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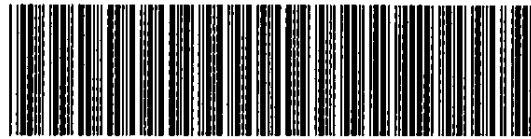
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W14-38084



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 19, 2014

CAROL A. HALL
4554 WOOD AVENUE
JACKSONVILLE, FL 32207

SUBJECT: EARTHA WHITE SERVICE LEARNING ACADEMY, INC.
Ref. Number: W14000038429

We have received your document for EARTHA WHITE SERVICE LEARNING ACADEMY, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Sylvia Gilbert
Regulatory Specialist II
New Filing Section

Letter Number: 714A00013371

RECEIVED
14 JUN 30 JUN 2014 PM 14:13
TALLAHASSEE, FLORIDA

Earth White Service Learning Academy, Inc.

c/o Carol A. Hall
4554 Wood Avenue
Jacksonville, FL 32207
(904) 534-2975

Department of State
Division of Corporations
PO BOX 6327
Tallahassee, FL 32314

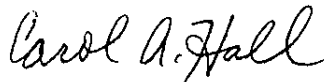
June 26, 2014

Reference Number W14000038429
Letter Number 714A00013371

Ms. Sylvia Gilbert,

Per your letter date June 19, 2014, I have enclosed the corrected original and a copy of Articles of Incorporation along with a copy of your letter.

Sincerely,

A handwritten signature in black ink that reads "Carol A. Hall". The signature is written in a cursive style with a large, stylized 'C' and 'H'.

Carol A. Hall
President

enc

Eartha White Service Learning Academy, Inc.
Articles of Incorporation
A Nonprofit Florida Corporation

RECEIVED
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DIVISION OF CORPORATIONS
14 JUN 27 PM 2:01

ARTICLE I
NAME

Section 1.1. The name of the corporation shall be Eartha White Service Learning Academy, Inc., a Florida nonprofit corporation hereinafter referred to as the "Corporation."

ARTICLE II
ORGANIZATION

Section 2.1. Statement of Purposes. The purpose of this Corporation, as expressed in its Articles of Incorporation, shall be for the purposes of transacting any or all lawful business for which corporations may be incorporated under the Florida Not-For-Profit Corporation Act and to distribute the whole or any part of the income therefrom and the principal thereof exclusively for educational, charitable, scientific, or literary purposes, either directly or by contribution to other educational organizations that qualify as exempt organization under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended.

Section 2.2. Limitations. The following are limitations on the activities, purposes, and organization of the Corporation:

- a. The Corporation is not organized for and is not to be operated for pecuniary gain or profit.
- b. No part of the property of the Corporation and no part of its income or earnings are to accrue to the benefit of any Director or other private individual.
- c. The Corporation is prohibited from engaging in any activity contrary to the purposes for which the Corporation is organized.

Section 2.3. Dissolution. In the event of the dissolution of the Corporation, the Board of Directors hereinafter known as the "Board" shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the remaining assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for educational, charitable, scientific, or literary purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations, 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 where the principal office of the Corporation is then located, exclusively for such purposes or to such organization to organizations, as said court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE III
MEMBERSHIP

Section 3.1. Members. This Corporation is a nonprofit, non-stock corporation, and shall have a membership who admission, qualifications, and rights, including the right, if any, to vote, shall be determined from time to time by resolution of the Board.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1. Management. All powers of the Corporation shall be exercised by and under the authority of the Board, and the property, business, and affairs of the Corporation shall be managed under the Board's direction. Except as specifically set forth to the contrary herein, the Board may not take any action, except upon the approval thereof by the affirmative vote of a majority of the Board present at a meeting at which a quorum of no less than forty percent (40%) of the Board is present. The affirmative vote of not less than two (2) Directors shall be necessary for all actions by the Board relating to the following:

4.1.1. Approval of charitable gifts, transfers, distributions, and grants by the Corporation to other entities.

4.1.2. Adoption of an amendment to the Articles of Incorporation or the Bylaws.

4.1.3. Organization of a subsidiary or affiliate by the Corporation.

4.1.4. Approval of any merger, consolidation, or sale, or other transfer of all or a substantial part of the assets of the Corporation.

Section 4.2. Qualifications of the Board of Directors. Qualifications shall be based upon each individual's ability to serve the Board by volunteering time, professional skills, and other abilities deemed important to the Board. All Directors shall be elected to the Board (whether due to term expiration or other vacancy) by a majority vote of the current Board, whether or not the remaining Directors constitutes a quorum. All Directors of the Board shall have fingerprint and background checks conducted and must be free from any legal restrictions that may prevent them from serving on the Board, as required by Florida law. Directors must also agree to sign a Board of Director's agreement that outlines the responsibilities of the Directors. All Directors of the Board shall have the right to vote on any issue, except those that may present a conflict of interest, in which event the Director must abstain from engaging in any deliberations or discussion or discussions and voting. All conflicts of interest shall be handled in accordance with the Bylaws and Board Policy Manual.

Section 4.3. Number of Directors. The initial Board shall consist of three (3) Directors named in the Articles of Incorporation. The number of Directors may at any time be increased or decreased to no more than nine (9) and no fewer three (3) by a majority vote of the Board. In the event of an increase in the number of Directors, the additional directorships created shall be filled in a manner proscribed herein for the Election of Directors in accordance with Sections 4.4 and 4.5. The initial Directors shall be: 1. Carol A. Hall, 2. Heather M. Waters, and 3. George H. Jackson.

Section 4.4. Nomination of Directors. Not less than one month prior to a regular meeting, the Board may appoint a nomination committee to consist of no fewer than two (2) Board Directors. The nomination committee will compile and submit to the Board a slate of candidates for the directorships and offices to be filled at the upcoming meeting. These submissions shall be deemed to be nominations of each person named.

Section 4.5. Election of Directors. Directors shall be elected by the Board at any meeting where there is an expiring term from a slate of nominees, consisting of at least two (2) nominees for each position open.

Section 4.6. Term of Elected Directors. The initial Board of Directors named in the Articles of Incorporation shall serve as Directors for an initial term of two (2) years. Each elected Director, other than the initial Board for the initial term, shall hold office for a staggered term of two (2) years, commencing at the close of the meeting when such Director is elected and ending at the close of the meeting held two (2) years later. The terms of the elected Directors shall be staggered so that no elected Director's term expires less than three (3) months before the expiration of the term of the next elected Director. Directors may be re-elected for additional term(s) approved by the Board.

Section 4.7. Vacancies. Vacancies occurring in an elected Directorship, however caused, shall be filled as soon as practical by election in accordance with Section 4.5., herein above. Except for a Director elected due to the natural expiration of his predecessor's two-year term, a Director so elected to fill a vacancy shall hold office for the remainder of his predecessor's term.

Section 4.8. Resignation or Removal of Directors. A Director of the Corporation may resign at any time by tendering his or her resignation in writing to the Corporation, which resignation shall become effective upon the date specified therein, or if no date is specified, upon receipt by the Corporation at its principal place of business. Any elected Director may be removed at any time, with or without cause, by a majority vote of the other Directors.

Section 4.9. Compensation of Directors. Directors will not receive compensation for services rendered in their capacities as Directors. However, nothing herein contained shall be construed to preclude any Director from receiving compensation from the Corporation for other services actually rendered or for expenses incurred for serving the Corporation as a Director or in any other capacity.

Section 4.10. Regular Meetings. The Board shall meet at least four (4) times each year, including the annual meeting, each such meeting being approximately three (3) months from the date of the previous regular or annual meeting. The Secretary shall provide written notice of all regular and annual meetings to each Director at the address on file with the Secretary at least fourteen (14) days prior to a meeting, indicating the date, place, and time of the meeting.

Section 4.11. Annual Meetings of the Board. The annual meeting of the Board shall be held without other notice than this Bylaw on the second Tuesday of April of each year; if the second Tuesday of April conflicts with a religious holiday, then the meeting will occur at the next feasible, conflict-free Tuesday in April, unless the Board by resolution provides for a different time and place for the holding of such annual meeting. The annual meeting may be held at such other time and place, without other notice than such resolution.

Section 4.12. Special Meetings. Special meetings of the Board may be called at any time by the Chairperson. Further, special meetings of the Board must be called by the Chairperson within fourteen (14) days of receipt of a written request of any two (2) or more Directors. Written notice of special meetings shall be given to each Director no less than two (2) days prior to such meeting. Such notice shall set forth the time, place, and purpose of the meeting. The business to be transacted at any special meeting shall be limited to those items set forth in the notice of waiver thereof.

Section 4.13. Work Sessions. Work sessions may be called by the Chairperson or a majority of the Directors for the purpose of discussing Corporation matters. Work sessions shall be for the purpose of general discussion and no formal action shall be taken.

Section 4.14. Quorum and Action of the Board. Forty percent (40%) of the Directors must be present in person at a meeting to constitute a quorum for the transaction of business at such meeting. Except as otherwise provided by law, the Articles of Incorporation, or the Bylaws, the affirmative vote of at least two (2) Directors present at a meeting at which a quorum is present shall be necessary for an action of the Board. A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place, so as long as a minimum of two (2) days' notice is provided to all Directors. Notice of any such adjourned meeting shall also be given to the Directors who were not present at the time of adjournment.

Section 4.15. Voting Shares of Stock. In the event the Corporation owns shares of stock in another corporation, such shares shall be voted by the Chairperson, or his or her designee, as authorized by a vote of the Board as set forth in section 4.1 herein above.

ARTICLE V OFFICERS

Section 5.1. Number. The Corporation shall have a Chairperson, Vice Chairperson, Secretary, and Treasurer, each of whom shall be elected by the Board. Such officers and assistant officers as may be deemed necessary may be elected or appointed by the Board. Any two (2) or more offices may be held by the same person. Officers need not be residents of the State of Florida or United States citizens. The failure to elect an officer shall not affect the existence of the Corporation.

Section 5.2. Election and Term of Office. All officers of the Corporation shall be elected by a vote of the Board as set forth in Section 4.1 herein above at the annual meeting of the Board. A duly elected officer shall hold office for a term of a minimum of two (2) years, commencing at the close of the annual meeting, and until the election of a new office at the following annual meeting, or upon their death, resignation, or removal. The current Chairperson shall yield the chair to the Principal for the election of the Chairperson. The Chairperson shall preside over the election of the Vice Chair and all other officers unless decided otherwise by the majority of the Directors. The initial officers of the Corporation shall be: 1. Chairperson – Carol Hall, 2. Vice Chairperson and Secretary – Heather Waters, 3. Treasurer – George Jackson.

Section 5.3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled by an election by the Board as set forth in Section 4.1 for the remaining unexpired term of such office.

Section 5.4. Resignation or Removal of Officers. An officer of the Corporation may resign at any time by tendering his or her resignation in writing to the Chairperson or the Secretary. Resignations shall become effective upon the date specified therein or, if no date is specified, upon the receipt by the Corporation. An officer of the Corporation may be removed at any time, with or without cause, at any meeting of the Board by a vote of the Board as set forth in section 4.1 herein above.

Section 5.5. Chairperson. The Chairperson shall be the principal Executive Officer of the Corporation and, subject to the control of the Board, shall in general supervise and control all of the business and affairs of the Corporation, and he or she shall preside over meetings of the Board of Directors; shall act as a duly authorized representative of the Board and the Corporation in all matters in which the Board has not formally designated some other person to act; shall report as directed to the Board at each meeting; may sign, with the Secretary or any other proper officer of the Corporation authorized by the

Board, deeds, mortgages, bonds, contracts, or other instruments which the Board has authority to execute, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by the Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general, shall perform all duties incident to the office of the Chairperson and such other duties as may be prescribed by the Board from time to time.

Section 5.6. Vice Chairperson. The Vice Chairperson shall act in the place and stead of the Chairperson in the event of the Chairperson's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of him or her by the Board.

Section 5.7. Secretary. The Secretary shall keep or cause to be kept all of the records of the Corporation, record or cause to be recorded the minutes of the meetings of the Board and all Committees, attest to the seal of the Corporation where necessary or required, and keep or cause to be kept a register of the names and addresses of each Director. The Secretary shall perform such other duties as may be prescribed by the Board.

Section 5.8. Treasurer. The Treasurer will have charge and custody of and be responsible for all funds and securities of the Corporation, keep full and accurate accounts of receipts and disbursements, receive and give receipts for monies due and payable to the Corporation, and deposit monies in the name of the Corporation in the depositories designated by the Board of Directors, and perform all other duties as may, from time to time, be prescribed by the Board of Directors or the Chairperson. If required by the Board of Directors, the Treasurer will give a bond for the faithful discharge of the Treasurer's duties in the sum and with the surety or sureties that the Board of Directors determines.

Section 5.9. Other Officers. Other officers elected by the Board shall have such duties and responsibilities as the Board deems advisable.

Section 5.10. Succession of Officers. Unless otherwise directed by a vote of the Board, in the event that an officer of the Corporation has not resigned or been removed but is unable to act in such a position for a period of one (1) month or more, whether due to disability or other reason, then another officer of the Corporation shall serve in that office until such officer is either removed or is able to perform his or her services in the following order:

5.10.1. The Vice Chairperson shall perform the services of the Chairperson.

5.10.2. The Chairperson shall perform the services of the Secretary.

5.10.3. The Secretary shall perform the services of the Treasurer.

Section 5.11. Salaries. Officers will not receive compensation for services rendered as officers of the Corporation. However, nothing herein contained shall be construed to preclude any officer from receiving compensation from the Corporation for other services actually rendered or for expenses incurred for serving the Corporation as or in any other capacity.

Section 5.12. School Principal. The school Principal or designee shall serve as liaison and consult with the Chairperson, or other Board Directors, as needed on school business and shall report to the Board of Directors in all related matters. The execution of the Board policies is the function of the Principal. The Board delegates its executive powers to the Principal to manage the school within the Board's policies within established guidelines. The Principal will notify the Board Directors as promptly as possible of

any happenings of an emergency nature that occur in the school. The Principal will serve as a non-voting Director of the Board.

ARTICLE VI COMMITTEES OF THE BOARD

Section 6.1. Committees of the Board. The Board may, by resolution, establish standing committees and special committees of the Board. Unless otherwise specified by resolution of the Board or these Bylaws, the Board of Directors shall annually appoint the members and the chairs of the standing committees and shall fill vacancies on any standing committee. Appointments to the standing committees shall be made by the Board of Directors at the annual meeting. In addition, the Chairperson may, if so authorized by the Board, appoint the members and chairs of such special committees as the Board may create, which members and chairs may include persons who are not Directors of the Board. All committee appointments and chair appointments must be approved by a vote of the Board.

Section 6.2. Standing Committees. Standing committees shall be created as required by resolution of the Board. The purposes, duties, number of members, and reporting requirements of each standing committee shall be specified in the resolution creating the committee.

Section 6.3. Special Committees. Special committees shall be created as required by resolution of the Board. The purpose, duties, number of members, and reporting requirements of each special committee shall be specified in the resolution creating the committee.

Section 6.4. Committee Members' Term of Office. Unless otherwise specified by resolution of the Board, members of each committee shall continue in office until the next annual meeting of the Board and until their successors are appointed, unless the committee of which they are members shall be sooner terminated by resolution of the Board or until their earlier death, resignation, or removal as committee members.

Section 6.5. Committee Meetings. Meetings of any committee may be called by the chairman of such committee or upon the written request of one-third (1/3) of the committee members. The call for any meeting shall be by giving notice of such meeting which sets forth its time and place and is delivered to the committee members at the address on file in the Secretary's office at least two (2) days prior to such meeting. Unless otherwise provided in the Bylaws, a majority of the members of any committee shall constitute a quorum for the transaction of business. After a quorum has been established at a committee meeting, the subsequent withdrawal of committee members from the meeting so as to reduce the number of committee members present to fewer than the number required for a quorum shall not affect that validity of any action taken at the meeting. Each committee shall keep minutes of its meetings and report to the Board as necessary with recommendations.

Section 6.6. Resignation or Removal of Committee Members. A member of any committee may resign at any time by tendering his or her resignation in writing to the Chairperson or Board of Directors. The Board, by a vote, may remove, with or without cause, any member from a committee for failing to attend three (3) consecutive meetings for the committee. Additionally, any member of a committee may be removed at any time, with or without cause, by a majority vote of the Board.

ARTICLE VII
INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 7.1. Indemnification. The Corporation shall indemnify, to the fullest extent permitted by law, each of its officers, Directors, whether or not then in office (and his or her executor, administrator, and/or heirs) or any person who may have served at its request as a Director or officer, of another corporation, partnership, joint venture, trust, or other enterprise as well as the executor, administrator, and heirs of any of them against all reasonable expenses including: attorneys' fees, judgments, fines, and amounts paid in settlement actually and necessarily incurred by him or her in connection with any threatened, pending, or completed action, suit, proceeding, or arbitration, whether civil or criminal, administrative or investigative (including any appeal thereof), to which he or she is or is threatened to be made a party because he or she is or was a director, officer, employee, or agent of this Corporation, or such other corporation, partnership, joint venture trust, or other enterprise. He or she shall have no right to reimbursement, however, in relation to matters as to which he or she had been adjudged liable to the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, officer, employee, or agent may be entitled.

Section 7.2. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation or who is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article VII.

ARTICLE VIII
CONTRACTS, CHECKS, DEPOSIT BOOKS, AND RECORDS

Section 8.1. Contracts. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of an on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 8.2. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board, which authority may be general or confined to specific instances.

Section 8.3. Checks, Drafts, Other Orders. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents or the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

Section 8.4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time (as defined in the Board Policy Manual) to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

Section 8.5. Gifts. The Board may accept, on behalf of the Corporation, any contributions, gifts, bequests, or devise.

ARTICLE IX
OFFICE AND REGISTERED AGENT

Section 9.1. Principal Office and Mailing Address. The principal office and mailing address of the Corporation shall be 4554 Wood Ave, Jacksonville, Florida 32207, and may be changed from time to time as the Board of Directors may elect.


Section 9.2. Registered Agent and Registered Office. The Registered Agent of the Corporation shall be Carol Hall, 4554 Wood Avenue, Jacksonville, Florida, 32207.

ARTICLE X
NON-PARTICIPATION IN POLITICAL EVENTS OR ACTIVITIES IN CONTRAVENTION OF 501(c)(3)

Section 10.1. Non-participation in politics. Not only shall the Corporation not participate in or intervene in any political campaign on behalf of any public candidate, it shall also not partake in such activities in opposition of any candidate.

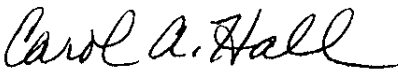
Section 10.2. Non-participation in activities which would violate 501(c)(3). Notwithstanding other provisions of the Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt for Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future code).

Incorporator,



Carol A. Hall
4554 Wood Avenue
Jacksonville, Florida 32207

I am hereby familiar with and accept the duties and responsibilities as Registered Agent.



Carol A. Hall
4554 Wood Avenue
Jacksonville, Florida 32207