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**FLORIDA PROFIT/NON PROFIT CORPORATION****Red Hills Academy, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
RED HILLS ACADEMY, INC.**

The undersigned hereby forms a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, hereby adopts the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the Corporation shall be: RED HILLS ACADEMY, INC. (the "Corporation"), a Florida not for profit corporation.

**ARTICLE II - PURPOSES**

The purposes for which the Corporation is organized are:

In particular, to establish and operate one (1) or more charter schools as defined in the laws of the State of Florida within Leon County, Florida, and in other areas as permitted by Florida law as determined by the Corporation's Board of Directors. Each charter school shall be organized so that it presents a system of formal instruction of its curriculum to a regularly enrolled student body through its faculty for the benefit of the general public. In particular, the Corporation will establish programs that provide a challenging academic curriculum that will encompass an enriched second language program that will be provided in a safe, nurturing, and stimulating environment where high academic expectations, self-esteem and good character are promoted within a supportive community of teachers, parents and administrators.

In general, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Corporation.

The purposes for which the Corporation is organized shall be limited to those which are strictly charitable and educational. In no event shall the Corporation engage in any activity which would be contrary to the purposes and activities: (i) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; or (ii) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (the "Code"), and the applicable rules and regulations thereunder. Provided, however, that the Corporation shall not conduct its business or affairs in such a manner as to discriminate against any person on the basis of sex, race, color, ethnicity, national origin, religion, marital status, disability, sexual orientation, age or genetic information that are protected by Federal civil rights laws.

The Corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or distributing of statements)

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any political campaign on behalf of any candidate for public office, nor shall the Corporation engage in subversive activities.

The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Code, and the applicable rules and regulations thereunder.

No benefits shall be solicited or received by, nor shall any compensation be paid to, any officer, director, trustee, creator or organizer of the Corporation or substantial contributor to it pursuant to Section 112.313 of the Florida Statutes.

The Corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

### **ARTICLE III – POWERS**

The Corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the Corporation is organized. Subject to any applicable limitations, the Corporation shall have the power to receive, accept, use, hold, manage, and dispose of all types of real and personal property given, transferred, devised, or bequeathed to it, in trust or otherwise, for the purposes described above and for any purposes incidental thereto. In no event, however, shall the Corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Code, and the applicable rules and regulations thereunder; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of any private individual.

### **ARTICLE IV – MEMBERS**

This Corporation shall have no Members.

### **ARTICLE V – TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

### **ARTICLE VI – OFFICERS AND DIRECTORS**

The affairs of the Corporation in operating the charter school shall be managed on a day-to-day basis by the principal of the charter school. The Board of Directors shall set policy for the Corporation including but not limited to, the academic, financial and operation policies of the charter school, with the principal charged to implement these policies pursuant to the Bylaws. The offices of the Corporation, the manner of election and removal of officers and the term of office of each officer shall be set forth in the Corporation's Bylaws. Officers may be re-elected to serve subsequent terms. In the event of a vacancy in any office for any reason, the Board of Directors

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shall fill such vacancy for the unexpired term. An officer does not have to be a member of the Board of Directors and a member of the Board of Directors does not have to be an officer.

#### **ARTICLE VII – FIRST BOARD OF DIRECTORS**

The number of persons constituting the first Board of Directors shall be four (4); provided, however, that the number of directors may expand as provided in the Corporation's Bylaws, but shall never be less than three (3). The names and addresses of the persons who are to serve as directors until the first election under these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Laura G. Joanos	2427 Owls Head Road Tallahassee, Florida 32310
Ana Lucia Arrieta	9381 Buck Haven Trail Tallahassee, Florida 32312
Chauncy Haynes	P.O. Box 10835 Tallahassee, Florida 32302
William Messer	3082 Shamrock Street North Tallahassee, Florida 32309

The length of terms to be served, qualifications, number of directors and the manner of their election and removal shall be set forth in the Bylaws of this Corporation.

#### **ARTICLE VIII – INITIAL OFFICERS**

The names of the initial officers who are to serve until their successors are duly elected and qualified in accordance with the Bylaws of the Corporation are as follows:

<u>Name</u>	<u>Office</u>
Shannon Paasch	President
Chauncy Haynes	Vice-President
Laura G. Joanos	Secretary
William Messer	Treasurer

#### **ARTICLE IX – BYLAWS**

The Bylaws of the Corporation shall be approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a majority vote of the Board of Directors at the annual meeting of the Board or at a duly called meeting of the Board in accordance with the Bylaws.

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**ARTICLE X – AMENDMENTS TO THE ARTICLES OF INCORPORATION**

The Articles of Incorporation may be amended in the manner provided by law.

**ARTICLE XI – DISSOLUTION**

In accordance with the Bylaws of this Corporation, upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation (including, but not limited to any liability or obligation to the School Board of Leon County), shall be distributed to, and only to, an organization qualified as tax exempt under Section 501(c)(3) of the Code engaged in educational activities in the State of Florida. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of a private individual.

**ARTICLE XII – INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be:

301 S. Bronough Street, Suite 600  
Tallahassee, Florida 32301

The name of the initial registered agent of this Corporation shall be:

George Levesque

**ARTICLE XIII – CORPORATION'S PRINCIPAL OFFICE  
AND MAILING ADDRESSES**

The principal and mailing address of this Corporation shall be:

2427 Owls Head Road  
Tallahassee, Florida 32310

**ARTICLE XIV – INCORPORATOR**

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

George Levesque  
301 S. Bronough Street, Suite 600  
Tallahassee, Florida 32301

**ARTICLE XV – EFFECTIVE DATE AND TIME**

These Articles of Incorporation shall be effective as of 12:01 a.m. on January 1, 2021.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 29<sup>th</sup> day of DECEMBER, 2020.

  
George Levesque, Incorporator

**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

The undersigned, having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in the foregoing Articles of Incorporation, hereby accepts this appointment as such Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties. The undersigned further certifies that the undersigned is familiar with and accepts the obligations of such position as Registered Agent.

Dated: 12/29/20

  
George Levesque

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