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SECRETARY OF STATE
TALLAHASSEE FLORIDA

COVER LETTER

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

SUBJECT: The Ark Christian 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: Frankie Guerra
Name (Printed or typed)

113 Ridge Center Dr
Address

Davenport FL 33837
City, State & Zip

(863) 420-4928
Daytime Telephone number

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

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

ARTICLES OF INCORPORATION
OF

The Ark Christian Academy, Inc.
(A Florida Not For Profit Corporation)

The undersigned being a citizen of the united States, and acting as the incorporator of a not for profit corporation organized pursuant to Chapter 617, Florida Statutes, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I
NAME

The name of the corporation shall be **THE ARK CHRISTIAN ACADEMY, INC.**

ARTICLE II
PRINCIPAL OFFICE

The principal address of the corporation is 113 Ridge Center Drive, Davenport, Florida 33837. Its mailing address is currently 113 Ridge Center Drive, Davenport Florida, 33837.

ARTICLE III
PURPOSES AND POWERS

This corporation is formed for educational and religious purposes including:

To found, establish, conduct, maintain, operate and perpetuate Christian Preschools in Florida and nationwide, providing quality Christian child care in a nourishing environment for child's spiritual, cognitive, social, emotional and physical growth for a successful, productive life and for higher education; and

To establish and operate The Ark Christian Academy, Inc., on principals in keeping with the teachings and traditions of the Church of the Nazarene as found in the Articles of Faith of said Church, affirms its loyalty to the doctrine, discipline and worship of the Church of the Nazarene; and

To do any lawful and proper act that may be necessary or expedient for the founding, operating, maintaining and expanding a Christian School, including normal and customary school-related functions including, but not limited to conducting: fund-raising activities, sporting, cultural and religious events; awarding scholarships to deserving students and other

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incidental and insubstantial activities. The corporation shall have such corporate powers as are granted in Chapter 617 of the Florida Statutes, as amended from time to time, together with such other additional powers as shall be reasonably coexistent and appropriate for the full use and proper management of the Preschool Centers herein contemplated.

ARTICLE IV **COMMENCEMENT OF EXISTENCE AND DURATION**

The existence of the corporation will commence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida. The period of duration of the corporation shall be perpetual.

ARTICLE V **PROHIBITED ACTIVITIES**

Notwithstanding any other provisions of these Articles of Incorporation:

- 1) This corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.
- 2) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its 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 in Article Third hereof. 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, the corporation shall not carry on any other activities not permitted to be carried on (a) 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, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

- 3) Upon the 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 VI

MEMBERSHIP

The corporation shall have no members who have any right to vote or title or interest in or to the corporation, its properties and franchises. The board of directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The board, a designated committee of the board, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the board of directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the corporation website. Affiliates have no voting rights, and are not members of the corporation. Any dues for affiliates shall be determined by the board of directors.

ARTICLE VII

BOARD OF DIRECTORS

The Ark Christian Academy, Inc. shall have a board of directors consisting of at least 4 and no more than 9 directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors. All corporate powers shall be exercised by or under the authority of the board and the affairs of The Ark Christian Academy, Inc. shall be managed under the direction of the board, except as otherwise provided by law. Members of the Board shall be professing Christians.

All directors shall be elected to serve a six-year term, however the term may be extended until a successor has been elected.

(b) Director terms shall be staggered so that approximately half the number of directors will end their terms in any given year.

(c) Directors may serve consecutive term with no term restriction.

(d) The term of office shall be considered to begin January 1 and end December 31 of the six year in office, unless the term is extended until such time as a successor has been elected.

In order to be eligible to serve as a director on the board of directors, the individual must be 18 years of age and an affiliate within affiliate classifications created by the board of directors. Directors may be elected at any board meeting by the majority vote of the existing board of directors. The election of directors to replace those who have fulfilled their term of office shall take place in January.

The board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws.

(a) Unexpected Vacancies. Vacancies in the board of directors due to resignation, death, or removal shall be filled by the board for the balance of the term of the director being replaced.

A director may be removed by two-thirds (?) vote of the board of directors then in office, if:

(a) the director is absent and unexcused from two or more meetings of the board of directors in a twelve month period. The board president is empowered to excuse directors from attendance for a reason deemed adequate by the board president. The president shall not have the power to excuse him/herself from the board meeting attendance and in that case, the board vice president shall excuse the president. Or:

(b) for cause or no cause, if before any meeting of the board at which a vote on removal will be made the director in question is given electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board.

Board of Directors Meetings.

(a) Regular Meetings. The board of directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the board. Board meetings shall be held upon four (4) days notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

(b) Special Meetings. Special meetings of the board may be called by the president, vice president, secretary, treasurer, or any two (2) other directors of the board of directors. A special

meeting must be preceded by at least 2 days notice to each director of the date, time, and place, but not the purpose, of the meeting.

Manner of Acting.

(a) Quorum. A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.

(b) Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.

(c) Hung Board Decisions. On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the president or treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.

(d) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved for the board.

Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the board of directors to use email to approve actions, as long as a quorum of board members gives consent.

The officers of the corporation shall be a board president, vice-president, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of, the board of directors. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers. The board may also appoint additional vice-presidents and such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the board

of directors may determine. One person may hold two or more board offices, but no board officer may act in more than one capacity where action of two or more officers is required.

Each officer shall serve a six-year term of office and may not serve more than five (5) consecutive terms of office. Unless unanimously elected by the board at the end of his/her five (5) year terms or to fill a vacancy in an officer position, each board officer's term of office shall begin upon the adjournment of the board meeting at which elected and shall end upon the adjournment of the board meeting during which a successor is elected.

The board of directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

The board president shall be the chief volunteer officer of the corporation. The board president shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the board of directors, and shall perform all other duties incident to the office or properly required by the board of directors.

In the absence or disability of the board president, the ranking vice-president or vice-president designated by the board of directors shall perform the duties of the board president. When so acting, the vice-president shall have all the powers of and be subject to all the restrictions upon the board president. The vice-president shall have such other powers and perform such other duties prescribed for them by the board of directors or the board president. The vice-president shall normally accede to the office of board president upon the completion of the board president's term of office.

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or the board president. The secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the secretary.

The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial

reports, including an account of major transactions and the financial condition of the corporation, are made available to the board of directors on a timely basis or as may be required by the board of directors. The treasurer shall perform all duties properly required by the board of directors or the board president. The treasurer may appoint, with approval of the board a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.

The board of directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation.

ARTICLE VIII **INITIAL OFFICIAL AND/OR DIRECTORS**

The first Board of Directors shall consist of the following individuals:

Frankie Guerra, President	3524 Huntwicke Blvd, Davenport Fl 33837
Daniella Galindez, Vice President	3524 Huntwicke Blvd, Davenport Fl 33837
Grisselle Santos, Secretary	413 Corvina Drive, Davenport Fl 33897
Rosa Santos, Tesorera	413 Corvina Drive, Davenport Fl 33897
Rosa Hernandez	413 Corvina Drive, Davenport Fl 33897
Lilliam Morales	5007 Hemingway Circle, Haines City Fl 33844

ARTICLE IX **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 113 Ridge Center Drive, Davenport Florida 33837, and the name of the initial registered agent of The Ark Christian Academy at that address is Samantha Ortiz.

ARTICLE X **INCORPORATOR**

The name and street address of the incorporator is:

Frankie Guerra	3524 Huntwicke Blvd, Davenport Fl 33837
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ARTICLE XI

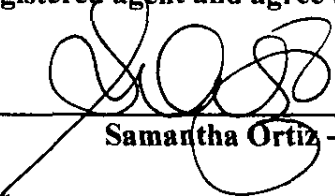
BYLAWS

The initial bylaws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors.

ARTICLE XII
AMENDMENT

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

Having been named as registered agent 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

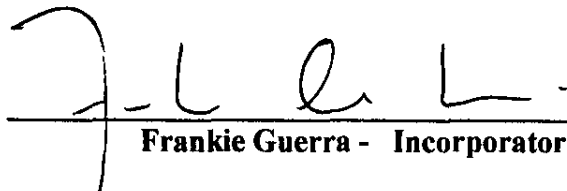


Samantha Ortiz - Registered Agent

January 9, 2014
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, FS.

The undersigned incorporator has executed these Articles of Incorporation this 9 day of January 2014, for the purpose of forming this corporation not for profit under the laws of the State of Florida.



Frankie Guerra - Incorporator

January 9, 2014
Date

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