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FLORIDA PROFIT/NON PROFIT CORPORATION
Building Hope Hercules, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

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12/2/14

**ARTICLES OF INCORPORATION
OF
BUILDING HOPE HERCULES, INC.**

THE UNDERSIGNED HEREBY FORMS A CORPORATION NOT-FOR-PROFIT
UNDER AND PURSUANT TO CHAPTER 617, FLORIDA STATUTES, AND DOES
HEREBY CERTIFY AS FOLLOWS:

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be Building Hope Hercules, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The principal street address and mailing address of the Corporation office is:

910 17th Street NW, Suite 1100, Washington, D.C. 20006

**ARTICLE III
PURPOSES**

The purpose for which this Corporation is organized is exclusively for charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. In particular, this Corporation shall have as its sole purpose and activity the support of public schools of choice by the provision of high-quality, low-cost public charter school facilities in Pinellas County, on a parcel commonly known as 2289 Hercules Avenue, Clearwater, Florida, for the use by a non-profit charter school operator(s), to minimize the capital requirements for school operator(s), and to provide a mechanism for the non-profit charter school operator(s) to acquire the facilities if and when its capital position allows.

**ARTICLE IV
MEMBERS**

The sole Member of the Corporation shall be Building Hope...A Charter School Facilities Fund, a District of Columbia nonprofit corporation.

**ARTICLE V
MANNER OF APPOINTMENT; REMOVAL**

The directors and officers shall be appointed on an annual basis solely by, and serve at the pleasure of, a majority vote of the Board of Directors of the Member. There will be not fewer than three (3) nor more than five (5) directors, as provided in the Bylaws of this

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Corporation. Any director or officer of this Corporation may be removed at any time by majority vote of the Board of Directors of the Member, with or without cause.

**ARTICLE VI
INITIAL DIRECTORS AND/OR OFFICERS**

The name, address and title of the persons constituting the initial board of directors and officers are:

S. Joseph Bruno
Director
910 17th Street NW, Suite 1100
Washington, D.C. 20006

Paul Leleck
Director
910 17th Street NW, Suite 1100
Washington, D.C. 20006

Joseph Cooper
Director
910 17th Street NW, Suite 1100
Washington, D.C. 20006

Each such director is also an Assistant Secretary of this Corporation.

**ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office and the name of its initial registered agent at such address is:

Richard Moreno
1225 SE 2nd Avenue
Fort Lauderdale, FL 33316

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.


Richard Moreno

11/25/14
Date

ARTICLE VIII INCORPORATOR

The name and address of the Incorporator is:

David Cohen
Edwards Cohen
200 West Forsyth St., Ste. 1300
Jacksonville, FL 32202

ARTICLE IX LIABILITY OF DIRECTORS AND OFFICERS; INDEMNIFICATION

To the fullest extent permitted by law, no director or officer of this Corporation shall be personally liable to this Corporation for monetary damages for breach of any duty owed to this Corporation, except that a director or an officer may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law or (iii) a transaction from which the director or officer derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this Corporation shall be indemnified and held harmless by this Corporation to the fullest extent permitted by law.

ARTICLE X CHARITABLE ORGANIZATION PROVISIONS

This Corporation is organized as a Florida not-for-profit corporation, without capital stock. Notwithstanding any powers granted to this Corporation by its Articles, Bylaws or by the laws of the State of Florida, the following limitations of power shall apply:

a. This Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), in the first instance, subject to compliance with the foregoing requirement, Building Hope...A Charter School Facilities Fund, a District of Columbia nonprofit corporation, for its nonprofit purposes.

b. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to its directors, trustees, officers, or other private persons, except that this Corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of purposes set forth in the purpose clause hereof. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence

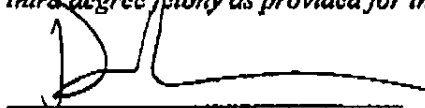
legislation, and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Code Section 501(c)(3); or (ii) by an organization contributions to which are deductible under Code Section 170(c)(2).

c. Upon dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), which, in the first instance to the extent consistent with the foregoing requirement (and after the payment or other satisfaction of all debts and liabilities of this Corporation) shall be to Building Hope...A Charter School Facilities Fund, a District of Columbia nonprofit corporation (or its successors), or at the direction of the Board of Directors thereof. Any such assets not so disposed of shall be disposed of by the court having jurisdiction over this Corporation, 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 XI OTHER PROVISIONS

In the absence of fraud, no transaction between (a) this Corporation and (b) any other association, corporation or any director or officer of this Corporation individually, shall be affected by the fact that any director or officer of this Corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

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.



David Cohen, Incorporator

11-25-14

Date