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RKS-14840-0

FLORIDA PROFIT/NON PROFIT CORPORATION  
PEPIN ACADEMIES OF PASCO COUNTY, INC.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
| Page Count            | 07      |
| Estimated Charge      | \$78.75 |

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**BUSH ROSS, P.A.**  
ATTORNEYS AT LAW

# Fax

|               |  |               |                   |
|---------------|--|---------------|-------------------|
| <b>To:</b>    | FL DOC - Corporate filings (Business Fax)                            | <b>From:</b>  | Brenda K. Holland |
| <b>Fax:</b>   | (850) 617-6381   | <b>Pages:</b> | 8                 |
| <b>Phone:</b> |  | <b>Date:</b>  | 11/22/2013        |
| <b>Re:</b>    | Art. of Inc. - Pepin Academies of Pasco<br>County, Inc. (for filing) |               |                   |

- **Comments:**

Art. of Inc. - Pepin Academies of Pasco County, Inc. (for filing)



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**ARTICLES OF INCORPORATION****OF****PEPIN ACADEMIES OF PASCO COUNTY, INC.  
(A FLORIDA NOT FOR PROFIT CORPORATION)**

The undersigned, hereby make, subscribe and acknowledge these Articles of Incorporation for the purpose of forming a not for profit corporation under Chapter 617, *Florida Statutes*, and to that end do hereby set forth the following:

**ARTICLE I****CORPORATE NAME AND PRINCIPAL OFFICE**

The name of this Corporation shall be: **PEPIN ACADEMIES OF PASCO COUNTY, INC.** ("the Corporation"). The initial principal office of the Corporation shall be located at 1801 N. Highland Avenue, Tampa, Florida, but the Corporation shall have the power to relocate its principal office and to establish branch offices at other places within or without the State of Florida as may be determined and deemed expedient from time to time. The initial mailing address of the Corporation shall be P.O. Box 3913, Tampa, Florida 33601, but the Corporation shall have the power to change its mailing address to an address within or without the State of Florida.

**ARTICLE II****PURPOSES**

The Corporation shall be organized exclusively as a non-profit, tax exempt organization under Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended (the "Code"), and is not formed for pecuniary profit or financial gain. The Corporation shall be a not for profit corporation under the Florida Not For Profit Corporation Act and is irrevocably dedicated to and operated exclusively for educational and charitable purposes. Accordingly, the Corporation shall be operated exclusively for the following exempt purposes:

(a) the Corporation is formed for the exclusive purpose of providing educational programs, training and opportunities for children and young adults with learning disabilities and related difficulties within the meaning of the term "educational" in §501(c)(3) of the Code;

Sean K. Sanford, Paralegal  
Bush Ross, P.A.  
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(b) the Corporation is formed to form and operate one or more schools that will fulfill exclusively an educational purpose within the meaning of the term "educational" in §501(c)(3) of the Code;

(c) the Corporation is formed for the purpose of providing young adults with learning disabilities and related disabilities with on-the-job training, career preparation and related technical and professional training in an environment that emphasizes technology and field experience training;

(d) the Corporation will seek to provide educational opportunities for learning disabled and special need students that need transitional assistance and training to enable them to succeed in the 21st Century work force;

(e) the Corporation shall have the power to acquire and hold title in fee simple, in trust, acquired by gifts, or otherwise, to both real and personal property, and to improve, encumber, sell, convey, use, lease, mortgage, and dispose of all such property in conformity with the Bylaws of said Corporation;

(f) the Corporation shall further be authorized to invest, reinvest, and administer the principal or the income of the Corporation's assets in such manner as, in the judgment of the Board of Directors, will best promote the purposes of the Corporation and shall be further authorized to exercise each and every power and right granted to a not for profit corporation under the laws of the State of Florida as may be necessary for the furtherance of its purposes; all in accordance with its Bylaws or as the same may be hereafter modified or amended;

(g) to collect funds in furtherance of the Corporation's objectives, to prudently expend all funds received and disburse the net interest and other earnings that may be received in satisfaction of its operating expenditures and expenses and in support of meritorious projects which may further its objectives;

(h) no part of the funds of the Corporation shall inure to the benefit of any private individual, and no part of the activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or of participating in any political campaign on behalf of any candidate for public office;

(i) the Corporation is not organized for pecuniary profit, nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any individual and the balance, if any, of all money received by the Corporation from its operations, after the payment in full of all debts and obligations of the Corporation of whatever kind and nature, shall be used and distributed exclusively to organizations that qualify under Section 509(a)(1) or (2) of the Code; and

(j) to perform all other acts and carry on and conduct all other activities necessary or useful in connection with or incidental to the accomplishment of any of the purposes set forth herein to the full extent permitted by the laws of the State of Florida and this charter.



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### ARTICLE III

#### POWERS

The Corporation shall possess all powers granted by law pertaining to corporations not for profit, including the power and authority to accept gifts, devise and other contributions for the purposes set forth in Article II hereof, to buy and sell real and personal property, or an undivided interest therein, to lease property to hold, administer, invest and reinvest the funds and properties received and the expend, contribute and otherwise dispose of funds or properties for charitable purposes either directly by contribution to other organizations organized and operated exclusively for charitable purposes; provided, however, that such powers and authorities shall be exercised only in the furtherance of charitable purposes permitted under Chapter 617, Florida Statutes, and under Sections 501(c)(3) and 170(c)(2) of the Code and regulations pertaining thereto.

The enumeration of the foregoing shall not be held to limit or restrict in any manner the general powers of the Corporation. The objects, purposes and powers of the Corporation however, shall be exercised, construed and limited in their application to accomplish the religious and educational purposes for which the Corporation is formed. The activities of the Corporation shall be consistent with Section 501(c)(3) of the Code.

### ARTICLE IV

#### DURATION AND EXISTENCE

The Corporation shall come into existence upon the filing of the Articles of Incorporation with the Florida Secretary of State, and thereafter the Corporation shall have a perpetual existence.

### ARTICLE V

#### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation shall be 1801 N. Highland Avenue, Tampa, Florida 33602, and the initial registered agent of the Corporation at such address is BUSH ROSS REGISTERED AGENT SERVICES, LLC.

### ARTICLE VI

#### INCORPORATOR

The name and address of the Corporation's incorporator is:

Name

Address

Randy K. Sterns

1801 N. Highland Avenue  
Tampa, Florida, 33601



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## ARTICLE VII

### PRINCIPAL OFFICERS AND DIRECTORS

The names and titles of the persons who shall serve as the principal officers and directors of the Corporation are as follows:

| <u>Name</u>  | <u>Title</u>           |
|--|------------------------|
| Patricia Scolaro<br>3303 Decatur Avenue<br>Tampa, FL 33603         | President and Director |
| Thomas Pepin<br>4150 N. 50 <sup>th</sup> Street<br>Tampa, FL 33610 | Director               |
| Kathryn Starkey<br>12959 State Road. 54<br>Odessa, FL 33556        | Director               |

## ARTICLE VIII

### AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended at any time by a resolution adopted by the majority vote of the Board of Directors at any annual or special meeting, provided a quorum is present and further provided that due notice of the proposed amendment has been given to the directors then serving on the Board of Directors in accordance with the provisions of the Bylaws of the Corporation.

## ARTICLE IX

### BY-LAWS

The power to adopt, alter, amend or repeal by-laws of this Corporation shall be vested in its Board of Directors, as prescribed by the by-laws of the Corporation.



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**ARTICLE X**  
**CHARITABLE LIMITATIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the directors or officers of the Corporation, or to any other private person; no part of the assets of the Corporation shall be expended to the benefit of anyone other than a recipient of funds for charitable purposes. All such income and all such assets shall be used and expended solely for the purposes stated in Section 501 (c)(3) of the Internal Revenue Code. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes as set forth 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 in (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 of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code or by any organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

**ARTICLE XI**  
**DISPOSITION OF ASSETS**

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by transferring such assets to such organizations which are exempt under Section 501(c)(3) of the Internal Revenue Code and, to the extent possible, which are engaged in activities of the type described in Article II above, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court 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.



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ARTICLE XIIINDEMNIFICATION

If the criteria set forth in §607.0850(1) or (2), *Florida Statutes*, as then in effect, have been met, then the Corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation effective as of this 22<sup>nd</sup> day of November, 2013.

  
Randy K. Stern, Incorporator



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**CERTIFICATE DESIGNATING****REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 607.0501, *Florida Statutes*, **PEPIN ACADEMIES OF PASCO COUNTY, INC.**, desiring to organize under the laws of the State of Florida, hereby designates **BUSH ROSS REGISTERED AGENT SERVICES, LLC**, as its Registered Agent for the purpose of accepting service of process within such State and designates 1801 N. Highland Avenue, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

**PEPIN ACADEMIES OF PASCO  
COUNTY, INC.**

By: 

Randy K. Sterns, Incorporator

**ACKNOWLEDGMENT**

**BUSH ROSS REGISTERED AGENT SERVICES, LLC** hereby accepts the appointment as Registered Agent of the above named corporation and agrees to act as such in accordance with the provisions of §§48.091 and 607.0505, *Florida Statutes*.

**BUSH ROSS REGISTERED AGENT  
SERVICES, LLC**

By: 

Randy K. Sterns, Vice President