

N 16000005931

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

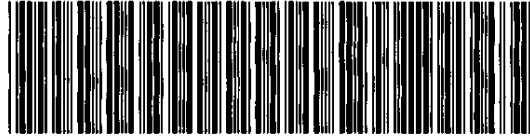
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800286558608

06/08/16--01022--012 **70.00

16 JUN - 8 PM 8:31
RECEIVED
FBI - BOSTON
JUN 16 2016



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 14, 2016

MELISSA GROSS-ARNOLD, ESQ.
6279 DUPONT STATION COURT
JACKSONVILLE, FL 32217

SUBJECT: UNIVERSITY PREPARATORY ACADEMY-PALM BEACH, INC.
Ref. Number: W16000042809

We have received your document for UNIVERSITY PREPARATORY ACADEMY-PALM BEACH, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The purpose contained in your articles of incorporation should be more specific. Please correct your articles to reflect the specific purpose for which the non profit corporation is being organized.

Please return 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.

Nadira D McClees-Sams
Regulatory Specialist II

Letter Number: 916A00012381

COVER LETTER

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

SUBJECT: University Preparatory Academy-Palm Beach, 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: Melissa Gross-Arnold, Esq.

Name (Printed or typed)

6279 Dupont Station Court

Address

Jacksonville, FL 32217

City, State & Zip

(904) 731-3800

Daytime Telephone number

melissa@arnoldlawfirmllc.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
In compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be: University Preparatory Academy-Palm Beach, Inc.

ARTICLE II PRINCIPAL OFFICE

Principal street address:
2101 N Australian Ave.

West Palm Beach, FL 33407

Mailing address, if different is:

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: _____

ARTICLE IV MANNER OF ELECTION The manner in which the directors are elected and appointed: _____

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Anthony Polazzi Name and Title: Daryl Cobb

Address 2101 N Australian Ave. Address: 2101 N Australian Ave.
West Palm Beach, FL 33407 West Palm Beach, FL 33407

Name and Title: Melissa Klafter Name and Title: Britt Pogue

Address 2101 N Australian Ave. Address: 2101 N Australian Ave.
West Palm Beach, FL 33407 West Palm Beach, FL 33407

Name and Title: _____ Name and Title: _____

Address _____ Address: _____

FILED
DIVISION OF CORPORATIONS
16 JUN -8 PM 8:31

Name and Title: _____ Name and Title: _____

Address _____ Address: _____

Name and Title: _____ Name and Title: _____

Address _____ Address: _____

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: Darius Adamson
Address: 2101 N Australian Ave.
West Palm Beach, FL 33407

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Name: Darius Adamson
Address: 2101 N Australian Ave.
West Palm Beach, FL 33407

ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior or 90 business days after the filing.)

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.

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

[Signature]
Required Signature of Registered Agent

5/27/16
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, F.S.

[Signature]
Required Signature of Incorporator

5/27/16
Date

FILED
DEPARTMENT OF STATE
16 JUN -8 PM 8:31

ARTICLES OF INCORPORATION
OF
University Preparatory Academy-Palm Beach, Inc.
(A Florida Not-For-Profit Corporation)

THE UNDERSIGNED, as Incorporator and on behalf of a not-for-profit, non-stock corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

Section 1.1. The name of the corporation is University Preparatory Academy-Palm Beach, Inc. (the "Corporation").

ARTICLE II

DURATION

Section 2.1. The Corporation shall have perpetual existence unless dissolved pursuant to law.

ARTICLE III

NON-STOCK CORPORATION

Section 3.1. The Corporation shall be organized on a non-stock basis under the Florida Not for Profit Corporation Act.

ARTICLE IV

PURPOSE

Section 4.1. The purposes for which the Corporation is organized is for operating high quality charter schools within the State of Florida and to distribute the whole of any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations 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 4.2. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or

proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder as the same now exist or as they may be hereinafter amended from time to time.

Section 4.3. No part of the net earnings of the Corporation shall inure to the benefit, or be distributable to, any Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Section 4.4 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 4.5. The Corporation shall distribute its Income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.6. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.7. The Corporation shall not retain any excess business holdings as defined in Section 4043(o) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.8. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.9. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.10. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation 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, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

4.11. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the 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 charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors or a court of competent jurisdiction shall determine.

ARTICLE V

MEMBERS

Section 5.1. This Corporation shall have no members. Any action, which would otherwise by law require approval of a majority of all members or approval by the members, shall require only approval of the Board of Directors. All rights, which would otherwise by law vest in the members, shall vest in the Board of Directors.

ARTICLE VI

DIRECTORS

Section 6.1. The affairs of the Corporation shall be governed by a Board of Directors (hereinafter referred to as the "Board"). The Board shall have all the powers necessary for the administration of the Corporation.

Section 6.2. The manner of election, removal and resignation of Directors shall be regulated by the Bylaws. The number of the Board of Directors shall be determined from time to time in accordance with the Bylaws but shall never be less than three (3) Directors. The initial Board of Directors shall consist of the following members elected in accordance with this Section 6.2 and the Bylaws:

<u>Name</u>	<u>Term Expires</u>
Anthony Polazzi	June 30, 2019
Daryl Cobb	June 30, 2019
Melissa Klafter	June 30, 2019
Britt Pogue	June 30, 2019

The mailing addresses for the Board of Directors is:
University Preparatory Academy-Palm Beach
2101 N Australian Ave
West Palm Beach, FL 33407

Section 6.3. The term of office of an elected Director shall be three (3) years and shall expire, regardless of whether or not a successor shall have been duly elected and qualified. The

terms of all other elected Directors shall be staggered so that no more than one-third of the Board Member's terms expire in any one year.

ARTICLE VII

ADDRESS

Section 7.1. The mailing and street address of the principal office of the Corporation in the State of Florida is:

2101 N Australian Ave
West Palm Beach, FL 33407

The Board may, from time to time, move its principal office in the State of Florida to another place in this state.

ARTICLE VIII

REGISTERED AGENT AND REGISTERED OFFICE

Section 8.1. The registered agent and registered office of the Corporation shall be:

Darius Adamson: 2101 N Australian Ave, West Palm Beach, FL 33407

ARTICLE IX

AMENDMENT

Section 9.1. These Articles of Incorporation may be amended at any time by a vote of a majority of the directors present at any regular or special meeting provided a quorum is present.

ARTICLE X

BYLAWS

Section 10.1. The Board of Directors of this Corporation shall adopt Bylaws for the governance of this Corporation which shall be subordinate only to the Articles of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by the Board of Directors.

ARTICLE XI

INCORPORATOR

Section 11.1. The name and address of the Incorporator of this Corporation are as follows: Darius Adamson: 2101 N Australian Ave, West Palm Beach, FL 33407.

The undersigned incorporator has executed these Articles of Incorporation this 24
day of May, 2016.

INCORPORATOR:



Darius Adamson

ACCEPTANCE BY REGISTERED AGENT:

Having been named to accept service of process for the above-named corporation, at the place designated in the above Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Sections relative to keeping open said office.

REGISTERED AGENT:



Darius Adamson

Date: May 24, 2016

16 JUN - 8 PM 8:31

RECEIVED
OFFICE OF THE CLERK
JUN 16 2016