

N18 000 002 371

(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



300309459163

02/28/18--01017--006 **78.75

FILED
-18 FEB 28 PM 4:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D O'KEEFE
MAR 05 2018

Call ☐



LAW OFFICES OF
JOHN J. MCGLYNN III
BUSINESS • TAX • REAL ESTATE

729 SW Federal Highway, Suite 102
Stuart, Florida 34994
(772) 600.5115
SouthFLLawFirm.com

February 22, 2018

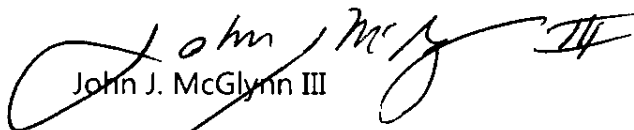
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**Re: Virtual Schools of Excellence, Inc. Articles of Dissolution
and Not for Profit Articles of Incorporation
Document # P13000074952**

Dear Corporate Representative:

Per the representative from the Division of Corporations help desk, we have enclosed the following: Articles of Dissolution for Virtual Schools of Excellence, Inc. (Document # P13000074952) and Not for Profit Articles of Incorporation for the same entity along with the appropriate fees. Please note that we need to ensure that we retain ownership of the name "Virtual Schools of Excellence, Inc." without interruption. We were assured by the representative that this would happen if we filed in this manner. Please contact my office with any questions or concerns.

Best Regards,



John J. McGlynn III

JJM/ac
Enclosures

COVER LETTER

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

SUBJECT: Virtual Schools of Excellence, 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: John J. McGlynn III

Name (Printed or typed)

729 S.W. Federal Highway Suite 102

Address

Stuart, Florida 34994

City, State & Zip

772-600-5115

Daytime Telephone number

jmcglynn@southflawfirm.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: Virtual Schools of Excellence, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business is 415 Avenue A, Suite 100, Fort Pierce, Florida 34950. The mailing address of the business is 415 Avenue A, Suite 100, Fort Pierce, Florida 34950.

ARTICLE III BUSINESS PURPOSE

This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Florida Not For Profit Corporation Act for charitable purposes. The purposes for which this Corporation is formed are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE IV INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Caterina Angelone, CEO
Address: P.O. Box 4209
Fort Pierce, FL 34948

ARTICLE V REGISTERED AGENT

The name and Florida street address of the registered agent is:

Name: John J. McGlynn III
Address: 729 S.W. Federal Highway Suite 102
Stuart, Florida 34994

ARTICLE VI INCORPORATOR

The name and address of the incorporator is:

Name: John J. McGlynn III
Address: 729 S.W. Federal Highway Suite 102
Stuart, Florida 34994

FILED
18 FEB 28 PM 4:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLE VII
BOARD OF TRUSTEES/OFFICERS

- 1. Role and Number of Advisory Board of Trustees.** The operation and conduct of all of the business and affairs of this Corporation shall be managed by a Board of Trustees ("Board"), which shall consist of no fewer than five (5) members and no more than twelve (12) non-ex officio members (the members of the Board of Trustees shall be hereinafter referred to as "Trustees"). In the event, however, that the Board determines that it is necessary or desirable to increase the number of non-ex officio Trustees to more than twelve (12), the Board may make a request to the Members, and the Members shall have the right, in their sole and absolute discretion, to either deny the request of the Board or to approve the request by either increasing the number of Trustees in accordance with the request of the Board or by increasing the number of Trustees by a smaller number than that requested by the Board. The following shall represent the Board:
- a. Ex-Officio Trustees. The principals of each school program shall serve as ex-officio Trustees with the same rights, privileges, and immunities as other Trustees.
 - b. Composition. A minimum of two (2) Trustees, excluding all ex-officio Trustees, shall be experienced educational professionals in areas of curriculum or instruction or administration or technology.
 - c. Terms of Office. The term of office of the elected member of the Board of Trustees shall be three (3) years, and shall expire at the time of the first monthly meeting following the Annual Meeting of the Board of Trustees. A member of the Board of Trustees may be elected to two (2) consecutive three-year terms.
 - d. Election of Trustees. The election of Trustees shall take place at least one (1) month prior to the Annual Meeting. Trustees shall be elected in such a manner as to guarantee an orderly rotation of the Board. Approximately one third (1/3) of the Trustees shall be elected annually. The terms of the subscribing Trustees who are elected, as opposed to ex-officio, shall be determined by a majority vote of the Trustees at their initial meeting in order to comply with this section.
 - e. Removal. Any elected Trustee may be removed from office at any meeting if a majority of the Members determine in writing that a Trustee has acted, voted, or advocated actions contrary to the Articles of Incorporation, has acted or voted in breach of fiduciary duties or has acted in a manner harmful to the reputation of the Corporation.
 - f. Vacancies. Vacancies on the Board shall be reported to the Members by the Chair of the Board within ten (10) days of the date of the vacancy, and any nominations from the Board to fill the vacancy shall be reported to the Members within thirty (30) days of the date of the vacancy. The Board may request that the vacancy not be filled so long as filling the vacancy is not required in order to fulfill the requirements of this Article. The Members shall elect a person to fulfill the remainder of the term of the vacated Trustee.

g. Quorum. A majority of the members of the Board of Trustees entitled to vote shall constitute a quorum for the transaction of business. A majority of such quorum present at the time and place of any meeting of the Board of Trustees shall be sufficient to act upon any proposition that may properly come before the Board of Trustees except as provided in these Articles. In the event of the failure to achieve a quorum, the attending ~~Trustees may adjourn~~ a meeting without further notice until a quorum can be established. Attendance via electronic conferencing media such as Skype constitutes approved attendance.

h. Power of Trustees. ~~The powers of the Trustees~~ shall include the general powers conferred upon them by law, and shall include, but not be limited to, to elect or to appoint annually at the first regular meeting following the Annual Meeting, a Chair, a Vice-Chair, a Secretary, a Treasurer, and an Assistant Treasurer at the discretion of the Board. The Officers shall serve for the shorter of one (1) year or until the end of the particular officer's term as a member of the Board of Trustees.

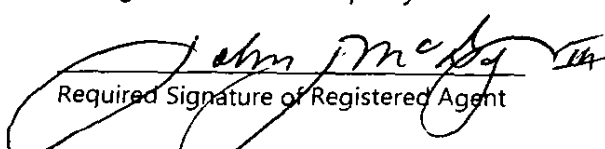
ARTICLE VIII EFFECTIVE DATE

Effective date, if other than the date of filing: 02/22/18.

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

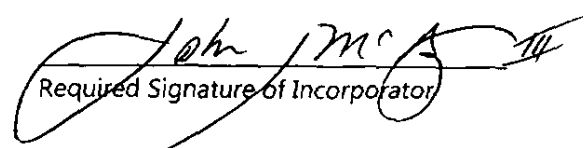
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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.


Required Signature of Registered Agent

2-23-18
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.


Required Signature of Incorporator

2-23-18
Date

FILED
18 FEB 28 PM 4:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA