

N170000002079

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐

PICK-UP

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MAIL

(Business Entity Name)

(Document Number)

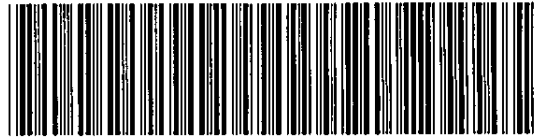
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Spoke with Mr. Bill James on
9/25/17 - He will fax Article 9
ASAP to correct Amendment, &
obtain titles for officers.

ST

Office Use Only



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03/13/17--01045--001 **35.00

S. TALLENT

SEP 25 2017

FILED

17 SEP 25 PM 4:59

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Amended &
Registered



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 16, 2017

MELISSA GROSS-ARNOLD
6279 DUPONT STATION CT
JACKSONVILLE, FL 32217

SUBJECT: CROSSROADS HOPE ACADEMY INC.
Ref. Number: N17000002079

We have received your document for CROSSROADS HOPE ACADEMY INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

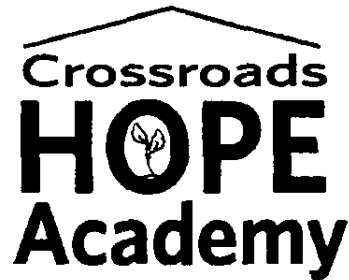
Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

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) 245-6050.

Carol Mustain
Regulatory Specialist II

Letter Number: 917A00005105



September 25, 2017

To: Whom it may concern,
Re: Crossroads Hope Academy Document Number: N17000002079

Eric Leches- President
Dr. Kevin Van
Nostrand- Vice
President
Duncan Seary -
Treasurer

Bill James
Janie Duke
Keith Callaghan
Lee Swift
Capt. Mike Casarella

In response to your conversation September 25, 2017, with Bill James, a CHA board member, I am sending you our revised Articles of Incorporation – the revision is specifically a change in the numbering of the Articles. In the original sent to your office, Article IX was missing (skipped). This apparently happened when the attorney, working from a draft I sent her, re-wrote and corrected the Articles, but in numbering the Articles skipped the number IX and continued from Article VIII to Article X. These faxed Articles correct the numbering. As Mr. James advised, we have just received notice from the IRS regarding this issue, including a deadline for its cure, and we deeply appreciate your prompt response to this issue.

Please email a copy of your department's confirmation of the accepted Articles to John@crossroadspg.org, or FAX to 941.575.5792. Or if that is not possible, please mail the accepted Articles to my attention, John Davidson, CEO, Crossroads Hope Academy, 45991 Bermont Road, Punta Gorda, FL 33982

Thank you for your attention to this matter,

A handwritten signature in black ink, appearing to be "John Davidson".

John Davidson, M.Ed.
Executive Director

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Crossroads Hope Academy, Inc.

DOCUMENT NUMBER: N17000002079

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

Please return all correspondence concerning this matter to the following:

Melissa Gross-Arnold, Esq.

(Name of Contact Person)

The Arnold Law Firm

(Firm/ Company)

6279 Dupont Station Court

(Address)

Jacksonville, FL 32217

(City/ State and Zip Code)

melissa@arnoldlawfirmllc.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Melissa Gross-Arnold

904

731-3800

at

(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:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$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

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CROSSROADS HOPE ACADEMY INC.

(A Florida Not-For-Profit Corporation)

FILED
17 SEP 25 PM 4:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

These Amended and Restated Articles of Incorporation of CROSSROADS HOPE ACADEMY INC., a Florida not for profit corporation (the "Corporation"), dated and effective as of February 21, 2017, are being duly executed and filed to amend, completely restate and supersede the Corporation's original Articles of Incorporation, which were filed and effective as of February 23, 2017, Document No. N17000002079.

Article I
NAME

The name of this corporation shall be CROSSROADS HOPE ACADEMY, INC. (hereinafter called the "Corporation").

Article II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation shall be as follows: 45991 Bermont Road, Punta Gorda, FL 33982.

Article III
COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation shall commence its existence as of the date of filing for incorporation with the Florida Secretary of State and shall have perpetual existence unless sooner dissolved according to law.

Article IV
PURPOSES

The general purpose of this Corporation shall be to operate exclusively for charitable, educational, scientific, or literary purposes, and in furtherance of such goals is authorized to do any and all activities which it is empowered to do under these Articles provided, however, that nothing herein shall be construed as allowing any activities which would jeopardize the Corporation's tax-exempt status or otherwise be inconsistent with its classification as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or replaced from time to time (the "Code") and its regulations as they now exist or may hereafter

be amended, or as a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

The specific purpose for which the Corporation is formed is to provide a home and charter school for foster children who are part of Florida's foster care system.

Article V
GENERAL POWERS

This Corporation shall have all the powers enumerated for corporations in the Florida Not-For-Profit Corporation Act, as it now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following powers unless later restricted by applicable law:

- (a) To have succession by its corporate name for the duration of its existence.
- (b) To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced provided, however, such seal shall always contain the words "corporation not for profit."
- (d) To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (f) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (g) To make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purposes.
- (h) To increase, by a vote of its members cast as the bylaws may direct, the number of its directors, so that the number shall not be less than three but may be any number in excess thereof.
- (i) To conduct its affairs, carry on its operations, and have offices and exercise the powers granted by the Florida Not-For-Profit Corporation Act in any state, territory, district, or possession of the United States or any foreign country.
- (j) To elect or appoint officers and agents and define their duties.

(k) To adopt, change, amend and repeal bylaws, not inconsistent with these Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs and the exercise of its powers.

(l) To have and exercise all powers necessary or convenient to effect its purposes.

Article VI **BOARD OF DIRECTORS**

A. **Powers.** The affairs of the Corporation shall be managed under the direction of, the Board of Directors (also referred to as the "Board" or "Governing Board"). The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of the Corporation.

B. **Number.** The affairs of this Corporation shall be conducted by a Board of Directors, the number of which shall be determined from time to time in accordance with the Bylaws, but shall never be less than three (3) Directors.

C. **Election; Removal; Resignation.** The manner of election, removal and resignation of Directors shall be regulated by the Bylaws.

D. **Names and Addresses of Initial Board of Directors.** The initial Directors shall be:

<u>Name</u>	<u>Address</u>	<u>Office (if applicable)</u>
Eric Loche	5199 Collingswood Blvd., Port Charlotte, FL 33948	President
Dr. Kevin Van Nostrand	5246 Blackjack Circle, Punta Gorda, FL 33982	Vice Pres.
Duncan Scarry	611 Charlotte Street, Punta Gorda, FL 33950	Sec./Treas.
Janie Duke	158 Bangsberg Road, Port Charlotte, FL 33952	D
Keith Callaghan	439 San Cristobal Ave., Punta Gorda, FL 33983	D
Mike Casarella	7474 Utilities Road, Punta Gorda, FL 33982	D
David Faxon	P.O. Box 510688, Punta Gorda, FL 33951	D
Bill James	1086 Yorkshire Street, Port Charlotte, FL 33952	D
John H. McQueen	12653 SW CR 769, Suite A, Lake Suzy, FL 34269	D
Lee Swift	P.O. Box 1745, Punta Gorda, FL 33951	D

Article VII **INITIAL REGISTERED OFFICE AND AGENT**

The name and Florida address of the initial registered agent of the Corporation is John Davidson, 45991 Bermont Road, Punta Gorda, FL 33982.

Article VIII **MEMBERSHIP**

The Corporation shall not have any members.

Article IX
DISSOLUTION

Upon dissolution of this Corporation, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized exclusively for charitable purposes, pursuant to Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision in any future tax code or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively, as said court shall determine, for such purposes or to such organization or organizations which are organized and operated exclusively for charitable purposes, pursuant to Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision in any future tax code.

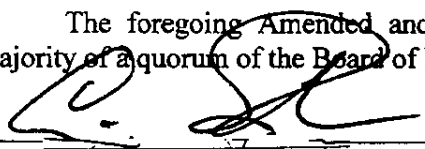
Article X
LIMITATIONS

No part of the net earnings or distribution of the assets of the Corporation upon its dissolution shall inure to the benefit of, or be distributable to, its officers, members, trustees, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes of the Corporation set forth herein. 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 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 these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article XI
AMENDMENT

These Amended and Restated Articles of Incorporation may be amended at any time by a vote of the Board of Directors.

The foregoing Amended and Restated Articles of Incorporation were adopted by a majority of a quorum of the Board of Directors this 21st day of February, 2017.

By: 
Title: F.R.C. LOCHIE
BOARD CHAIRMAN


The date of each amendment(s) adoption: 2-21-17, 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 3-2-17
Signature 
(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)

Eric Loche

(Typed or printed name of person signing)

President

(Title of person signing)