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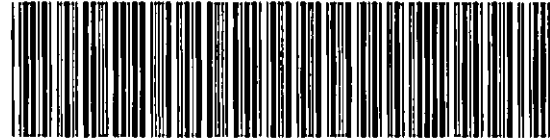
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19 MAR 25 AM 11:23
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COVER LETTER

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

SUBJECT: CHAMBERLAIN HIGH SCHOOL LEGACY ALLIANCE, 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: Merritt A. Gardner

Name (Printed or typed)

5415 Mariner St., Ste. 200

Address

Tampa, FL 33609

City, State & Zip

813-288-9600

Daytime Telephone number

mgardner@magardner.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
OF
CHAMBERLAIN HIGH SCHOOL LEGACY ALLIANCE, INC.

19 MAR 25 AM 11:23
HALL COUNTY CLERK
TAMPA, FLORIDA

The undersigned incorporator hereby makes, subscribes, acknowledges and files these Articles of Incorporation to form a not for profit corporation pursuant to Chapter 617 of the Laws of the State of Florida, to be operated for educational purposes exclusively.

ARTICLE I
NAME AND PRINCIPAL OFFICE

The name of this corporation shall be: CHAMBERLAIN HIGH SCHOOL LEGACY ALLIANCE, INC. The principal office of this corporation shall be: 9401 North Boulevard, Tampa, Florida 33612.

ARTICLE II
GENERAL PURPOSE

The general purpose for which this corporation is formed shall be to engage in activities to further the exempt purposes of CHAMBERLAIN HIGH SCHOOL, Tampa, Florida, to which this corporation shall be responsive. But for this corporation's described activities, if possible, such activities would be carried out directly by CHAMBERLAIN HIGH SCHOOL.

No part of the net earnings of this corporation shall inure to the benefit of any member, director, or officer of this corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for this corporation affecting one or more of its purposes), and no member, director or officer of this corporation, or any private individual, shall be

entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of 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 509(a)(3) of the Internal Revenue Code, or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

ARTICLE III SPECIFIED RELATIONSHIP

This corporation shall be organized, and at all times hereafter shall be operated, exclusively for the benefit of CHAMBERLAIN HIGH SCHOOL. Pursuant to section 509(a)(3)(B)(iii) of the Internal Revenue Code, this corporation is a Type III supporting organization to be *operated in connection with* CHAMBERLAIN HIGH SCHOOL, a valid organization under sections 170(b)(1)(A) and 501(c)(3) of that Code. The officers and directors of this supporting organization shall maintain a close and continuous working relationship with the principal and other officers of CHAMBERLAIN HIGH SCHOOL. Specifically, CHAMBERLAIN HIGH SCHOOL shall have a significant voice in: a) the investment policies of the corporation; b) the time, manner, and recipient of any grant awarded; and c) in otherwise directing the use of the income or assets of this corporation.

**ARTICLE IV
MEMBERSHIP**

This corporation shall have one class of members. The number, method for selection, qualification, rights and duties of the members shall be as provided in the bylaws of this corporation.

**ARTICLE V
INCORPORATOR**

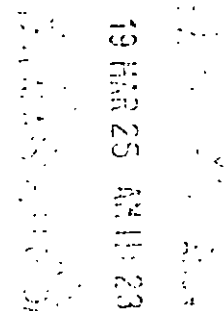
The name and street address of the incorporator are:

Name

Address

Merritt A. Gardner

5415 Mariner Street, Ste. 200
Tampa, Florida 33609



**ARTICLE VI
BOARD OF DIRECTORS**

All power of this corporation shall be exercised by, or under the authority of, and the affairs of this corporation shall be managed under the direction of, the Board of Directors, subject to all applicable laws. The number, method for selection, qualification, rights and duties of the directors shall be as provided in the bylaws of this corporation.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of seven (7) members. The initial members of the Board of Directors shall hold office until their successors have been duly elected and qualified. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Betty Sue Brown	9401 North Boulevard Tampa, Florida 33612
Sidney Bryant	9401 North Boulevard Tampa, Florida 33612
Anthony Cappadoro	9401 North Boulevard Tampa, Florida 33612
Nicole Justo Idziak	9401 North Boulevard Tampa, Florida 33612
Randall Marshall	9401 North Boulevard Tampa, Florida 33612
Susan Raines	9401 North Boulevard Tampa, Florida 33612
Terry L. Sisco	9401 North Boulevard Tampa, Florida 33612

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TAMPA, FLORIDA 33612

ARTICLE VIII CERTIFICATION REGARDING CONTROL

At no time shall fifty percent (50%) or more of the voting rights of the corporation's governing body be composed of disqualified persons nor shall any member hold a veto power over the corporation's actions. A disqualified person is described in section 509(a)(3)(C) of the Internal Revenue Code. Such a person is defined as a substantial contributor (i.e., anyone who has contributed or bequeathed an aggregate amount that is **both** more than \$5,000 **and** more than two percent (2%) of the total contributions and bequests received by the corporation during the taxable year in which the contribution or bequest is received). This prohibition shall be attributed to the familial and entity relationships of a disqualified person in accordance with section 4946 of the

Internal Revenue Code. Any person who is a substantial contributor on any date shall remain a substantial contributor for all subsequent periods.

ARTICLE IX REQUIRED NOTIFICATION

This corporation shall provide annual notification to CHAMBERLAIN HIGH SCHOOL by the last day of the 5th month after the close of this corporation's taxable year, which notice shall include: a) an indication of the type and the amount of support provided in the past year; b) a copy of this corporation's most recent Treasury Form 990 and any other return required by law; c) this corporation's governing documents including charter, bylaws, and any amendments unless such documents already have been provided and have not been subsequently amended; and d) any other notice required by law.

ARTICLE X BYLAWS

The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the members entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the members, and the members may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.

**ARTICLE XI
DURATION**

The term of existence of the corporation is perpetual.

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FALLS CHURCH, VIRGINIA
FALLS CHURCH, VIRGINIA

**ARTICLE XII
AMENDMENTS TO ARTICLES OF INCORPORATION**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

**ARTICLE XIII
INDEMNIFICATION**

This corporation may indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

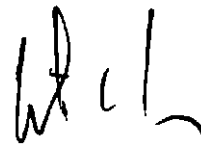
**ARTICLE XIV
DISSOLUTION**

Upon the dissolution of the corporation, assets shall be distributed to CHAMBERLAIN HIGH SCHOOL, or, if impossible, shall be distributed to one or more organizations described in section 170(b)(1)(A) of the Internal Revenue Code. 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 for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

**ARTICLE XV
IDENTIFICATION OF REGISTERED AGENT**

The initial registered agent of this corporation shall be: Merritt A. Gardner. The street address of the initial registered agent of this corporation shall be: 5415 Mariner Street, Suite 200, Tampa, Florida 33609.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 22nd day of March, 2019, for the uses and purposes therein stated.



MERRITT A. GARDNER

19 MAR 25 AM 11:23
TAMPA, FLORIDA

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

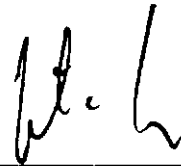
MERRITT A. GARDNER, having been named as registered agent to accept service of process for CHAMBERLAIN HIGH SCHOOL LEGACY ALLIANCE, INC., at the registered office designated below, hereby agrees and consents to act in that capacity.

Registered office:

5415 Mariner Street, Suite 200
Tampa, Florida 33609

The undersigned is familiar with and accepts the duties and obligations of Section 617.0503, Florida Statutes.

DATED this 22nd day of March, 2019.



MERRITT A. GARDNER

1501 AUSTIN ST. - TAMPA, FL 33609
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