

N170000 12105

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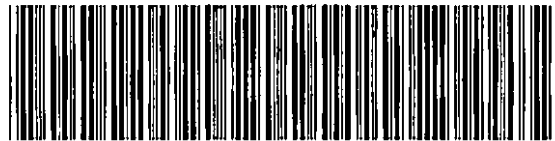
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AUG 30 2018

FILED
18 AUG 29 AM 9:19
CLERK OF COURT
CLERK OF COURT

Amendel
+ Rejected



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 23, 2018

ERIKA DONALDS
TREASURE COAST CLASSICAL ACADEMY, INC.
14642 INDIGO LAKES CIRLE
NAPLES, FL 34119

SUBJECT: TREASURE COAST CLASSICAL ACADEMY, INC.
Ref. Number: N17000012105

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

OUR NOT FOR PROFIT CORPORATION AMENDMENT FORM AND YOUR DOCUMENT CANNOT BE SUBMITTED TOGETHER. PLEASE ENTITLE YOUR DOCUMENT "AMENDED AND RESTATED ARTICLE OF INCORPORATION".

THE ORIGINAL INCORPORATOR IS SHAWN FROST (SEE PRINTOUT). PLEASE AMEND YOUR DOCUMENT ACCORDINGLY ON PAGE 3. ON PAGE 4, REMOVE ANY REFERENCE TO ERIKA DONALDS BEING THE INCORPORATOR.

WE WILL USE OUR PAGE 4 OF 4 FOR THE ADOPTION OF AMENDMENTS.

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.

Susan Tallent
Regulatory Specialist II

Letter Number: 118A00015123

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

18 AUG 29 PM 1:28

RECEIVED

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Treasure Coast Classical Academy, Inc.

DOCUMENT NUMBER: N17000012105

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

Please return all correspondence concerning this matter to the following:

Erika Donalds

(Name of Contact Person)

Treasure Coast Classical Academy, Inc.

(Firm/ Company)

14642 Indigo Lakes Circle

(Address)

Naples, FL 34119

(City/ State and Zip Code)

optima@optimaed.org

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

For further information concerning this matter, please call:

Erika Donalds

239

287-6287

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**

TREASURE COAST CLASSICAL ACADEMY, INC.

(A Florida Not-For-Profit Corporation)

The undersigned Incorporator hereby files this, the Articles of Incorporation of TREASURE COAST CLASSICAL ACADEMY, INC., as a non-profit corporation under Chapter 617, Florida Statutes:

**Article I
NAME**

The name of this corporation shall be TREASURE COAST CLASSICAL 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 is 3340 S.E. Federal Hwy. #233, Stuart, FL 34997.

**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 establish, develop, maintain, improve, manage, and otherwise operate one or more public charter schools.

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18 AUG 29 AM 8:16
CLERK OF CIRCUIT COURT
JANICE S. HARRIS

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>
Erika Donalds	14642 Indigo Lakes Circle Naples, FL 34119	Chairman
Shawn Frost	8526 96 th Avenue Vero Beach, FL 32967	Director
Lynda Daniel	3902 SW Saint Lucie Lane Palm City, FL 34990	Director

Article VII
INITIAL REGISTERED OFFICE AND AGENT

The name and Florida address of the registered agent of the Corporation is Erika Donalds, 14642 Indigo Lakes Circle, Naples, FL 34119.

Article VIII
MEMBERSHIP

The Corporation shall not have any members.

Article IX
INCORPORATOR

The name and street address of the incorporator of the Corporation is Shawn Frost, 8526 96th Avenue, Vero Beach, FL 32967.

Article X
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 XI
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 XII
AMENDMENT

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

The undersigned Chairman of the Board has executed these Articles of Incorporation on the 23 day of June, 2018.



Erika Donalds
Its: Chairman

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation of Treasure Coast Classical Academy, Inc., I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



By: Erika Donalds, CPA, CGMA
Date: 6/23/2018

6/23/2018

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

6/23/2018

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 7/14/18

Signature Erika Donalds

(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)

Erika Donalds

(Typed or printed name of person signing)

Chairman

(Title of person signing)