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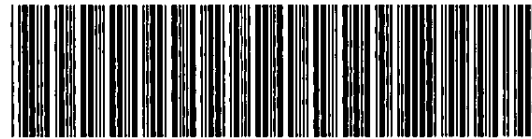
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ARTICLES OF INCORPORATION
Of
FRIENDS OF ESTHER'S SCHOOL, INC.
(A Florida Not For Profit Corporation)

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ARTICLE I

NAME REGISTERED AND PRINCIPAL OFFICE; REGISTERED AGENT

The name of this Corporation is "Friends of Esther's School, Inc." The principal office of the Corporation is located at 6565 78th Avenue North, Pinellas Park, FL 33781. The registered office is 6565 78th Avenue North, Pinellas Park, FL. 33781, and the registered agent at such address shall be Esther Berry.

ARTICLE II

ENABLING LAW

This Corporation is organized pursuant to the Florida Not for Profit Corporation Act, set forth in Chapter 617 of the Florida Statutes.

ARTICLE III

PURPOSES; POWERS

A. The purposes for which this Corporation is organized are exclusively charitable, scientific and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding provision of any future United States Internal Revenue law, including the support of the programs, services, activities, interests and subsidiary organizations of Esther's School, Inc. (ES), which is organized and operated to provide comprehensive educational services, as well as such to support and provide such other services for special needs students, adapted to the charitable, scientific, and/or educational purposes aforesaid, including, without limitation,

1) conducting educational activities related to the instruction, care and consultation of special needs students and promotion of family stability and community contribution of each child;

2) undertaking such actions as necessary to acquire, build, construct, maintain, expand, repair, alter, equip, operate and lease any existing, proposed or education facilities or entity providing such educational services;

3) enhancing the quality of life by the promotion of efficient, effective education through involvement in various education and other activities, the conduct of education, and particularly special needs planning and resource allocation and all other methods appropriate to the objectives of this Corporation;

4) soliciting and raising funds and endowments, and receiving by way of gift, purchase, grant, devise, will or otherwise, property, real, personal or mixed, and holding, using, maintaining, leasing, donating, pledging, encumbering, loaning, selling, conveying and otherwise disposing of all such property in furtherance of the objectives and purposes of this Corporation;

5) doing and performing any and all acts or services that may be incidental or necessary to carry out the above purposes;

6) making charitable grants to other corporations operating exclusively for charitable, scientific and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended; and

7) engaging in any lawful act or activity for which a not-for-profit corporation may be organized under the laws of Florida, subject to the limitations set forth in the Corporation's Articles of Incorporation.

B. This Corporation shall become the sole corporate member of the ES, and such other not-for-profit corporate entities as the Board of Directors shall determine, upon the filing of Restated Articles of Incorporation by ES and such other entities, as applicable, naming this Corporation as the sole corporate member of such entities. This Corporation will control, support, coordinate, cooperate and contract with such

affiliated corporations in order to foster an efficient, effective and integrated educational delivery system.

- C. The Corporation shall possess and may exercise all the powers and privileges granted by Chapters 607 and 617 of the Florida Statutes, or by any other law of Florida, together with all powers necessary or convenient to the conduct, promotion, or attainment of the activities or purposes of the Corporation, and limited only as set forth in these Articles of Incorporation.
- D. No dividends shall be paid, and no part of the income of this Corporation shall be distributed or inure to the benefit of any member, director, officer or private person, 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 in Paragraphs A and B of this Article. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- E. Other provisions of these Articles of Incorporation notwithstanding, this Corporation shall not carry on any other activities not permitted to be carried on by:
 - (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, *as amended*, or the corresponding provision of any future United States Internal Revenue Law; or
 - (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, *as amended*, or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE IV

TERM

This Corporation shall have a perpetual existence.

ARTICLE V

INCORPORATOR

The name and address of the incorporator of this Corporation is as follows:

Sheila D. Griffin
4905 34th Street South
Suite 177
St. Petersburg, FL 33711

ARTICLE VI

MEMBERSHIP

The Corporation shall have two classes of members, Members and Life Members, and their voting rights and authority shall be set forth in the Bylaws of the Corporation. The following individuals shall serve as Members of the Corporation in accordance with the terms and subject to the conditions regarding such membership as set forth in the Bylaws of the Corporation:

Myra Chavis, 66173 London, Pinellas Park, FL 33782
Hermes Joseph Diaz-Bajares, 1399 Belcher Rd. S. #326, Largo, FL 33771
Sheila D. Griffin, 4905 34th Street South, Ste 177, St. Petersburg, FL 33711
Sandy Liberatore', 763 Deville Dr., Largo, FL 33771
Jacqueline Lorento, 1490 Laconia Drive W, Clearwater, FL 33764
Sharon Peterson, 7011 Mt. Hawthorne Rd. NE, St. Petersburg, FL 33702
Janet Randall, 1001 Starkey Rd., Lot 82, Largo, FL 33711
Benham Wesley, 5709 107th Terrace E., Parrish, FL 34219
Diane Wolf, 901 Madeira Avenue, Clearwater, FL 33759

The following individuals shall serve as Life Members of the Corporation in accordance With the terms and subject to the conditions regarding such membership set forth in the Bylaws of the

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Corporation. Life Members may be added at any time in accordance with compliance with the specification of adopted By-Laws.

Esther Berry, 6565 78th Avenue North, Pinellas Park, FL 33781
Chris Berry, 6565 78th Avenue North, Pinellas Park, FL 33781

ARTICLE VII BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by the Board of Directors, which shall consist of not less than five (5), or more than twelve (12) members, as shall be established by the Board of Directors. All Directors shall be elected and serve as set forth in the *Bylaws* of this Corporation. The following individuals shall serve as the initial members of the Board of Directors of the Corporation, until their successors are elected in the manner set forth in the Bylaws:

Esther Berry, 6565 78th Avenue North, Pinellas Park, FL 33782
Chris Berry, 6565 78th Avenue North, Pinellas Park, FL 33782
Myra Chavis, 66173 London, Pinellas Park, FL 33782
Hermes Joseph Diaz-Bajares, 1399 Belcher Rd. S. #326, Largo, FL 33771
Sheila D. Griffin, 4905 34th Street South, Ste 177, St. Petersburg, FL 33711
Sandy Liberatore', 763 Deville Dr., Largo, FL 33771
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Benham Wesley, 5709 107th Terrace E., Parrish, FL 34219
Diane Wolf, 901 Madeira Avenue, Clearwater, FL 33759

ARTICLE VIII OFFICERS

There shall be five (5) Officers of the Corporation- Chairperson, Vice-Chairperson, President, Secretary and Treasurer, who shall be selected and serve as set forth in the Bylaws. The Corporation may, at the discretion of the President, provide for additional categories of

officers, including, without limitation, one or more Vice Presidents, Assistant Secretaries, and/or Assistant Treasurers. The powers and duties of the Officers of the Corporation shall be those usually pertaining to their respective offices, or as may be specifically set forth in the Bylaws of the Corporation. The following individuals shall serve as the initial officers of the Corporation until their successors are selected in the manner set forth in the Bylaws:

Sheila D. Griffin, Chairperson, 4905 34th Street South, Ste 177, St. Petersburg, FL 33711

Esther Berry, President, 6565 78th Avenue North, Pinellas Park, FL 33782

Chris Berry, Vice-President, 6565 78th Avenue North, Pinellas Park, FL 33782

Benham Wesley, Treasurer, 5709 107th Terrace E., Parrish, FL 34219

Jacqueline Lorento, Secretary, 1490 Laconia Drive W, Clearwater, FL 33764

Sharon Peterson, Vice-Chairperson, 7011 Mt. Hawthorne Rd. NE, St. Pete., FL 33702

ARTICLE IX BYLAWS

The Board of Directors of this Corporation may adopt and amend the Bylaws of the Corporation for the conduct of its business and the carrying out of its purposes as the Board of Directors may deem necessary from time to time, and as shall be set forth with more particularity in the Bylaws.

ARTICLE X AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended at any time and from time to time by the affirmative vote of at least a majority of all of the members of the Board of Directors then in office.

ARTICLE XI DISSOLUTION

Should this Corporation be dissolved, after payment or making provision for the payment of all of the liabilities of this Corporation, all of the assets of this Corporation shall be distributed to such organization or organizations organized and operated exclusively for charitable,

educational and scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding provision of any future. United States Internal Revenue Law, as the Board of Directors shall determine to be best calculated to carry out the objects and purposes for which the Corporation is formed. Any of such assets not so disposed of by the Board of Directors for any reason shall be disposed of by the proper Court of the County in which the principal office of the Corporation is then located, in such manner and to such exempt organization or organizations as said Court shall determine to be organized and operated for such objects and purposes.

The undersigned, being the incorporator of this Corporation, for the purpose of forming this not for profit charitable corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 8th day of October, 2013.

Incorporator: _____

Sheila D. Griffin

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ACCEPTANCE OF REGISTERED AGENT

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

Dated this 8th day of October, 2013.

By: _____

Esther Berry