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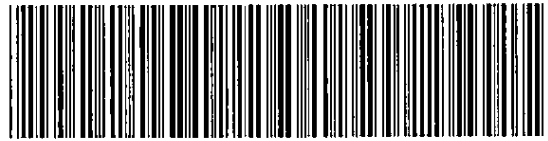
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

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

SUBJECT: The News Academy Corporation  
(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: Gresham Stoneburner  
Name (Printed or typed)

4312 Pawnee Street  
Address

Jacksonville FL 32210  
City, State & Zip

904 930-4083  
Daytime Telephone number

GStoneburner@Jaxlawgroup.com  
E-mail address: (to be used for future annual report notification)

**NOTE:** Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION  
OF  
THE NEVIS ACADEMY  
A FLORIDA NOT FOR PROFIT CORPORATION**

In order to form a corporation in accordance with the provisions of the laws of the state of Florida for the formation of corporations not for profit, Chapter 617, Florida Statutes, the undersigned incorporator designates the following Articles for the purposes and with the powers hereinafter mentioned.

**ARTICLE I**

1.01. CORPORATION NAME. The name of this corporation is:

**THE NEVIS ACADEMY CORPORATION**

**ARTICLE II**

2.01. TERM OF EXISTENCE. The period of the duration of the existence of this corporation will be perpetual and shall commence at the time of filing of these Articles of Incorporation by the Florida Department of State.

**ARTICLE III**

3.01. PURPOSES AND RESTRICTIONS. The purposes of the corporation and restrictions on its operations are as follows:

(a) This corporation is organized and operated exclusively for charitable, educational, religious, and humanitarian purposes consistent with the requirements for qualification as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (hereinafter, "the Code"), and for such other purposes as are consistent with its maintaining qualification as an exempt organization under Code section 501(c)(3).

(b) The corporation shall restrict its operations to the promotion of charitable, educational, religious, and humanitarian purposes as described above within the meaning of section 501(c)(3) of the Code. Notwithstanding any provision of these Articles of Incorporation to the contrary, the corporation shall take no action inconsistent with the provisions of the Florida Not For Profit Corporation Act.

(c) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except 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 herein.

(d) The general purposes for which the corporation is organized, and the general nature of the objects of the corporation, are as follows:

To own, manage and operate a school. The corporation will undertake these objectives on a non-denominational, non-sectarian basis, without discrimination on account of religion, race or national origin.

To buy, hold, sell, convey, mortgage, pledge, lease or otherwise dispose of real and personal property, both tangible and intangible of any kind or nature whatsoever, wherever

situated, including without limitation shares of the capital stock of, or any bonds, securities or other evidences of indebtedness of any other corporation, whether domestic or foreign, for profit or not for profit, and while the owner of such securities, to exercise all the rights, powers and privileges of ownership, including the right to vote such shares of stock and to designate some person to vote the same from time to time as proxy.

To build, construct, buy, lease, own, use, operate and maintain any buildings, structures, or other improvements from time-to-time considered necessary, convenient or expedient for the conduct and operation of the corporation's activities.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness. and execute such mortgages, pledges, transfers of corporate property, or other instruments to secure the payment of corporation's indebtedness as may be required.

To solicit and to receive contributions by way of gift, donation, devise or bequest, or in any other manner, of funds or real and personal property of any nature whatsoever for the corporation's purposes, and to hold, manage, invest and reinvest, collect the income and profits from, expend, pay out, donate, transfer and otherwise dispose of any of such contributions in accordance with the directions of the respective donors, provided, always, that no contribution shall be accepted by the corporation if the same is subject to any requirement or restriction with respect to its use which would be contrary to, or in violation of, the purposes and objectives of the corporation or any law or United States regulation.

To organize and maintain, for the furtherance of the purposes of the corporation, an endowment trust, and such other non-profit corporations, agencies, associations or trusts as the

Board of Directors may authorize.

To have and exercise any and all powers to do all other acts and things which may, in the discretion of the Board of Directors, be calculated to further the above purposes.

To have and to exercise all corporate powers granted by the laws of Florida to corporations not-for-profit, including, but not limited to, those powers set forth In Chapter 617, Florida Statutes, or any successor provision thereof.

#### **ARTICLE IV**

4.01. **NONSTOCK CORPORATION**. This corporation is organized on a nonstock basis without the issuance of shares of stock evidencing ownership. The term of existence of this corporation shall be perpetual.

#### **ARTICLE V**

5.01. **REGISTERED AGENT AND REGISTERED OFFICE**. The initial Registered Agent and the street address of the initial Registered Office of the corporation in the state of Florida shall be:

Stoneburner Berry Purcell & Campbell, PA  
1031 LaSalle Street  
Jacksonville, Florida 32207

#### **ARTICLE VI**

6.01. **PRINCIPAL OFFICE**. The street address of the initial principal office of the corporation in the state of Florida is:

134 Spartina Avenue  
St. Augustine, FL 32080

## **ARTICLE VII**

7.01. **DIRECTORS.** The powers, business and affairs of the corporation shall be managed and directed by the Board of Directors in accordance with these Articles and the Bylaws. The corporation initially shall have three (3) Directors. The number of Directors may be increased or decreased from time to time by amendment to the Bylaws but there shall at all times be at least three (3) Directors. The method of electing the Directors shall be as provided in the Bylaws. The Directors shall have all the authority and powers afforded directors of not for profit corporations under Florida law. The members of the corporation shall be composed of the members of the Board of Directors during their continuation in office, chosen in the manner set forth in the Bylaws. The members shall have no vote except in their capacity as Directors.

## **ARTICLE VIII**

8.01. **INCORPORATOR.** The name and street address of the incorporator of this corporation is as follows:

Eva Nagorski  
134 Spartina Avenue  
St. Augustine, FL 32080

## **ARTICLE IX**

9.01. **MEMBERSHIP.** This corporation shall have no members.

## **ARTICLE X**

10.01. DISTRIBUTION OF ASSETS UPON DISSOLUTION. Upon the dissolution or final liquidation of the corporation, the Board of Directors shall distribute the assets of the corporation to any one or more exempt organizations for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, as amended, or corresponding section of any future federal tax code.

## **ARTICLE XI**

11.01. AMENDMENT. These Articles may be amended in the manner provided by law; provided, however, that any such amendment shall require the affirmative vote of at least two-thirds (2/3) of the then incumbent members of the Board of Directors. Amendment to these Articles of Incorporation may be proposed by any Director and may be adopted at any special, regular or annual meeting of the Board of Directors.

## **ARTICLE XII**

12.01. BYLAWS. The initial bylaws of the corporation shall be adopted by the initial Board of Directors. The Board of Directors may change, amend, adopt, or repeal the Bylaws as provided therein.

## **ARTICLE XIII**

13.01. INDEMNIFICATION OF DIRECTORS AND OFFICERS AND LIMITATION ON LIABILITY. This corporation shall indemnify the Directors and officers of this corporation to the fullest extent permitted by applicable law. No Director, director or officer of this corporation shall be liable to this corporation or any other person for monetary damages for breach of fiduciary duty as a director or officer, except to the extent such exemption from liability or



limitation thereof is not permitted under the Florida Not For Profit Corporation Act as the same exists or may hereafter be amended. Any amendment, modification, or repeal of this Article XIII shall not adversely affect any right or protection of a Director, director or officer of the corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification, or repeal.

## **ARTICLE IX**

### **14.01. CHARITABLE PURPOSE LIMITATION**

Notwithstanding anything contained herein:

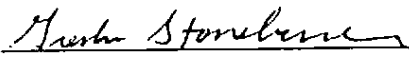
The corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office, or publish or distribute any statements with respect to any such campaign, nor shall the corporation engage in any activity or transaction described in the Internal Revenue Code of the United States as "prohibited transactions" which would disqualify the corporation as an "exempt organization" within the meaning of Section 501(c) of said Internal Revenue Code.

No part of the net earnings of the corporation shall inure to the benefit of any member, Director, officer or employee of the corporation, or to the benefit of any private shareholder or individual.

In the event of dissolution of the corporation, all of its assets remaining after payment of its debts and costs of dissolution shall be distributed to one or more organizations, as determined and selected solely in the discretion of the Board of Directors, which are engaged in activities similar to those conducted by this corporation, and which have qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of the United States, and no part of such assets

shall inure to the benefit of any member, Director, director or officer or employee of the corporation, or to any private shareholder or individual.

**IN WITNESS WHEREOF**, the undersigned has made and subscribed to these Articles of Incorporation at Jacksonville, Duval County, Florida, this 18th day of April, 2023.

  
Gresham Stoneburner

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF  
REGISTERED AGENT OF**

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Pursuant to Sections 48.091 and 617.1623, Florida Statutes (2022), the undersigned, having been designated as the initial Registered Agent for the service of process within the state of Florida upon THE NEVIS ACADEMY, a not-for-profit corporation organized under the laws of the state of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 1031 La Salle Street, Jacksonville, Florida 32207.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal in Duval County, Florida, on this 18th day of April, 2023.

Stoneburner Berry Purcell & Campbell, PA

By: Gresham Stoneburner  
Printed Name: Gresham Stoneburner  
Registered Agent