III - PURPOSE

The Corporation is organized and shall be operated exclusively for charitable, scientific, and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended in 1986, (the "Code"); or the corresponding provisions of any future federal tax law; and in particular to operate as a charter school formed pursuant to Section 1002.33 of the Florida Education Code and Charter issued by the School Board of Broward County.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its directors, members, trustees, officers, or other private persons, except 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 herein.

The purposes for which this Corporation is organized is exclusively charitable within the meaning of Section 501(c)(3) of the Code, and, notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Section 501(c)(3) of the Code, contributions to which are deductible for federal income, gift and estate tax purposes.

The Corporation's educational purpose is to improve student learning and academic achievement; increase learning opportunities for all students, and encourage the use of innovative learning methods,

In furtherance of the Corporation's forgoing purposes, the Corporation shall be further authorized:

- i) To receive and maintain personal and real property, or both, and subject to the restrictions and limitations herein set forth, to use and apply the whole or any part of the income there from, and the principal thereof, exclusively for the foregoing charitable and other purposes.
- ii) To receive assistance, money, (as grants or otherwise), real or personal property and any other form of contributions, gift, bequest or devise from any person, firm or corporation, to be utilized in furtherance of the objects and purpose of this Corporation; to enter into agreements or contracts for contributions to the Corporation for its objects and purposes, provided however, that gifts shall be subjected to acceptance by the board of directors as required by the bylaws.
- iii) To establish an office and employ and contract with such educators, administrators, management company(ies), clerical support and cooperative organizations, as may be necessary and proper in the judgment of the board of directors, and pay reasonable compensation for the services of such persons or organizations.
- iv) To use, expend or distribute, in the manner, form and method, and by the means determined by the board of directors of this Corporation, any and all forms of contributions received by it in carrying out the programs of the Corporation in furtherance of its stated purpose. Money and real or personal property contributed to the Corporation in furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purpose.
- v) To invest and reinvest surplus funds in such securities and properties as the board of directors from time to time determine.
- vi) To contract and be contracted with, and to sue and be sued.
- vii) To adopt and use a corporation seal containing the words "non-profit corporation" or "not for profit corporation", if desired and deemed necessary (this shall not be compulsory unless required by law).
- viii) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this Corporation is formed; and in general, to have all of the rights, privileges and immunities, and enjoy all the benefits of the Laws of the State of Florida applicable to

corporations of this character, including but not limited to the powers described under Florida law.

- ix) All of the above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Corporation.
- x) Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised, construed and limited in their application to accomplish the educational and community purposes for which this corporation is formed.
- xi) Do all such acts as are necessary or convenient to carry out the purpose set forth in these Articles of Incorporation and as are permitted by law and the Code, or its corresponding Treasury Regulations, for an entity which qualifies for exemption under Section 501(c)(3) of the Code.

This Corporation does not contemplate any pecuniary gain or profit to members, directors or officers thereof and no part of any earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation, and the Corporation may reimburse its members, directors and officers for all expenses reasonably incurred in performing services rendered to the Corporation). No member, director or officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. However, the Corporation may confer benefits in the form of distributions, upon dissolution or otherwise, upon any organizations described in Code Sections 501(c)(3) and 170(c)(2) of the Code as specified herein.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. 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, or the corresponding section of any future federal tax code.

All the property of this Corporation is and shall be irrevocably dedicated to charitable purposes. In the event of a dissolution of this Corporation, the assets shall, after paying or making provisions for all liabilities of the Corporation, be distributed to one or more organizations which are organized and exist exclusively

for charitable purposes which, at the time of such dissolution, qualify as an organization described in Sections 501(c)(3) and 170(c)(2) of the Code, or any corresponding section of any prior or future Internal Revenue Code, or any governmental agency for exclusively public purposes. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such charitable purposes, or to such organization or organizations organized and operated exclusively for such charitable purposes, as said court shall determine.

ARTICLE IV - DURATION

The duration of this Corporation shall be perpetual, unless dissolved according to law.

ARTICLE V - NON-STOCK CORPORATION

The Corporation shall be organized on a non-stock basis under the Florida Not for Profit Corporation Act.

ARTICLE VI - MANAGEMENT

The Board of Directors shall manage the business affairs of the Corporation. The Directors shall be elected in the manner set forth in the By-laws of the Corporation. Initially, the Corporation shall have (3) three Directors. The number of Directors may be increased or decreased, from time to time, as provided for in the By-Laws of the Corporation. However, the Corporation shall at all times have at least (3) three Directors.

The names and addresses of the persons who are to serve as the initial directors are:

Maria Barber
15320 Tall Oak Avenue
Delray Beach, FL 33446

Stuart Brenner
751 Park of Commerce Drive, Suite 110
Boca Raton, FL 33487

Lori Konsker
8730 Twin Lake Dr
Boca Raton, FL 33496

ARTICLE VII – AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or in any subsequent amendment hereto, and such amendment to these Articles of Incorporation may be proposed by any Director, and presented as provided in the By-Laws to a quorum (as defined therein) of the Directors for their vote. Amendments may be adopted by a majority of the Directors of the Corporation at a meeting in which a quorum exists.

ARTICLE VIII– DISSOLUTION

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction, of 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 IX– REGISTERED AGENT

Jeffrey A. Graef
3690 Airport Road, Suite 9
Boca Raton, FL 33431

ARTICLE X – INCORPORATOR

Jeffrey A. Graef
3690 Airport Road, Suite 9
Boca Raton, FL 33431

ARTICLE XI– BYLAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors and the By-Laws shall be adopted at the first meeting of the Board of Directors. Such By-Laws may be amended or repealed in whole or in part in the manner provided therein.

ARTICLE XII – OFFICERS

This Corporation shall have those officers designated in the Bylaws from time to time.

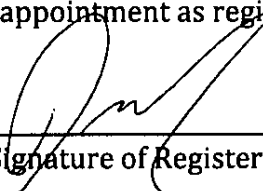
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ARTICLE XIII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, and may indemnify any employee or agent, to the fullest extent permitted by Section 617.0831, Florida Statutes.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

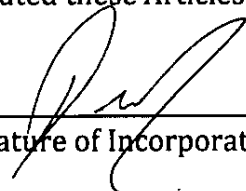


Required Signature of Registered Agent

7/27/12
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

In witness whereof, the undersigned being the incorporator of this Corporation has executed these Articles of Incorporation.



Signature of Incorporator

7/27/12
Date