

N16000003763

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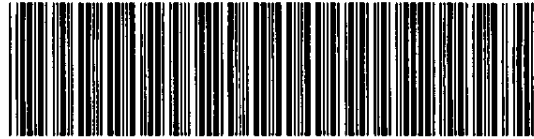
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2016 JUL 20 P 3:29

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XOEWEN T.
JUL 22 2016

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Rock Point Charter

DOCUMENT NUMBER: N 16000003763

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Belkis Coupet
(Name of Contact Person)

Rock Point Charter
(Firm/ Company)

7904 Red Mahogany Rd
(Address)

Boynton Beach, FL 33437
(City/ State and Zip Code)

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

For further information concerning this matter, please call:

Belkis Coupet at (561) 543-0417
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|--|---|---|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

Rock Point Charter

(Name of Corporation as currently filed with the Florida Dept. of State)

N16000003763

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new
name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc."
"Company" or "Co." may not be used in the name

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

(Florida street address)

New Registered Office Address:

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>TR</u>	<u>Ramon Antonio Lizardo</u>	<u>4026 Bluff Harbor Way</u> <u>Wellington, FL 33449-8317</u>
2) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>T</u>	<u>Andres Reynolds</u>	<u>1750 NE 6 ST</u> <u>Boynton Beach, FL 33435</u>
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove			
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove			
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove			
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove			

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

Bylaws included.

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 7/16/16

Signature Belkis Coupet
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Belkis Coupet
(Typed or printed name of person signing)

President
(Title of person signing)

BYLAWS
OF
ROCK POINT CHARTER, INC.

ARTICLE I: NAME

The name of this corporation is ROCK POINT CHARTER, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II: OFFICES

Section 2.1. Principal Executive Office. The principal executive office of the corporation shall be located at 1815 Forest Hill Blvd Lake Clarke Shores, FL 33406 (hereinafter referred to as the "Principal Office"). The Board of Directors may change the location of this office. Any such change shall be noted on these Bylaws by the Secretary; and this section may be amended to state the new location.

Section 2.2. Other Offices. Other offices may at any time be established at any place or places as specified by the Board of Directors, and set forth by amendment in this section of the Bylaws by the Secretary.

ARTICLE III: PURPOSE

Section 3.1. Purposes. The purposes for which this Corporation is formed are as follows:

- (a) ROCK POINT CHARTER, Inc., is an educational organization providing academics and therapeutic behavioral support and resources to parents and guardians of special needs children facing challenges due primarily to autism spectrum disorder(s); this is accomplished through low student-teacher ratios in small group classroom settings to encourage academic and social success in children from elementary age to young adulthood; emphasis is given to speech and verbal skills, fine and gross motor skills, as foundational to success in life and school; parents are encouraged to attend free seminars and training conferences throughout the year to improve their skills and encourage them as advocates for

their own child(ren); said corporation is organized exclusively for charitable purposes.

- (b) The mission of the school is to create a school recognized for its continuum of care model for children transitioning out of early intervention and other related therapies. The school will serve as a bridge to close the gap between intense earlier intervention and a classroom/social environment via an intervention and transitional based learning model. This school will provide a unique blend of special education provided by teachers that are credentialed as Registered Behavior Technicians working alongside Board Certified Behavior Analysts, speech therapists and occupational therapists.

ARTICLE IV: DEDICATION OF ASSETS

Section 4.1. Dedication of Assets. The properties and assets of this nonprofit Corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, director or officer of this Corporation. On liquidation or dissolution, all properties and assets, and obligations if any, shall be distributed and paid over to an organization dedicated to similar charitable, religious and/or educational purposes, which has established its tax-exempt status under Internal Revenue Code Section 501(c)(3).

ARTICLE V: MEMBERSHIP

The corporation shall not have any members.

ARTICLE VI: BOARD OF DIRECTORS

Section 6.1. Powers. Subject to the provisions of the General Nonprofit Corporation Law of the State of Florida, the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the day-to-day operation of the business of the Corporation to a management company, committee (however composed), or other person, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Section 6.2. Number of Directors. The authorized number of directors of the Corporation shall be not less than three (3), nor more than twelve (12), until changed by amendment of the Articles of Incorporation or by a bylaw amending this Section 6.2. The exact number of directors shall be fixed from time to time, within the limits specified in this Section 6.2, by the Board of Directors.

Section 6.3. Qualifications of Directors. Each Director shall be a natural person at least 21 years of age.

Except for the initial directors as described in Section 6.4 below, the members of the Board of Directors shall be appointed by the Board of Directors as set forth herein below.

It is the intent of the Corporation that the composition of the Board of Directors shall represent a diversity of skills, life experience, backgrounds and other characteristics to enable the Board of Directors to make informed, well-balanced decisions on the economic viability and social impact of its activities.

Section 6.4. Election and Term of Office. The four (4) initial members of the Board of Directors, as named in the Articles of Incorporation and the amendment thereto, shall serve until their successors have been selected and seated at the Corporation's first annual meeting in December 2016. At this annual meeting, the directors shall be classified into two groups for the purpose of providing, as nearly as numerically possible, for the selection of one-half of the Board of Directors in each subsequent year. The first group shall consist of directors whose initial term of office shall commence with the first annual meeting of the Board of Directors and continue through the Corporation's second annual meeting. The second group shall consist of directors whose initial term of office shall commence with the first annual meeting of the Board of Directors and continue through the corporation's third annual meeting.

Except as provided above, for the initial terms of the directors, the term of office of each Director of the Corporation shall be for two (2) years, and until his or her successor has been selected and seated.

If any annual meeting is not held or the directors are not appointed at the annual meeting, the directors may be appointed at any meeting of the Board, as set forth in Section 6.5, below. A director may succeed himself or herself in office,* and there shall be no limit to the number of consecutive terms a director may serve.

Section 6.5. Vacancies and Removal. A vacancy in the Board of Directors shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any director; (ii) the declaration by the Board of Directors of a vacancy in the office of a director who has missed three (3) consecutive meetings of the Board of Directors, or a total of five (5) meetings of the Board of Directors during any one calendar year; (iii) an increase in the authorized number of directors; or (iv) the failure of the directors, at any annual or other meeting of directors at which any director or directors are elected, to elect the full authorized number of directors to be voted for at that meeting.

The Board of Directors, by affirmative vote of a majority of the directors then in office, may remove any director without cause at any regular or special meeting; provided that the director to be removed has been notified in writing in the manner set forth in Section 6.9 below, that such action would be considered at the meeting.

All vacancies may be filled by vote of a majority of the directors then in office, whether or not the majority is less than a quorum, or by vote of a sole remaining director. Each director so appointed shall hold office until his or her successor is appointed at an annual or other meeting of the Board.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors of the Corporation, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, the successor may be elected to take office when the resignation becomes effective. No director may resign when the Corporation would then be left without a duly elected director or directors in charge of its affairs.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of that director's term of office.

Section 6.6. Place of Meetings; Meeting by Telephone. Regular meetings of the Board of Directors may be held at any place within or outside the State of Florida that has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal executive office of the corporation, or as set forth by prior written notice to the board of directors by the President of the Board.

Special meetings of the Board shall be held at any place within or outside the State of Florida that has been designated in the notice of the meeting or, if not stated in the notice, or if

there is no notice, at the principal executive office of the corporation. Notwithstanding the above provisions of this Section 6.6, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by telephone conference or similar communications equipment, as long as all directors participating in the meeting can hear one another; and all such directors shall be deemed to be present in person at such meeting.

Section 6.7. Annual Meeting. The Board of Directors shall hold a regular meeting in December of each year, for the purpose of appointing directors and officers of the Corporation, and for the transaction of other business. Notice of the annual meeting shall be given in the manner set forth in Section 6.9, of this Article 6.

Section 6.8. Other Regular Meetings. Other regular meetings of the Board of Directors shall be held at such times as are fixed by the Board of Directors. Such regular meetings may be held without formal notice.

Section 6.9. Special Meetings. Special meetings of the Board of Directors for any purpose may be called at any time by the Chairperson of the Board, the President, the Secretary, or any two directors.

Written notice of the time and place of special meetings shall be delivered personally to each director or communicated to each director by telephone, or by email or first-class mail, with charges prepaid, addressed to the director at the director's address as it is shown upon the records of the corporation or, if it is not so shown on such records or it is not readily ascertainable, at the place at which the meetings of the directors are regularly held. In case such notice is mailed, it shall be deposited in the United States mail at least four (4) days prior to the time of the holding of the meeting. In case such notice is delivered personally or by telephone or email, it shall be so delivered at least forty-eight (48) hours prior to the time of the holding of the meeting. Such mailing or delivery, personally or by telephone or email, shall be due, legal, and personal notice to such director.

Notice of a meeting need not be given to any director who signs a waiver of notice; or a consent to holding the meeting; or an approval of the meeting, whether before or after the meeting; or who attends the meeting without protesting the lack of notice to such director, prior to the

meeting or at its commencement. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 6.10. Action at a Meeting: Quorum and Required Vote. Presence of a majority of the directors then in office at a meeting of the Board of Directors constitutes a quorum for the transaction of business, except as otherwise provided in these Bylaws. Every act done or decision made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number, or the same number after disqualifying one or more directors from voting, is required by the Articles of Incorporation, these Bylaws, or by law. A meeting at which a quorum is initially present, including an adjourned meeting, may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a disinterested majority of the required quorum for such meeting, or such greater number as required by the Articles of Incorporation, these Bylaws or by law. Adoption or revocation of a plan of merger; consolidation; voluntarily dissolution; bankruptcy or reorganization; or for the sale, lease, or exchange of all or substantially all of the property and assets of the Corporation otherwise than in the usual and regular course of its business, requires the approval of two-thirds (2/3) of the authorized number of directors of the corporation.

Section 6.11. Adjourned Meeting and Notice. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment. Such notice may be waived in the manner provided for in Section 6.9, hereinabove.

Section 6.12. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such directors.

Section 6.13. Fees and Compensation. Directors and members of committees may receive such reasonable compensation, if any, for their services, and such reasonable reimbursement for expenses, as may be fixed or determined by resolution of the Board of Directors.

Any director, officer, or key employee, who has an interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification, shall make a prompt and full disclosure of their interest to the Board or committee prior to its acting on such contract or transaction. Such disclosures shall include any relevant and material facts known to such person about the contract or transaction that might reasonably be construed to be adverse to the interest of ROCK POINT CHARTER, Inc.

No member or director shall cast a vote on any matter which has a direct bearing on services to be provided by that member, director, or any organization which such member or director represents, or in which such member or director has an ownership interest or is otherwise interested or affiliated, which would directly or indirectly financially benefit such member or director. All such services will be fully disclosed or made known to the Board members present at the meeting at which such contracts shall be authorized.

A maximum of forty-nine percent (49%) of the Corporation's Board of Directors may be salaried at any given time, and will not be related to salaried personnel or other parties providing services. In addition, the Board will make decisions regarding any compensation, with salaried directors prohibited from voting on decisions regarding their own compensation.

The Board of Directors will determine the amount of compensation to be paid a director or other key employee by (1) using the Miami-Dade, Broward or Palm Beach County Pay Plan(s) for similar Job Descriptions as a guideline; (2) consider the amount of time the individual is spending in their position; (3) the expertise and other pertinent background of the individual; (4) the size and complexity of the Corporation; and (5) the Corporation's need for the services of the particular individual.

ARTICLES VII: COMMITTEES

Section 7.1. Committees of Directors. The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, designate one or more committees, each of which shall consist of one (1) or more directors and may also include members who are not on the Board of Directors, to serve at the pleasure of the Board. The Board may designate one or more alternate members of any committee, who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the directors then in office, provided that a quorum is

present. Any committee that includes voting members who are not on the Board of Directors may not be delegated the authority or power of the Board of Directors. Any committee whose voting members consist only of directors, to the extent of the powers specifically delegated in the resolution of the Board of Directors or in these Bylaws, may have all or a portion of the authority of the Board of Directors, except that no committee, regardless of Board resolution, may:

- (a) Approve any action that, under the General Nonprofit Corporation Law of the State of Florida also requires the affirmative vote of the members of a nonprofit corporation;
- (b) Fill vacancies on the Board of Directors or in any committee that has the authority of the Board;
- (c) Fix compensation of the directors for serving on the Board or on any committee;
- (d) Amend or repeal the articles of incorporation or bylaws or adopt new bylaws;
- (e) Amend or repeal any resolution of the Board of Directors that by its express terms is not capable of being so amended or repealed;
- (f) Appoint any other committees of the Board of Directors or the members of such committees;
- (g) Approve a plan of merger; consolidation; voluntary dissolution; bankruptcy or reorganization; or for the sale, lease, or exchange of all or substantially all of the property and assets of the Corporation, otherwise than in the usual and regular course of its business; or revoke any such plan.
- (h) Approve any transaction between the Corporation and one or more of its directors in which the director or directors have a material financial interest.
- (i) Bind the Corporation in a contract or agreement exceeding the amount of Five Thousand (US\$5,000.00) Dollars.

Section 7.2. Meetings and Actions of Committees. Meetings and actions of all committees shall be governed by, and held and taken in accordance with the provisions of Article 6 of these Bylaws, concerning meetings and actions of directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and

shall be filed with the corporate records. The Board of Directors may adopt rules not inconsistent with the provisions of these Bylaws for the government of any committee.

Section 7.3. Executive Committee. Pursuant to Section 7.1 above, the Board of Directors may appoint one (1) or more directors, one of whom shall be the Chairperson of the Board, to serve on the Executive Committee of the Board of Directors. The Executive Committee, unless limited in a resolution of the board, shall have and may exercise all the authority of the Board of Directors in the daily management of the business and affairs of the Corporation between meetings of the board; provided, however, that the Executive Committee shall not have the authority of the board in reference to those matters enumerated in Section 7.01. The Secretary of the Corporation shall send to each director a summary report of the business conducted at any meeting of the Executive Committee.

ARTICLE VIII: OFFICERS

Section 8.1. Officers. The officers of the Corporation shall consist of the Chairperson of the Board, the Vice Chairperson of the Board, the President, the Secretary, and the Treasurer; and each of them shall be appointed by the Board of Directors. The Chairperson and Vice-Chairperson shall be directors; other officers may, but need not, be directors. Any two or more offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as either the President or the Chairperson of the Board. The Board of Directors may appoint, and may empower the Chairperson of the Board, the President or another officer to appoint, such other officers as the activities of the Corporation may require, each of whom shall have such authority and perform such duties as are provided in these Bylaws or as the Board of Directors may from time to time determine.

All officers of the Corporation shall hold office from the date appointed to the date of the next succeeding annual meeting of the Board of Directors, and until the successors to such officers are elected and qualified; provided that all officers, as well as any other employee or agent of the Corporation, may, subject to any claim for breach of contract based on any contractual arrangements between any such person and the Corporation, be removed at any time at the pleasure of the Board of Directors, or, except in the case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors, and upon the removal, resignation, death, or incapacity of any officer, the Board of Directors, the

Chairperson of the Board, the President or another officer in cases where the Chairperson of the Board, the President or the other officer has been vested by the Board of Directors with power to appoint, may declare such office vacant and fill such vacancy.

Any officer may resign at any time by giving written notice to the Board of Directors, the Chairperson of the Board, the President, or the Secretary of the Corporation, without prejudice, however, to the rights, if any, of the Corporation under any contract to which such officer is a party. Any resignation shall take effect on the date of the receipt of such notice or at any later time specified in the resignation; and unless otherwise specified in the resignation, the acceptance of the resignation shall not be necessary to make it effective.

The salary and any other compensation of the officers shall be fixed from time to time by resolution of or in the matter determined by the Board of Directors.

Section 8.2. Duties of the Chairperson of the Board. The Chairperson of the Board shall, when present, preside at all meetings of the Board of Directors and Executive Committee and shall perform all the duties commonly incident to that office. The Chairperson of the Board shall have authority to execute in the name of the Corporation all bonds, contracts, deeds, leases, and other written instruments to be executed by the Corporation (except when by law the signature of the President is required), and shall perform such other duties as the Board of Directors may from time to time determine.

Section 8.3. Duties of the Vice-Chairperson of the Board. The Vice-Chairperson of the board shall possess the powers and discharge the duties of the Chairperson in the latter's absence or disability.

Section 8.4. Duties of the President. The President shall function as the General Manager and Chief Executive Officer of the Corporation in administering the conduct of its business. Where appropriate, the Board of Directors shall place the President under a contract of employment. The President shall be responsible to and governed by the Board of Directors, shall report to and advise the board on all significant matters of the Corporation's business, and shall see that all orders and resolutions of the board are carried into effect. The President shall be empowered to act, speak for, or otherwise represent the Corporation between meetings of the board within the boundaries of policies and purposes established by the board and as set forth in the Articles of Incorporation and Bylaws. The President shall be responsible for the hiring and firing of all personnel other than officers appointed by the board, and shall be responsible for keeping the board informed at all

times of staff performance as related to program objectives, and for implementing any personnel policies adopted by the board. The President is authorized to contract, receive, deposit, disburse, and account for funds of the Corporation in fulfillment of the Corporation's objectives; to execute in the name of the Corporation all bonds, contracts, deeds, leases, and other written instruments to be executed by the Corporation; and to negotiate all material business transactions of the Corporation.

Section 8.5. Duties of the Secretary and Assistant Secretaries. The Secretary shall record or cause to be recorded, and shall keep or cause to be kept, at the principal executive office and such other place(s) as the Board of Directors may order, a book of minutes of actions taken at all meetings of directors and committees, with the time and place of holding, whether regular or special, how authorized, the notice given, the names of those present at the such meetings, and the proceedings of such meetings.

The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and of the committees of this Corporation required by these Bylaws or by law to be given, shall keep the seal of the Corporation (if any) in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these Bylaws.

Section 8.6. Duties of the Treasurer and Assistant Treasurers. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse or cause to be disbursed the funds of the Corporation as may be ordered by the Board of Directors, shall render to the President and directors, whenever they request it, an account of all of the Treasurer's transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

If required by the Board of Directors, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the

duties of the Treasurer's office and for restoration to the Corporation of all its books, papers, vouchers, money and other property of every kind in the Treasurer's possession or under the Treasurer's control on the Treasurer's death, resignation, or retirement, or removal from office. The Corporation shall pay the cost of such bond.

ARTICLE IX: STANDARD OF CARE

Section 9.1. General. A director shall perform the duties of a director, including duties as a member of any committee of the Board on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) One or more officers or employees of the Corporation, whom the director believes to be reliable and competent in the matters presented;
- (b) Counsel, independent accountants or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- (c) A committee of the Board upon which the director does serve, as to matters within its designated authority, which committee the director believes to merit confidence, so long as in any such case, the director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Section 9.3, a person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a Corporation, or assets held by it, are dedicated.

Section 9.2. Loans. This Corporation shall not make any loan of money or property to or guarantee the obligation of, any director or officer; provided, however, that this Corporation may advance money to a director or officer of this Corporation or any subsidiary for expenses

reasonably anticipated to be incurred in performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 9.3. Self-Dealing Transactions. Except as approved in Section 9.4 below, the Board shall not approve a self-dealing transaction. A self-dealing transaction is one to which the Corporation is a party and in which one or more of the directors has a material financial interest or a transaction between this Corporation and one or more of the directors or between this Corporation and any person in which one or more of its directors has a material financial interest.

Section 9.4. Approval. The Board of Directors may approve a self-dealing transaction if the Board determines that the transaction is in the best interests of, and is fair and reasonable to, this Corporation and, after reasonable investigation under the circumstances, determines that this Corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board, in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of the majority of the directors then in office, provided that a quorum is present, without counting the vote of the interested director(s).

Section 9.5. Whistleblowing. ROCK POINT CHARTER, Inc. is committed to high standards of ethical, moral and legal business conduct.

It is the responsibility of all board members, officers, employees and volunteers to report concerns about violations of law or regulations that govern the Corporation's operations. The Board of Directors will keep an open communication policy to provide an avenue for employees and members to raise concerns and reassurance that they will be protected from reprisals or victimization for whistleblowing.

It is contrary to the values of the Corporation for anyone to retaliate against any board member, officer, employee or volunteer who in good faith reports an ethics violation or a suspected violation of law, such as a complaint of discrimination, or suspected fraud, or suspected violation of any regulation governing the operations of the Corporation. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment.

The Corporation is responsible for ensuring that all complaints of unethical or illegal conduct are investigated and resolved. All complaints will be reported to the Board of Directors or officers for resolution. Any complaints or concerns regarding corporate accounting practices,

internal controls or auditing will be investigated and the Board of Directors or officers will work with the Audit or Finance Committee until the matter is resolved.

Anyone filing a written complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Violations or suspected violations may be submitted on a confidential basis by the complainant. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

The complainant will be notified by the President thereby acknowledging receipt of the reported violation or suspected violation. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

Section 9.6. Indemnification. To the fullest extent permitted by law, this Corporation shall indemnify its directors, officers, employees, and agents, including persons formerly occupying any such position, and the heirs, executors and administrators of such persons, against all expenses (including attorneys' fees and disbursements), judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any action, suit, or proceeding, including an action by or in the right of the Corporation, by reason of the fact that the person is or was a director, officer, employee or agent of this Corporation. Such right of indemnification shall not be deemed exclusive of any other rights to which such person may be entitled apart from this Section 9.6.

To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification in defending any action, suit, or proceeding shall be advanced by the Corporation before final disposition of the proceeding, upon receipt by the Corporation of an undertaking by or on behalf of that person to repay such amount, unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

The Corporation shall have power to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by such persons in such capacity or arising out of the person's status as such.

**ARTICLE X: EXECUTION OF CORPORATE INSTRUMENTS
BY THE CORPORATION**

Section 10.1. Execution of Corporate Instruments. The Board of Directors may, in its discretion, determine the method and designate the signatory officer(s) or other person(s), to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Corporation.

All checks and drafts drawn on banks or other depositories on funds to the credit of the Corporation, or in special accounts of the Corporation, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

Section 10.2 Record Retention. Generally all records will be kept for five years.

- (a) Records for federal tax purposes will be kept for three (3) years after the return was filed;
- (b) Permanent Records to be kept include the application for recognition of tax-exempt status, the determination letter recognizing tax-exempt status and organizing documents, such as Articles of Incorporation and By-Laws, with amendments as well as board minutes.

ARTICLE XI: ANNUAL REPORT TO DIRECTORS

Section 11.1. Annual Report. The Corporation shall provide to the directors no later than 100 days after the close of its fiscal year, a report containing the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, if any, of the Corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, if any, during the fiscal year;
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted, to particular purposes, for the fiscal year;

- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.

The report shall be accompanied by any pertinent report of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

ARTICLE XII: MAINTENANCE AND INSPECTION OF CORPORATE RECORDS

Section 12.1. Maintenance and Inspection of Articles and Bylaws. The Corporation shall keep at its principal office in this state, the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the director's at all reasonable times during office hours.

Section 12.2. Maintenance and Inspection of Other Corporate Records. The accounting books, records, and minutes of proceedings of the Board of Directors, and any committees of the Corporation, shall be kept at such place or places designated by the Board of Directors or, in the absence of such designation, at the principal executive office of the Corporation. The minutes shall be kept in written or type form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Corporation shall turn over to his or her successor or the President, in good order, such corporate monies, books, records, minutes, lists, documents, contracts or other property of the Corporation as have been in the custody of such officer, employee, or agent during his or her term of office.

Every director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the Corporation and each of its subsidiary corporations, if any. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents, preferably with prior notice.

ARTICLE XIII: FISCAL YEAR

Section 13.1. Fiscal Year. The fiscal year of the Corporation shall run from January 1st through December 31st of each year.

ARTICLE XIV: CONSTRUCTION AND DEFINITIONS

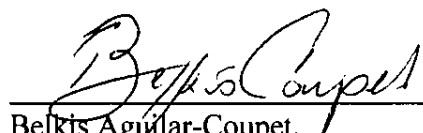
Section 14.1. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Nonprofit Corporation Law of the State of Florida, as amended from time to time, shall govern the construction of these Bylaws, without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person. If any competent court of law shall deem any portion of these Bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these Bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

ARTICLE XV: AMENDMENTS

Section 15.1 Amendments. These Bylaws may be adopted, amended or repealed by the vote of a majority of the directors present at a meeting duly held at which a quorum is present. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed Bylaw revisions with explanations therefore, is given in accordance with these Bylaws, unless such notice is waived in accordance with these Bylaws.

The above Bylaws are the Bylaws of this Corporation as adopted at a meeting of the Board of Directors held on 6/27/16

Dated:



Belkis Aguilar-Coupet,
President