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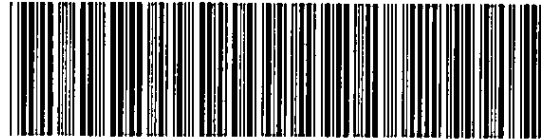
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## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** Great Hearts Florida, Inc.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** Shawn A. Arnold, Esq., B.C.S.  
\_\_\_\_\_  
Name (Printed or typed)

6279 Dupont Station Court  
\_\_\_\_\_  
Address

Jacksonville, Florida 32217  
\_\_\_\_\_  
City, State & Zip

904-731-3800  
\_\_\_\_\_  
Daytime Telephone number

sarnold@arnoldlawfirmllc.com

E-mail address: (to be used for future annual report notification)

2022 FEB -1 PM 4:00  
RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32314

**ARTICLES OF INCORPORATION  
OF  
GREAT HEARTS FLORIDA, INC.**

(A Florida Not-For-Profit Corporation)

The undersigned Incorporator hereby files this, the Articles of Incorporation of GREAT HEARTS FLORIDA, INC., as a non-profit corporation under Chapter 617, *Florida Statutes*:

**Article I  
NAME**

The name of this corporation shall be GREAT HEARTS FLORIDA, INC. (hereinafter called the "Corporation").

**Article II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial mailing address and office of the Corporation is Great Hearts Florida, Inc., c/o Summit Construction Group 3603 Beachwood Court, Jacksonville, Florida 32224.

**Article III  
COMMENCEMENT OF CORPORATE EXISTENCE**

The Corporation shall commence its existence as of the date of filing for incorporation with the Florida Secretary of State and shall have perpetual existence unless sooner dissolved according to law.

**Article IV  
PURPOSES**

The general purpose of this Corporation shall be to operate exclusively for charitable, educational, scientific, or literary purposes, and in furtherance of such goals is authorized to do any and all activities which it is empowered to do under these Articles provided, however, that nothing herein shall be construed as allowing any activities which would jeopardize the Corporation's tax-exempt status or otherwise be inconsistent with its classification as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or replaced from time to time (the "Code") and its regulations as they now exist or may hereafter be amended, or as a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

The specific purpose for which the Corporation is formed is to establish, develop, maintain, improve, manage, and otherwise operate one or more public charter schools.

**Article V**  
**GENERAL POWERS**

This Corporation shall have all the powers enumerated for corporations in the Florida Not-For-Profit Corporation Act, as it now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following powers unless later restricted by applicable law or charter contract:

- A. To have succession by its corporate name for the duration of its existence.
- B. To 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. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced provided, however, such seal shall always contain the words "corporation not for profit."~~
- D. To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- E. To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- F. To 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 so loaned or invested.
- G. To make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purposes.
- H. To increase, by a vote of its members 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.
- I. To conduct its affairs, carry on its operations, and have offices and exercise the powers granted by the Florida Not-For-Profit Corporation Act in any state, territory, district, or possession of the United States or any foreign country.
- J. To elect or appoint officers and agents and define their duties.
- K. To adopt, change, amend and repeal bylaws, not inconsistent with these Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs and the exercise of its powers.
- L. To have and exercise all powers necessary or convenient to effect its purposes.

**Article VI**  
**BOARD OF DIRECTORS**

A. Powers of the Board. The affairs of the Corporation shall be managed under the direction of, the Board of Directors (also referred to as the "Board" or "Governing Board"). The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of the Corporation.

B. Number. The affairs of this Corporation shall be conducted by a Board of Directors, the number of which shall be determined from time to time in accordance with the Bylaws, but shall never be less than three (3) Directors.

~~C. Election; Removal; Resignation. The manner of election, removal and resignation of Directors shall be regulated by the Bylaws.~~

D. Names and Addresses of Initial Board of Directors. The initial Directors shall be:

<u>Name</u>	<u>Address</u>
Zach Rossley	c/o Summit Construction Group 3603 Beachwood Court, Jacksonville, Florida 32224
Paul Cutler	c/o Summit Construction Group 3603 Beachwood Court, Jacksonville, Florida 32224
Toyin Atolagbe	c/o Summit Construction Group 3603 Beachwood Court, Jacksonville, Florida 32224
Dr. Will Rutherford, Sr.	c/o Summit Construction Group 3603 Beachwood Court, Jacksonville, Florida 32224
Gary Chartrand	c/o Summit Construction Group 3603 Beachwood Court, Jacksonville, Florida 32224
Daniel Anthony	c/o Summit Construction Group 3603 Beachwood Court, Jacksonville, Florida 32224

**Article VII**  
**INITIAL REGISTERED OFFICE AND AGENT**

The name and Florida address of the initial registered agent of the Corporation is Shawn A. Arnold, Arnold Law Firm, 6279 Dupont Station Court, Jacksonville, Florida 32217.

**Article VIII**  
**MEMBERSHIP**

The sole member of the Corporation shall be GreatHearts America, Inc., a Delaware not-for-profit corporation (the "Member"), which will provide fundraising and other support to the Corporation for operation of one or more charter schools. Notwithstanding any other provision herein, the Member shall have the right to approve any amendments to these Articles of Incorporation that are proposed by the Board, which approval right shall not be unreasonably

withheld, and such other rights as are specifically set forth in the Corporation's Bylaws. The Member will not have any additional rights pursuant to Chapter 617, Florida Statutes, except for those set forth in either these Articles of Incorporation or the Bylaws.

If the Member has the right to or is required to approve an action of the Corporation, as provided herein, the Member shall evidence its approval by a written certification stating the Member approved the action in accordance with the requirements of the Member's Articles of Incorporation and/or Bylaws, as the case may be. The action will not be considered approved until the Member's written approval certification is received by the Corporation.

#### **Article IX** **INCORPORATOR**

~~The name and street address of the incorporator of the Corporation is Daniel Scoggin,~~  
1832 E. Menlo Street, Mesa, Arizona 85203.

#### **Article X** **DEDICATION OF ASSETS AND DISSOLUTION**

The Corporation's assets are irrevocably dedicated to its public benefit purposes. Upon dissolution of this Corporation, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, including disposition of assets pursuant to any applicable charter contract or law applying to charter schools, shall be distributed to a nonprofit fund, foundation, or corporation that is organized exclusively for charitable purposes, pursuant to Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision in any future tax code 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 Corporation is then located, exclusively, as said court shall determine, for such purposes or to such organization or organizations which are organized and operated exclusively for charitable purposes, pursuant to Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision in any future tax code.

#### **Article XI** **PROHIBITED ACTIVITIES**

No part of the net earnings or distribution of the assets of the Corporation upon its dissolution shall inure to the benefit of, or be distributable to, its officers, members, trustees, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes of the Corporation set forth herein. 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 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 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

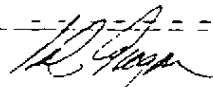
Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Article XII**  
**AMENDMENT**

These Articles of Incorporation may be amended at any time by a vote of a majority of the directors present at any regular or special meeting provided a quorum is present.

The undersigned Incorporator has executed these Articles of Incorporation on the 27th day of January, 2022.

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Daniel Scoggin  
Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

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

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Shawn A. Arnold, Esq., B.C.S.

Date: January 28, 2022

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