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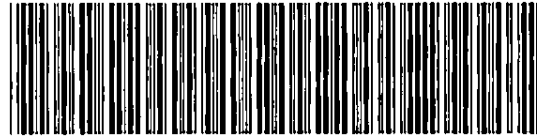
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NEW ATLAS CHARTER DEVELOPMENT

INC

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SECRETARY OF STATE
TALLAHASSEE, FL

**ARTICLES OF INCORPORATION
OF THE
NEW ATLAS CHARTER DEVELOPMENT, INC.**

A Florida Not for Profit Corporation

The undersigned, acting as organizer and on behalf of a corporation not for profit under the laws of the State of Florida, adopts these Articles of Incorporation:

ARTICLE I
NAME, PRINCIPAL OFFICE AND REGISTERED AGENT

The name of the Corporation is the following:

NEW ATLAS CHARTER DEVELOPMENT, INC. (hereafter referred to as the "Corporation").

The mailing address and the address of the principal office of the Corporation is the following:

1610 Chinook Trail, Maitland, Florida 32751.

The resident agent of the Corporation is the following:

Stacy L. Wilde 1610 Chinook Trail, Maitland, Florida 32751.

ARTICLE II
TERM OF EXISTENCE

The effective date upon which the Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE III
HISTORY AND PURPOSE

The Corporation was founded in 2021 by Stacy L. Wilde. The stated purpose is to develop, establish and manage charter schools in the state of Florida pursuant to §1002.33, Fla. Stat. If successful in its mission, founder Stacy L. Wilde will serve as Chief Executive Officer of the corporation, a non-voting advisory role to the Board of Directors, and administrator of future charter schools under the control of the Corporation. These Articles of Incorporation affirm the commitment of the Corporation and its founders to further its mission and purpose and to form a

Corporation committed to the success of its future charter schools for the benefit of future Florida students and families.

In furtherance of its non-profit purpose, and consistent with Florida law the Corporation acknowledges:

- A. The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law)(the "Code").
- B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, members, trustees, officers, employees, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the general purpose set forth above.
- C. No substantial part of the activities of the Corporation shall be 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 any candidate for public office.
- D. 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 of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), or prohibited by §617.0835 Fla. Stat. governing Florida private foundations.
- E. In the event the Corporation is classified as a private foundation under Section 509 of the Code, (i) the Corporation shall distribute its income each taxable year at such time and in such manner as not to subject itself to tax under Section 4942 of the Code, and (ii) the Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investments in such manner as to subject itself to tax under Section 4944 of the Code, or make any taxable expenditures (as defined in Section 4945(d) of the Code).
- F. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any

activity in which corporations qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage

ARTICLE IV
CORPORATE POWERS

The Corporation shall have the powers to:

- A. Have perpetual succession by its corporate name.
- B. 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. Adopt, use, and alter a common corporate seal. However, such seal must always contain the words "corporation not for profit."
- D. Elect or appoint such officers and agents as its affairs shall require.
- E. Adopt, change, amend, and repeal Bylaws, not inconsistent with law or these Articles of Incorporation, for the administration of the affairs of the Corporation and the exercise of its corporate powers.
- F. Make contracts and guaranties and incur liabilities and other obligations.
- G. Conduct its affairs, carry on its operations, and have offices in the city of Maitland, Florida or the county of Orange County Florida.
- H. 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.
- I. Acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein.
- J. Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets.
- K. Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, 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, consistent with the Conflict of Interest and Investment Policy set forth in the Corporation Bylaws.

- L. Exercise all additional powers, not prohibited by law or these or these Articles of Incorporation, necessary or convenient to effect any or all of the purposes for which the corporation is organized.
- M. To the extent §617.0302, Fla. Stat. provides for additional powers not set forth above, these Articles shall be construed to incorporate these powers.

ARTICLE V
MEMBERS

The Corporation shall not have any Members; rather, the Corporation will have a Board of Directors.

ARTICLE VI
BOARD OF DIRECTORS

A Board of Directors ("Board") shall be established and vested with the management of the affairs of the Corporation in the following manner:

- A. Each person serving on the Board will be called a "Director."
- B. The initial number of Directors of the Corporation shall be three (3).
- C. The number of Directors may be either increased or diminished from time to time in accordance with the Bylaws of the Corporation, but there shall always be at least three (3) Directors.
- D. All Members of the Board shall serve without compensation. No part of the net earnings of the Corporation shall be distributed to or inure to the benefit of, any member, employee, director, or officer of this Corporation. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors and attending training, as required by §1002.33, Fla. Stat. and additional training needed to successfully perform duties of the Board.
- E. Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity.
- F. The names and street addresses of the initial members of the Board of Directors are:

<u>Name</u>	<u>Street Address</u>
Wilde, Stacy L. (Founder)	1610 Chinook Trail Maitland, FL 32751
Koehler, Jeannine (Founding Board Member)	2900 Cove Trail Winter Park, FL 32789
Solley, April (Founding Board Member)	2081 Dyan Way Maitland, FL 32751

- G. Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation.
- H. Any Director may resign at any time by giving written notice of resignation to the Secretary. Unless otherwise specified in the notice, a submitted resignation shall take effect upon receipt thereof by the Board and the acceptance of the resignation is not necessary to make it effective.
- I. The term "Removal for Cause" or "Removed for Cause" shall mean immediate termination of a Director's service from the Board of Directors of the Corporation. A Director removed for cause is not eligible to stand for reelection. Any Director may be removed for cause if a majority of the Directors then in office vote for the removal. The following shall constitute cause:
- i. Willful, intentional and material breach or habitual and continued neglect of the Director's duties;
 - ii. The Director's willful and intentional violation of any State or Federal laws, or of the Bylaws, rules, policies or resolutions of the Corporation, or the rules or regulations of any regulatory agency or governmental authority having jurisdiction over the Corporation or non-profit organization.
 - iii. The Director's conviction of (i) any felony or (ii) a crime involving moral turpitude, or the Director's willful and intentional commission a fraudulent or dishonest act;
 - iv. Taking any action which constitutes a violation of the Director's fiduciary duties, responsibilities and obligations to the Corporation; or
 - v. Violation of the Corporation's Conflict of Interest Policy.

ARTICLE VII
ORGANIZER

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

<u>Name</u>	<u>Street Address</u>
Wilde, Stacy L.	1610 Chinook Trail Maitland, FL 32751

ARTICLE VIII
BYLAWS

The Board may adopt Bylaws for the regulation and management of the affairs of the Corporation not inconsistent with federal or state law or the Articles of Incorporation. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be exclusively vested in the Board.

ARTICLE IX OFFICERS

The Board may elect or designate Officers of the Corporation in a manner set out by the Bylaws of the Corporation. Such Officers shall serve until their successors are elected or designated. If Officers are elected or designated, those Officers shall serve without compensation. All Officers must be Members of the Board.

ARTICLE X AMENDMENTS TO ARTICLES

Amendments to the Articles of Incorporation may be proposed by any Member of the Board. These Articles of Incorporation may be amended by a majority of the then-serving Board of Directors.

ARTICLE XI DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation in a manner not inconsistent with the purposes of the Corporation, including to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

Any assets not disposed of by the Board of Directors as provided herein, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for tax-exempt purposes or to such organizations, which are organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) of the Code.

(SIGNATURES ON FOLLOWING PAGE)

WHEREOF, the undersigned has executed these Articles of Incorporation this 19th day of January, 2021.



Stacy L. Wilde, ORGANIZER

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of the NEW ATLAS CHARTER DEVELOPMENT, INC.

Dated this 19th day of January, 2021.



Stacy L. Wilde, REGISTERED AGENT

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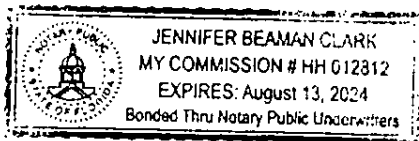
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TALLAHASSEE, FL

By: _____

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, the undersigned authority duly authorized to administer oaths and take acknowledgments, personally appeared Stacy L. Wilde, to me known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged the execution thereof to be a free act and deed for the uses and purposes therein set forth.

WITNESS my signature and official seal at Maitland, in the County of Orange, State of Florida this 14 day of January, 2021.



[Signature]
NOTARY PUBLIC Jennifer Clark
State of Florida at Large

X Personally Known; or
____ Produced Identification
Type of Identification Produced:

My Commission Expires:

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