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**FLORIDA PROFIT/NON PROFIT CORPORATION
VIRTUAL PREPARATORY ACADEMY OF FLORIDA, INC.**

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ARTICLES OF INCORPORATION**VIRTUAL PREPARATORY ACADEMY OF FLORIDA, INC.**

The undersigned, desiring to form a corporation not-for-profit under Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation:

Article I**Name**

The name of this corporation is **Virtual Preparatory Academy Of Florida, Inc.**

Article II**Purposes**

The general nature of the objectives and purposes of this corporation shall be:

This corporation is organized and shall be operated exclusively as a corporation not-for-profit and for educational and charitable purposes under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued there under, or the corresponding provisions of any future United States Internal Revenue Law (the "Code"). Specifically, (this corporation is organized to establish and operate one or more charter schools.

Article III**Powers**

The Corporation shall have the general power to do all lawful acts, as conferred upon corporations not-for-profit by Section 617.0302, Florida Statutes, including all those things necessary or expedient in the prosecution of the corporation's purposes, which are necessary and desirable to carry out the purposes and responsibilities of the corporation.

Notwithstanding the generality of the foregoing, the powers of the corporation shall be subject to the following limitations and restrictions.

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- a) The corporation shall have no power to do any act inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code;
- b) No part of the income, profit or assets of the corporation shall inure to the benefit of, or be distributable to, directly or indirectly, its members, directors, officers, or other private persons; provided however, 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 purposes set forth in Article III of these Articles; and
- c) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing of distribution of statements) any political campaign on behalf of any candidate for public office.

Article IV

Officers

- a) The officers of the corporation shall be a President, a Treasurer and a Secretary, and such other officers as may be provided by the Bylaws.
- b) The Officers shall be elected by a majority vote of the Board of Directors at its first organizational meeting and thereafter at its annual meeting.

Article V

Board of Directors

- a) All corporate powers shall be exercised under the authority of, and the affairs of this corporation shall be managed under the direction of, the Board of Directors,

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except as otherwise provided by law or in these Articles or the Bylaws of the corporation.

- b) Directors shall be elected pursuant to the provisions of the Corporation's By-Laws.
- c) The founding board of directors of the Corporation are:

Lisa Fuhrmeister

Jennifer Parker

Stevie Johns

Article VI

Address

The street address and mailing address of the principal office of this corporation is Regus - Lake Nona Center, 6900 Tavistock Lakes Blvd. Orlando, FL 32827.

Article VII

Registered Agent and Registered Office

The registered agent and registered office of the Corporation shall be:

Name	Address
Thomas B. Sternberg, Esq.	c/o Tripp Scott, P.A. 110 S.E. 6th Street, 15th Floor Fort Lauderdale, FL 33301

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JANUARY 31, 2022

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Article VIII

Duration

This corporation shall exist perpetually.

Article IX

By-Laws

- a) The Board of Directors, by majority vote, may provide such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as they may

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deem necessary from time to time, including, but not limited to, provisions for the quorum and voting requirements for meetings and activities of the Board of Directors; provided, however, that such Bylaws shall not conflict with any of the provisions of these Articles of Incorporation.

- b) Upon proper notice, the Bylaws may be amended, altered or rescinded by the majority vote of the Board of Directors who are present at any regular meeting, or any special meeting for this purpose.

Article X

Amendments

These Articles of Incorporation may be amended, altered, changed or repealed by the Board of Directors.

Article XI

Corporate Liquidation and Dissolution

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation and, upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to the Supported Organization, or, in the Supported Organization, or, if the Supported Organization ceases to exist or is not an organization qualified for exemption under Section 501 (c)(3) of the Code at the time of such distribution, then the distribution shall be made as determined by the Board of Directors in the manner to best accomplish the religious, charitable and educational purposes of the Supported Organization, provided that such distribution shall be made:

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- a) To one or more organizations which have qualified for exemption under Section 501(c)(3) of the Code where the purposes are similar to the religious, charitable and educational purposes of the Supported Organization;
- b) To the federal government or a state or local government, for public purposes similar to the religious, charitable and educational purposes of the Supported Organization consistent with section 501(c)(3) of the Code and in accordance with the laws of the State of Florida; or
- c) Upon order of a court of competent jurisdiction, to another organization to be used in such manner as in the judgment of the court will best accomplish the religious, charitable and educational purposes of the Supported Organization.

Article XII

Indemnification

The corporation shall indemnify officers, trustees, employees, and agents to the full extent permitted by the Florida Not-For-Profit Corporation Act, provided, however that no such indemnification shall be permitted if such indemnification would violate the purposes of the corporation as specified in Article II herein or would be inconsistent with the provisions of Section 501(c)3 and Section 170(c)(2) of the Code..

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 2nd day of February, 2022.

Thomas B. Sternberg
Thomas B. Sternberg, Esq.
Incorporator

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Section 48.091 and Section 617.0501(3), Florida Statutes, the following is submitted in compliance with said Sections:

Virtual Preparatory Academy of Florida, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at Regus – Lake Nona Center, 6900 Tavistock Lakes Blvd. Orlando, FL 32827, appoints Thomas B. Sternberg, Esq. of Tripp Scott, P.A., 110 S.E. 6th Street, 15th Floor, Fort Lauderdale, FL 33301 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Sections relative to keeping open said office.

REGISTERED AGENT:

Date February 2, 2022

Thomas B. Sternberg
Thomas B. Sternberg, Esq.

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