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FLORIDA PROFIT/NON PROFIT CORPORATION

The Capstone Academy Foundation, Inc.

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Articles of Incorporation
The Capstone Academy Foundation, Inc.
A Non-Profit Corporation

I, the undersigned Incorporator, a natural person age 21 years or older, hereby adopt this Articles of Incorporation to form a nonprofit corporation under the Chapter 617 Florida Not For Profit Corporation Act.

Article One
Name

The name of the nonprofit corporation is The Capstone Academy Foundation, Inc.

Article Two
Registered Agent and Office

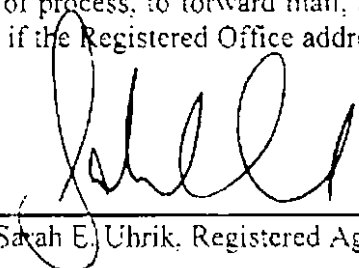
The name of the initial registered agent and registered office in the State of Florida are:

Sarah E. Uhrik
1028 Lake Sumter Landing
The Villages, FL 32162

I, Sarah E. Uhrik, a natural person and resident of Florida, accept the appointment as Registered Agent of The Capstone Academy Foundation, Inc. Process, notices, and demands may be served upon me at the Registered Office address stated above. I understand that as Registered Agent, my responsibilities are to receive service of process, to forward mail, and to immediately notify the Division of Corporations if I resign or if the Registered Office address changes.

Dated: February __, 2023.

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Sarah E. Uhrik, Registered Agent

Article Three

Name and Address of the Incorporator

The name and residence of the Incorporator is:

Name:

Address:

Sarah E. Uhrik

1028 Lake Sumter Landing
The Villages, Florida 32162

Article Four

Principal Office Address

The place in this state where the principal office of the nonprofit corporation is to be located is:

1028 Lake Sumter Landing
The Villages, Florida 32162

The mailing address of the nonprofit corporation is:

333 Colony Blvd Suite 216
The Villages, FL 32162

Article Five

Duration

The nonprofit corporation's duration is perpetual unless dissolved pursuant to law.

Article Six

Purposes

The nonprofit corporation is organized and will be operated exclusively for general educational purposes as set forth in Internal Revenue Code Section 501(c)(3) including, for these purposes, making distributions to organizations that qualify as exempt organizations under Internal Revenue Code Section 501(c)(3).

Article Seven Dissolution

When the nonprofit corporation dissolves, the Board of Directors will, after paying or making provision for the payment of all liabilities of the corporation, distribute all corporation assets to one or more organizations organized and operated exclusively for educational purposes that are, at that time, qualified as exempt organizations under Internal Revenue Code Section 501(c)(3).

If any assets are not distributed under the preceding paragraph, the court of appropriate jurisdiction for the county in which the principal office of the corporation is then located, will dispose of those assets exclusively for educational purposes or to one or more organizations that are, at that time, qualified as exempt organizations under Internal Revenue Code Section 501(c)(3), as the court determines.

Article Eight Restrictions

No part of the net earnings or assets of the nonprofit corporation will inure to the benefit of, or be distributable to, its directors, officers or any other private persons. But the nonprofit corporation may pay reasonable compensation for services provided and make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation.

No part of the activities of the nonprofit corporation may include propagandizing or influencing legislation as defined in Internal Revenue Code Section 4945. The nonprofit corporation may not participate in, or intervene in (including the publishing or distributions of statements), any political campaign on behalf of any candidate for public office.

The nonprofit corporation may not exercise any power or engage directly or indirectly in any activity that would invalidate its status as a corporation exempt from federal income taxation:

- as a corporation exempt from federal tax under Internal Revenue Code Section 501(c)(3);

- as a corporation contributions to which are deductible under Internal Revenue Code Section 170(c)(2); or

- as a nonprofit corporation organized under the laws of State of Florida.

The nonprofit corporation must distribute its income for each tax year at a time and in a manner to avoid the tax on undistributed income imposed by Internal Revenue Code Section 4942. Furthermore, the nonprofit corporation must not:

- engage in any act of self-dealing as defined under Internal Revenue Code Section 4941(d);

- retain any excess business holdings as defined under Internal Revenue Code Section 4943(c);

make any investments in a manner that would subject it to tax under Internal Revenue Code Section 4944; or

make any taxable expenditures as defined under Internal Revenue Code Section 4945(d).

Article Nine Board of Directors

The nonprofit corporation is organized on a non-stock basis and will have no members. The Board of Directors will have authority for all affairs of the nonprofit corporation and may exercise all powers of the nonprofit corporation as permitted by federal law, state law, and the Articles of Incorporation and By-Laws of the nonprofit corporation as in effect from time to time.

The number of directors to constitute the first Board of Directors is two. After this initial Board of Directors is organized, it may change the number of directors in the manner provided in the By-Laws and consistent with the laws of the State of Florida.

The initial members of the Board of Directors are:

Todd DeRegnaucourt
333 Colony Blvd Suite 216
The Villages, FL 32162

Zandra Singh
333 Colony Blvd Suite 216
The Villages, FL 32162

Eric Gerstemeier
36002 Poinsettia Ave
Fruitland Park, FL 34731

Article Ten By-Laws

In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors may adopt, amend, and repeal from time to time, the By-Laws of the nonprofit corporation.

Article Eleven Amendments

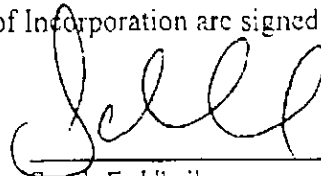
The nonprofit corporation may amend the Articles of Incorporation in the manner provided by the laws of the State of Florida. But no amendment may authorize the Board of Directors to conduct

the affairs of the nonprofit corporation in any manner or for any purpose contrary to the provisions of Internal Revenue Code Section 501(c)(3).

Article Twelve Miscellaneous

All general or specific references to the Internal Revenue Code are to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future federal revenue law. Similarly, any general or specific references to the laws of the State of Florida are to the laws of the State of Florida as now in force or later amended.

IN WITNESS WHEREOF, the Articles of Incorporation are signed on February __, 2023.



Sarah E. Uhrick

STATE OF FLORIDA

)

) ss.

COUNTY OF SUMTER

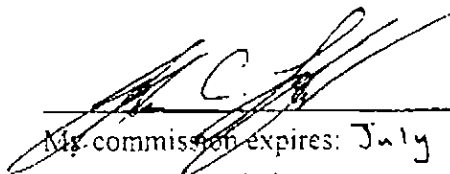
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The foregoing instrument was acknowledged before me by means of ☐ physical presence or ☐ online notarization, this day, February __, 2023, by Sarah E. Uhrick, as Incorporator, who is personally known to me or who has produced _____, as identification.

[Seal]



JOSHUA CALEB LANGFORD
Commission # HH 290500
Expires July 21, 2026



My commission expires: July 21, 2026

Joshua Langford