

Division of Corporations Electronic Filing Cover Sheet

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FLORIDA PROFIT/NON PROFIT CORPORATION

Sea of Strengths School, Inc.

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Corporate Filing Menu

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**First Amended and Restated
Articles of Incorporation
of
Sea of Strengths School, Inc.
A Florida Not For Profit Corporation**

The Board of Directors of the Corporation hereby adopts the following as its Articles of Incorporation under the laws of the State of Florida as follows:

**ARTICLE I
CORPORATE NAME AND ADDRESS**

The name of this corporation is **Sea of Strengths School, Inc.** and shall be referred to in these Articles of Incorporation as the "School". The address of the Corporation is 7313 International Place, Sarasota, Florida 34240.

**ARTICLE II
DATE OF INCORPORATION**

The effective date of these Articles of Incorporation shall be as of May 1, 2017, and the School shall have perpetual existence thereafter.

**ARTICLE III
PURPOSE**

The purpose of this not for profit School shall be to operate a not for profit school to provide instruction and training to individual students for the purpose of improving and developing their capabilities including but not limited to providing instruction and training to students who may have learning differences such as dyslexia; and at all times to operate such school exclusively for such charitable purposes as will qualify it as an exempt organization under 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under the Code.

**ARTICLE IV
CORPORATE POWERS AND AUTHORITY**

The School shall have power to:

1. Have succession by its corporate name for the period set forth in Article II above.

2. 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.
3. Adopt, use, and alter a common corporate seal. However, such seal must always contain the words "corporation not for profit."
4. Elect or appoint such officers and agents as its affairs shall require.
5. Adopt, change, amend, and repeal bylaws, not inconsistent with law or its articles of incorporation, for the administration of the affairs of the School and the exercise of its corporate powers.
6. Increase, by a vote 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.
7. Make contracts and incur liabilities, borrow money at such rates of interest as the School may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.
8. Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this act in any state, territory, district, or possession of the United States or any foreign country.
9. Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.
10. Acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein.
11. Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets.
12. Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, convey, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.
13. 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 loaned or invested except as prohibited by s. 617.0833.
14. Have and exercise all powers necessary or convenient to affect any or all of the purposes for which the School is organized.

However notwithstanding anything in these Articles of Incorporation to the contrary, no part of the net earnings of the School shall inure to the benefit of, or be distributable to its members,

trustees, officers, or other private persons, except that the School shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the School shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the School 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 School shall not carry on any other activities not permitted to be carried on (a) by a School 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 School, 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 V REGISTERED AGENT

The name and street address of the Registered Agent is:

Tina Mroczkowski
2750 Ringling Blvd., Suite 3
Sarasota, FL 34237

ARTICLE VI COMPOSITION OF BOARD OF DIRECTORS

The School shall have a board of directors consisting of at least three or more individuals.

1. The number of directors may be increased or decreased from time to time by amendment or in the manner provided in the bylaws, but the School must never have fewer than three directors.
2. Directors shall be elected or appointed in the manner and for the terms provided in the bylaws.
3. Directors may be divided into classes and the terms of office of the several classes need not be uniform. Each director shall hold office for the term to which he or she is elected or appointed and until his or her successor has been elected or appointed and qualified or until his or her earlier resignation, removal from office, or death.

**ARTICLE VII
INCORPORATOR**

The name and street address of the Incorporator signing these Articles of Incorporation is:

John Hettler
7313 International Place, Suite 90
Sarasota, Florida 34240

**ARTICLE VIII
BOARD OF DIRECTORS**

A. Directors: The names and street addresses of the Directors are as follows:

1. John Hettler, **Chair**
7313 International Place, Suite 90
Sarasota, Florida 34240
2. Susan Stevens, **Vice Chair**
7313 International Place, Suite 90
Sarasota, Florida 34240
3. Robin Hamilton
7313 International Place, Suite 90
Sarasota, Florida 34240
4. Meryl Rizzo
7313 International Place, Suite 90
Sarasota, Florida 34240

B. Authority: The Board of Directors shall have the powers and authority given to them in the Bylaws, including, but not limited to the following: the Directors shall have such authority and shall perform such duties as are customarily incident to the position of Director and shall have such other and further duties as may from time to time be required of them by the Board or the Chair. The Officers shall be selected by and from the Board of Directors and shall have such authority and shall perform such duties as are customarily incident to their respective offices and shall have such other and further duties as may from time to time be required of them by the Board or the Chair.

C. Signing Authority: Each Officer shall have signing authority on behalf of the Board of Directors and the School.

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ARTICLE IX BYLAWS

The power to adopt, alter, or amend the Bylaws shall be vested in the Board of Directors of this School.

ARTICLE X AMENDMENT

These Articles of Incorporation and the Bylaws may be amended, modified, supplemented, or repealed by an affirmative vote of the majority of the total number of Directors at any regular meeting or special meeting of the Board, provided that written or electronic notice of the proposed amendment has been given to each Director ten days prior to the meeting. Upon affirmative vote confirming a proposed amendment, any Officer given signing authority within these Articles shall sign any written documentation of the amendment, resolutions or any other documentation in connection with such amendments.

ARTICLE XI NON-DISCRIMINATION

A. Employees.

The members, officers, Directors, committee members, employees and persons served by this School shall be selected entirely on a non-discriminatory basis with respect to age, sex, race, religion, national and ethnic origin, sexual orientation, marital status or handicap.

B. Students

The School shall admit students of any race, color, national and ethnic origin and sexual orientation to all the rights, privileges, programs, and activities generally accorded to and made available to students at the School. The School shall not discriminate on the basis of race, color, national origin, ethnic origin, sexual orientation, marital status or handicap, in administration of its educational policies, admissions policies, scholarship and loan programs, financial aid programs and athletic, and other School-administered programs.

ARTICLE XII DISSOLUTION

Upon the dissolution of this School, the assets of this School shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, 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 School is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated

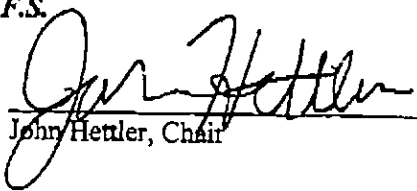
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exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 29th day of July, 2019.

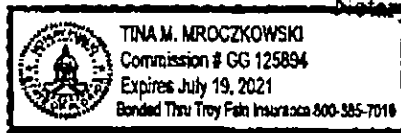
I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.


John Hettler, Chair

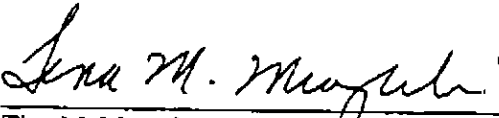
STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 29th day of July, 2019, John Hettler, who is personally known to me or who produced Florida Driver's Licenses as identification, and who did take an oath.


Notary Public

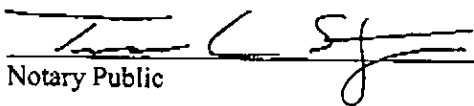


Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Tina M. Mroczkowski, Esq., Registered Agent

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 29th day of July, 2019, Tina M. Mroczkowski, who is personally known to me or who produced Florida Driver's Licenses as identification, and who did take an oath.


Notary Public

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