

08/22/2022

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COR AMND/RESTATE/CORRECT OR O/D RESIGN
SALT PRIVATE SCHOOL, INC.

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**FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SALT PRIVATE SCHOOL, INC.**

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FILED

These Amended and Restated Articles of Incorporation of SALT PRIVATE SCHOOL, INC., a Florida not-for-profit corporation ("Corporation"), are being duly executed and filed to amend and restate the Corporation's original Articles of Incorporation which were filed on February 4, 2022. These Amended and Restated Articles of Incorporation are being filed in accordance with Chapter 617, Florida Statutes (2018), and the Corporation does hereby certify as follows:

**ARTICLE I
NAME**

The name of this corporation is SALT PRIVATE SCHOOL, INC. The corporation is sometimes referred to herein as the "Corporation". The Document No. is N22000001070.

**ARTICLE II
DEFINITIONS**

All terms used herein are to have the same meaning as said terms have in the Bylaws of the Corporation and any amendments thereto, subject to definitions set forth in Florida law.

**ARTICLE III
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the principal office of the Corporation is: 5753 NW Belwood Circle, Port St. Lucie, FL 34986. The mailing address of the Corporation is: 5753 NW Belwood Circle, Port St. Lucie, FL 34986.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office and the name of its initial registered agent at that address are as follows:

Christina D. Martin	5753 NW Belwood Circle
	Port St. Lucie, Florida 34986

**ARTICLE V
OBJECTS, PURPOSES AND POWERS**

Section 1. The purpose of the corporation is to provide home school support and instruction for parents and students who are engaged in home schooling in the State of Florida, and to engage in any other activity which further these purposes or are ancillary or incident thereof, and to engage in other activities permitted for charitable organizations under the laws of the State of Florida, any other state and the United States.

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Section 2. The purposes for which the Corporation is organized are exclusively educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Section 3. Notwithstanding any other provision of these articles, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Section 4. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 the State Court having jurisdiction in 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.

Section 5. The Corporation shall have the power to do all things necessary and proper to carry out and accomplish the above objects and purposes and of such other objects and purposes as are deemed necessary or proper by its Directors. The Corporation shall have all of the powers of a Corporation not-for-profit organized and existing under the laws of the State of Florida, and all the powers reasonably necessary to implement the powers of the Corporation.

ARTICLE VI MEMBERS

The members of the Board of Directors (i.e., the Directors of the Corporation) shall be the only members of the Corporation.

ARTICLE VII TERM

This Corporation shall exist perpetually.

ARTICLE VIII BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by a Board of Directors consisting of not less than two (2) Directors. The first Board of Directors shall consist of three (3) members. The Board of Directors shall be elected by the directors as provided in the Bylaws of the Corporation. The names and addresses of the first Board of Directors who shall hold office until the first annual meeting and thereafter until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
Christina D. Martin	5753 NW Belwood Circle Port St. Lucie, FL 34986

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Aryonna Younglove

210 SW Sandy Way
Port St. Lucie, FL 34986

Stephanie Stumbaugh

2592 SW Grotto Circle
Port St. Lucie, FL 34953**ARTICLE IX**
OFFICERS

The officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary and a Treasurer. The officers of the Corporation shall be elected by the Board of Directors of the Corporation in accordance with the provisions of the Bylaws of the Corporation. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. Officers, except for the President and Secretary, need not be members of the Board of Directors. The initial officers are:

President

Christina D. Martin, 5753 NW Belwood Circle, Port St. Lucie, FL 34986

Vice President

Aryonna Younglove, 210 SW Sandy Way, Port St. Lucie, FL 34986

Secretary

Stephanie Stumbaugh, 2592 SW Grotto Circle, Port St. Lucie, FL 34953

Treasurer

Stephanie Stumbaugh 2592 SW Grotto Circle, Port St. Lucie, FL 34953

ARTICLE X
INDEMNIFICATION

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed by him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Corporation, or any settlement thereof, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE XI
AMENDMENT OF ARTICLES

These Articles may be amended by an affirmative vote of a two-thirds (2/3rds) majority of the directors of the Corporation.

ARTICLE XII
BYLAWS

The Corporation shall adopt Bylaws governing the conduct of the affairs of the Corporation. The Bylaws shall be altered, amended, or rescinded as provided in the Bylaws by

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the affirmative vote of a two-thirds (2/3) majority vote of the Board of Directors of the Corporation.

ARTICLE XIII
INCORPORATORS

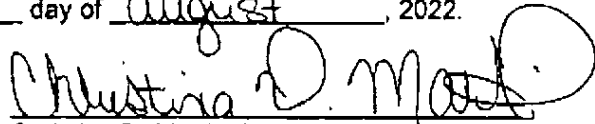
The name and address of the incorporator to these Articles of Incorporation is as follows:

Christina D. Martin

5753 NW Belwood Circle
Port St. Lucie, FL 34986

Adoption of Amendment: These amended and restated articles were adopted by the members on July 31, 2022 and the number of votes cast for the amendment were sufficient for approval.

IN WITNESS WHEREOF, the incorporator has hereunto set her hand and caused these Articles of Incorporation to be executed this 1 day of August, 2022.

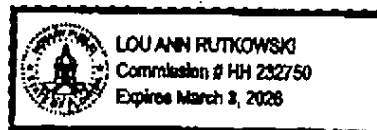

Christina D. Martin, Incorporator

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 1st of _____, 2022, by Christina D. Martin, who ☒ is personally known to me or ☐ has produced _____ as identification and who ☐ did or ☐ did not take an oath. She subscribed the above Articles of Incorporation, and she did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

(SEAL)


Notary Public, State of Florida

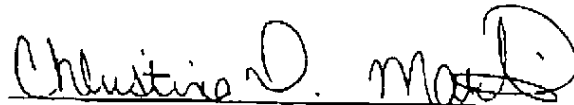


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ACKNOWLEDGMENT AND ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, at the place (i.e., registered office) designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said place (registered office).

A handwritten signature in black ink, appearing to read "Christina D. Martin", written over a horizontal line.

Christina D. Martin

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