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FLORIDA PROFIT/NON PROFIT CORPORATION PEPIN ACADEMIES AT KIRKLAND RANCH, INC.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION
OF
PEPIN ACADEMIES AT KIRKLAND RANCH, INC.
(A FLORIDA NOT FOR PROFIT CORPORATION)

The undersigned, hereby make, subscribe and acknowledge these Articles of Incorporation for the purpose of forming a not for profit corporation under Chapter 617, *Florida Statutes*, and to that end do hereby set forth the following:

ARTICLE I
CORPORATE NAME AND PRINCIPAL OFFICE

The name of this Corporation shall be: **PEPIN ACADEMIES AT KIRKLAND RANCH, INC.** ("the Corporation"). The initial principal office of the Corporation shall be located at 7710 Osteen Road, New Port Richey, Florida, 34654, but the Corporation shall have the power to relocate its principal office and to establish branch offices at other places within or without the State of Florida as may be determined and deemed expedient from time to time. The initial mailing address of the Corporation shall be 7710 Osteen Road, New Port Richey, Florida, 34654, but the Corporation shall have the power to change its mailing address to an address within or without the State of Florida.

ARTICLE II
PURPOSES

The Corporation shall be organized exclusively as a non-profit, tax exempt organization under Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended (the "Code"), and is not formed for pecuniary profit or financial gain. The Corporation shall be a not for profit corporation under the Florida Not For Profit Corporation Act and is irrevocably dedicated to and operated exclusively for educational and charitable purposes. Accordingly, the Corporation shall be operated exclusively for the following exempt purposes:

(a) the Corporation is formed for the exclusive purpose of providing educational programs, training and opportunities for children and young adults with learning disabilities and related difficulties within the meaning of the term "educational" in §501(c)(3) of the Code;

(b) the Corporation is formed to form and operate one or more schools that will fulfill exclusively an educational purpose within the meaning of the term "educational" in §501(c)(3) of the Code;

(c) the Corporation is formed for the purpose of providing young adults with learning disabilities and related disabilities with on-the-job training, career preparation and related technical and professional training in an environment that emphasizes technology and field experience training;

(d) the Corporation will seek to provide educational opportunities for learning disabled and special need students that need transitional assistance and training to enable them to succeed in the 21st Century work force;

(e) the Corporation shall have the power to acquire and hold title in fee simple, in trust, acquired by gifts, or otherwise, to both real and personal property, and to improve, encumber, sell, convey, use, lease, mortgage, and dispose of all such property in conformity with the Bylaws of said Corporation;

(f) the Corporation shall further be authorized to invest, reinvest, and administer the principal or the income of the Corporation's assets in such manner as, in the judgment of the Board of Directors, will best promote the purposes of the Corporation and shall be further authorized to exercise each and every power and right granted to a not for profit corporation under the laws of the State of Florida as may be necessary for the furtherance of its purposes; all in accordance with its Bylaws or as the same may be hereafter modified or amended;

(g) to collect funds in furtherance of the Corporation's objectives, to prudently expend all funds received and disburse the net interest and other earnings that may be received in satisfaction of its operating expenditures and expenses and in support of meritorious projects which may further its objectives;

(h) no part of the funds of the Corporation shall inure to the benefit of any private individual, and no part of the activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or of participating in any political campaign on behalf of any candidate for public office;

(i) the Corporation is not organized for pecuniary profit, nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any individual and the balance, if any, of all money received by the Corporation from its operations, after the payment in full of all debts and obligations of the Corporation of whatever kind and nature, shall be used and distributed exclusively for charitable purposes under Section 501 (L)(3) of the Code; and

(j) to perform all other acts and carry on and conduct all other activities necessary or useful in connection with or incidental to the accomplishment of any of the purposes set forth herein to the full extent permitted by the laws of the State of Florida and this charter.

ARTICLE III

POWERS

The Corporation shall possess all powers granted by law pertaining to corporations not for profit, including the power and authority to accept gifts, devises and other contributions for the purposes set forth in Article II hereof, to buy and sell real and personal property, or an undivided interest therein, to lease property to hold, administer, invest and reinvest the funds and properties received and the expend, contribute and otherwise dispose of funds or properties for charitable

purposes either directly by contribution to other organizations organized and operated exclusively for charitable purposes; provided, however, that such powers and authorities shall be exercised only in the furtherance of charitable purposes permitted under Chapter 617, Florida Statutes, and under Sections 501(c)(3) and 170(c)(2) of the Code and regulations pertaining thereto.

The enumeration of the foregoing shall not be held to limit or restrict in any manner the general powers of the Corporation. The objects, purposes and powers of the Corporation however, shall be exercised, construed and limited in their application to accomplish the religious and educational purposes for which the Corporation is formed. The activities of the Corporation shall be consistent with Section 501(c)(3) of the Code.

ARTICLE IV

MEMBERS

The sole members of the Corporation is Pepin Academies of Pasco County, Inc., a Florida Not for Profit Corporation.

ARTICLE V

DURATION AND EXISTENCE

The Corporation shall come into existence upon the filing of the Articles of Incorporation with the Florida Secretary of State, and thereafter the Corporation shall have a perpetual existence.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation shall be 1801 N. Highland Avenue, Tampa, Florida 33602, and the initial registered agent of the Corporation at such address is BUSH ROSS REGISTERED AGENT SERVICES, LLC.

ARTICLE VII

INCORPORATOR

The name and address of the Corporation's incorporator is:

Name

Address

Randy K. Sterns

1801 N. Highland Avenue
Tampa, Florida, 33601

ARTICLE VIII

PRINCIPAL OFFICERS AND DIRECTORS

The names and titles of the persons who shall serve as the principal officers and directors of the Corporation are as follows:

<u>Name</u>	<u>Title</u>
Cathy Peckett 7710 Osteen Road New Port Richey, FL 34653	Director
Kristina Hudson, Esq. 3030 Starkey Blvd., 100 Trinity, FL 34655	Director
Tom Ryan 7710 Osteen Road New Port Richey, FL 34653	Director/Chairman
DeLynn Gatson 7710 Osteen Road New Port Richey, FL 34653	Vice Chairman
Mathew Kindel 7710 Osteen Road New Port Richey, FL 34653	Director
Elizabeth Montesi 7710 Osteen Road New Port Richey, FL 34653	Director, parent liason
Connie Lucco 7710 Osteen Road New Port Richey, FL 34653	Director
Steve Young 7710 Osteen Road New Port Richey, FL 34653	Director
Gabrielle Hertz 7710 Osteen Road New Port Richey, FL 34653	Director

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ARTICLE IX
AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended at any time by a resolution adopted by the majority vote of the Board of Directors at any annual or special meeting, provided a quorum is present and further provided that due notice of the proposed amendment has been given to the directors then serving on the Board of Directors in accordance with the provisions of the Bylaws of the Corporation.

ARTICLE X
BY-LAWS

The power to adopt, alter, amend or repeal by-laws of this Corporation shall be vested in its Board of Directors, as prescribed by the by-laws of the Corporation.

ARTICLE XI
CHARITABLE LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the directors or officers of the Corporation, or to any other private person; no part of the assets of the Corporation shall be expended to the benefit of anyone other than a recipient of funds for charitable purposes. All such income and all such assets shall be used and expended solely for the purposes stated in Section 501 (c)(3) of the Internal Revenue Code. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes as 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 of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code or by any organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

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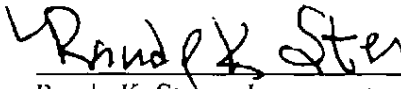
ARTICLE XII
DISPOSITION OF ASSETS

In the event of 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 of the assets of the Corporation by transferring such assets to such organizations which are exempt under Section 501(c)(3) of the Internal Revenue Code and, to the extent possible, which are engaged in activities of the type described in Article II above, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of 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.

ARTICLE XIII
INDEMNIFICATION

If the criteria set forth in §607.0850(1) or (2), *Florida Statutes*, as then in effect, have been met, then the Corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law there to.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation effective as of this 28th day of February, 2023.


Randy K. Stern, Incorporator

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CERTIFICATE DESIGNATING

REGISTERED AGENT

Pursuant to the provisions of §§48.091 and 607.0501, *Florida Statutes*, **PEPIN ACADEMIES AT KIRKLAND RANCH, INC.**, desiring to organize under the laws of the State of Florida, hereby designates **BUSH ROSS REGISTERED AGENT SERVICES, LLC**, as its Registered Agent for the purpose of accepting service of process within such State and designates **1801 N. Highland Avenue, Tampa, Florida 33602**, the business office of its Registered Agent, as its Registered Office.

**PEPIN ACADEMIES AT KIRKLAND
RANCH, INC.**

By: Randy K Stern
Randy K. Sterns, Incorporator

ACKNOWLEDGMENT

BUSH ROSS REGISTERED AGENT SERVICES, LLC hereby accepts the appointment as Registered Agent of the above named corporation and agrees to act as such in accordance with the provisions of §§48.091 and 607.0505, *Florida Statutes*.

**BUSH ROSS REGISTERED AGENT
SERVICES, LLC**

By: Randy K Stern
Randy K. Sterns, Vice President

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