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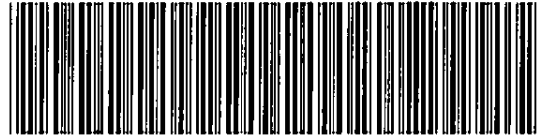
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COVER LETTER

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

SUBJECT: INDIAN RIVER STATE COLLEGE CLUSTER SCHOOL CONSORTIUM
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX) INC

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: SON MOYLE
Name (Printed or typed)

118 N. GADSDEN ST.
Address

TALLAHASSEE, FL. 32301
City, State & Zip

850-681-3828
Daytime Telephone number

smoyle@moylelaw.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
INDIAN RIVER STATE COLLEGE CHARTER SCHOOL CONSORTIUM, INC.**
(A Not-For-Profit Corporation)

ARTICLE I

Name

The name of this corporation is the Indian River State College Charter School Consortium, Inc. (hereinafter "Corporation") and its principal place of business and mailing address is 3209 Virginia Avenue, Fort Pierce, FL 34981-5596.

ARTICLE II

Enabling Law

This Corporation is organized pursuant to the Florida Not-for-Profit Corporation Act.

ARTICLE III

Purposes

Section 1. This Corporation is organized and shall be operated exclusively for cultural and educational purposes and not for pecuniary profit. The Corporation shall be operated exclusively for the benefit of Indian River State College ("IRSC"). The Corporation is a Florida College System institution direct support organization within the definition of Section 1004.70, Florida Statutes, and as such, is organized and operated exclusively to receive, hold, invest, and administer property for the benefit of IRSC.

The purposes of the Corporation include securing, financing, leasing, purchasing, staffing, maintaining, contracting and efficiently managing those activities related to providing, and overseeing charter school services, operations, and property, which are useful and beneficial to the mission of IRSC.

Section 2. All the assets and earnings of the Corporation shall be used exclusively for the exempt purposes set forth above.

ARTICLE IV

Powers and Limitations on Powers

Section 1. This Corporation shall have all the powers and authority as are now or may hereafter be granted to corporations not-for-profit under the laws of the State of Florida.

Section 2. No part of the net earnings shall inure to the benefit of any individual, and no substantial part of its activities shall be for the carrying out of a program of propaganda or otherwise attempting to influence legislation. The corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue

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TALLAHASSEE, FL

laws) or by any organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of the income to its members, directors, or officers, and the private property of the subscribers, members, directors, and officers shall not be liable for the debts of the Corporation. The Corporation shall not have the power to convey, lease, pledge, or otherwise encumber assets of the State of Florida.

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ARTICLE V

Incorporation

The name and address of each incorporator is as follows:

NAME

ADDRESS

Dr. Timothy Moore

3209 Virginia Avenue
Ft. Pierce, Florida 34981-5596

ARTICLE VI

Membership

Section 1. The membership of this Corporation shall consist of persons who are interested in the economic and educational purposes of the Corporation and who meet such additional qualifications as may be prescribed in the Bylaws of this Corporation. Qualified persons shall become members of the Corporation as provided herein.

Section 2. The voting and other rights and privileges of members and the provisions for termination of membership shall be as set forth in the Bylaws of this Corporation.

ARTICLE VII

Board of Directors and Management

Section 1. The affairs of the corporation shall be managed by a Board of Directors who shall serve without compensation. The Board of Directors shall be established as set forth in the Bylaws. A majority of the directors shall be designated and appointed by the President of Indian River State College ("President of IRSC").

Section 3. The President of IRSC shall have authority and responsibility to monitor and control the use of IRSC's resources and name.

ARTICLE VIII

Officers

Section 1. The officers of this corporation shall be a President, Vice President, Secretary, Treasurer, and such other officers as may be provided for in the Bylaws.

Section 2. The qualifications of officers, the time and manner of electing or appointing them, the duties of and the term of office, and the manner of removing officers shall be as set forth in the Bylaws.

ARTICLE IX

Location of Registered Office and Registered Agent

The address of the initial registered office of this Corporation is the Office of the Indian River State College Foundation, 3209 Virginia Avenue, Fort Pierce, FL 34981-5596. The name of the Corporation's initial registered agent is Melany Crawford, General Counsel, Indian River State College, 3209 Virginia Avenue, Fort Pierce, FL 34981-5596. Copies of all papers should also be sent to the IRSC President, Dr. Tim Moore, 3209 Virginia Avenue, Fort Pierce, FL 34981-5596.

ARTICLE X

Amendments to Bylaws and Articles of Incorporation

The Bylaws of the Corporation shall be adopted at the first meeting of the Corporation's Board of Directors and may be adopted, altered, amended, or repealed by a majority vote of the Corporation's Board of Directors at any regular or special meeting of the Board, or by all directors signing a written statement manifesting their intention that the Bylaws be adopted, altered, amended, or repealed, and in all instances, with the written concurrence of the President of IRSC and the approval of the Board of Trustees of IRSC. In the event of any meeting to adopt or amend such Bylaws, the notice thereof shall include the text of the proposed change to the Bylaws and shall be furnished in writing to each director of the corporation at least ten (10) days prior to the meeting at which such Bylaws alteration shall be voted upon.

The Articles of Incorporation of the Corporation may be amended by three fourths (3/4) vote of the Corporation's Board of Directors at any regular or special meetings of the Corporation's Board and in all instances with the prior written concurrence of the President of IRSC and the approval of the Board of Trustees of IRSC. Notice of any meeting to consider such amendments shall include the text of the proposed change to the Articles of Incorporation which shall be furnished in writing to each member of the Corporation at least ten (10) days prior to the meeting.

ARTICLE XI

Term of Existence

This Corporation shall commence corporate existence upon the date of signing these Articles of Incorporation by the incorporators and shall have perpetual existence unless it shall be dissolved pursuant to the laws of the State of Florida and these Articles of Incorporation.

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ARTICLE XII

Dissolution

Upon dissolution or winding up of this Corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be disbursed to whatever IRSC entity currently has the responsibility for management, control, operation, and maintenance of the charter school business activities as detailed herein and in the Corporation's Articles of Incorporation and Bylaws, provided that entity is exempt under 501(c)(3) of the Internal Revenue Code of 1954, as amended (or corresponding provision of any subsequent revenue laws) or any other entity with similar tax exemption. If such entity is not exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws), the remaining assets of the corporation shall be distributed to the Indian River State College Foundation, Incorporated, provided that it is exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws), or in the event that such organization is not in existence or Indian River State College, Incorporated, which may also receive the distributed assets, is not exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws), the remaining assets of the corporation shall be distributed to such scientific, educational and charitable organizations ruled exempt by the Internal Revenue Service under Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue of 1954 (or corresponding provisions of any subsequent revenue laws), as may be selected by the IRSC President based on a recommended plan of disposition made by the last Board of Directors and included in the decertification request presented to the Board of Trustees of the Indian River State College. None of the assets will be distributed to any members, directors, or officers of this corporation.

/s/ Dr. Timothy Moore
Incorporator

April 10, 2024
Date

/s/ Melany Crawford, Esq.
Registered Agent

April 10, 2024
Date

ACCEPTANCE BY REGISTERED AGENT

Having been appointed Registered Agent for the above corporation, the above-signed hereby accepts such appointment. The above-signed certifies that the above-signed is familiar with, and accepts, the obligations of that position as provided by Florida Statutes.

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