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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**ECA Jacksonville, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
ECA JACKSONVILLE, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as the Incorporator of this Corporation not for profit, pursuant to Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation and states as follows:

**ARTICLE I  
CORPORATE NAME**

The name of this corporation is ECA JACKSONVILLE, INC.

**ARTICLE II  
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The initial principal place of business and mailing address is located at: 7011 A.C. Skinner Parkway, Suite 140, Jacksonville, Florida 32256.

**ARTICLE III  
DURATION**

The term of existence of this Corporation shall be perpetual unless dissolved in accordance with Florida law. Corporate existence shall commence upon filing with the Secretary of State.

**ARTICLE IV  
PURPOSES**

The purposes for which this Corporation is organized shall primarily be to establish and operate a charter school pursuant to the laws of the State of Florida within the borders of Duval County, Florida. The charter school shall be organized so that it presents a system of formal instruction of its curriculum to a regularly enrolled student body through its faculty for the benefit of the general public, and shall fulfill the following purposes: improve student learning

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and academic achievement, increase learning opportunities for all students, and encourage the use of innovative learning methods.

In general, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Corporation.

The purposes for which this Corporation is organized shall be limited to those which are strictly charitable and educational. In no event shall this Corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986; or (2) of a Corporation, contributions to which are deductible under Section 170( c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

The Corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the Corporation engage in subversive activities.

The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

The Corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

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**ARTICLE V  
RESTRICTIONS**

The corporation is organized to be a not-for-profit corporation, and may engage only in those activities permitted to be carried on by a corporation exempt from Federal income taxes under Section 501(c)(3) or Section 170 of the Internal Revenue Code or any section of any statute or regulation adopted in succession thereof. The Corporation shall not engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of any private individual.

**ARTICLE VI  
MEMBERS**

This Corporation shall have no Members.

**ARTICLE VII  
DIRECTORS**

The numbers of persons constituting the first Board of Directors of the Corporation shall be established in the by-laws, but shall not be less than three (3). The by-laws shall provide the process for the selection of Directors. The initial Directors of the Corporation are:

Mr. Glen Gilzean  
7011 A.C. Skinner Parkway, Suite 140  
Jacksonville, Florida 32256

Ms. Kelly Chufo  
7011 A.C. Skinner Parkway, Suite 140  
Jacksonville, Florida 32256

Mr. Bernie Berania  
7011 A.C. Skinner Parkway, Suite 140  
Jacksonville, Florida 32256

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At the first election of Directors to be held no later than the date the Charter between the School Board of Duval County and the Corporation is executed no fewer than three (3) individuals shall be selected to serve as Directors. Such individuals may include the members of the first Board of Directors as set forth in these Articles of Incorporation. The number of directors and the election and term of office of Directors shall be stated in the by-laws of the Corporation.

#### **ARTICLE VIII OFFICERS**

The Corporation shall have such officers as may be provided for in the by-laws of the Corporation. The manner of selection of Officers shall also be provided for in the by-laws. Duties of officers shall be described in the by-laws. Generally, the affairs of the Corporation in operating the charter school shall be managed on a day-to-day basis by the executive director of the school. The Board of Directors shall set policy for the Corporation including but not limited to, the academic, financial and operation policies of the charter school, with the executive director charged to implement these policies pursuant to the by-laws.

No compensation shall be paid to any officer, director, trustee, creator or organizer of the Corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the Corporation.

#### **ARTICLE IX BY-LAWS**

The by-laws of the Corporation shall be initially approved by a majority vote of the Board of Directors, and thereafter may be revised, amended, altered or rescinded in accordance with the by-laws.

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**ARTICLE X  
DISSOLUTION**

In the event of dissolution of this corporation, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c) of the Internal Revenue Code of 1954, as amended, or corresponding sections of any prior or future United States of Internal Revenue law or to the federal, state or local government to be used for exclusively public purposes.


**ARTICLE XI  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is: 625 Court Street, Suite 200, Clearwater, Florida 33756, and the name of the initial registered agent of this corporation at that address is: Todd A. Jennings.

**ARTICLE XII  
INCORPORATOR**

The following is the name and street address of the incorporator signing these Articles of Incorporation: Todd A. Jennings, 625 Court Street, Suite 200, Clearwater, Florida 33756.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 28<sup>th</sup> day of July, 2015.

  
\_\_\_\_\_  
TODD A. JENNINGS  
Authorized Representative  
of the Corporation

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ACCEPTANCE OF REGISTERED AGENT


THE CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is: ECA JACKSONVILLE, INC.
2. The name and address of the registered agent and office is:

Todd A. Jennings  
625 Court Street, Suite 200  
Clearwater, Florida 33756

Having been named as registered agent and to accept service of process for the above stated company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 28th day of July, 2015.

  
\_\_\_\_\_  
TODD A. JENNINGS