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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Roots and Growth, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
ROOTS AND GROWTH, INC.**

The undersigned, acting as the incorporator of Roots and Growth, Inc., pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes, and Section 501(c)(3) of the Internal Revenue Code of 1986, including its Treasury Regulations, all as amended from time to time (the "Internal Revenue Code"), submits the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation is Roots and Growth, Inc. (the "Corporation").

**ARTICLE II  
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The initial principal place of business and mailing address of the Corporation is:

Roots and Growth, Inc.  
The Gardens Financial Center  
3801 PGA Blvd.  
Palm Beach Gardens, FL 33410

The Board of Directors may, from time to time, change the principal office and mailing address to any other address in Florida.

**ARTICLE III  
DURATION AND COMMENCEMENT OF EXISTENCE**

The Corporation will have perpetual existence, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

**ARTICLE IV  
PURPOSE**

The Corporation is organized and shall be operated exclusively for charitable, literary, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including, without limitation, the purpose of making distributions to organizations described in Sections 501(c)(3) and 170(c) of the Internal Revenue Code. Without limiting or expanding the foregoing, the purpose of the Corporation is to operate a nonprofit educational institution (i) whose primary purpose is the presentation of formal instruction, (ii) that regularly carries on educational activities at its school buildings and other facilities, (iii) that normally maintains a regular faculty and curriculum, (iv) that normally has a regularly enrolled

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body of students in attendance at its location, and (v) that serves the educational needs of residents of Wellington, Florida and surrounding communities; provided, however, that such purposes shall not limit the ability of the Corporation to carry out any other charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. In furtherance of such purpose, the Corporation is authorized to do all acts and things requisite, necessary, proper, and desirable to carry out and further the purposes of the Corporation and, in general, to have all the rights, privileges, and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in section 617.0302 of the Florida Statutes, subject however to the requirements of Section 501(c)(3) of the Internal Revenue Code and to the other limitations provided in these Articles of Incorporation.

## **ARTICLE V RIGHTS AND RESTRICTIONS**

Despite any other provision of these Articles of Incorporation, the Corporation may not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code. These restrictions include, but are not limited to, the following:

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporator, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation, so long as the services are reasonable and necessary to carrying out the exempt purposes of the Corporation, and to reimburse expenses or advances made for the Corporation that are reasonable in character and amount, and to make payments and distributions in furtherance of the Corporation's exempt purposes as set forth in Article IV.

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.

## **ARTICLE VI MEMBERSHIP**

The Corporation shall not have members.

## **ARTICLE VII DIRECTORS**

All corporate powers will be exercised by or under the authority of, and the affairs of the Corporation will be managed under the direction of, a Board of Directors. The number of Directors of the Corporation, their qualifications, powers, duties, terms of office, and manner of election or appointment shall be set forth in the Bylaws of the Corporation. The initial Board of Directors shall have three (3) members, and their names and addresses are as follows:

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<u>Name</u>	<u>Address</u>
Katherine Simon	The Gardens Financial Center 3801 PGA Blvd. Palm Beach Gardens, FL 33410
Miles Graham	The Gardens Financial Center 3801 PGA Blvd. Palm Beach Gardens, FL 33410
Sabrina Ayala	The Gardens Financial Center 3801 PGA Blvd. Palm Beach Gardens, FL 33410

**ARTICLE VIII**  
**LIMIT ON LIABILITY AND INDEMNIFICATION**

**8.1** No director, officer, agent or representative of the Corporation shall be liable to the 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.

**8.2** The Corporation shall indemnify its directors, officers, agents, and representatives to the full extent permitted by applicable law against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeals) to which such person may be a party or may become involved by reason of being or having been a director, officer, agent, or representative of the Corporation, whether or not serving as such at the time such expenses are incurred, but only if (i) the director, officer, agent, or representative is not adjudged guilty of or liable for willful misfeasance in the performance of such person’s duties, and (ii) in the case of a settlement before entry of judgment, the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification will be in addition to and not exclusive of all other rights to which a director or officer may be entitled by law. Appropriate liability insurance may be provided for every officer, director, and agent of the Corporation in amounts determined from time to time by the Board of Directors.

**8.3** Any amendment, modification, or repeal of this Article shall not adversely affect any right or protection of a director, officer, agent or representative of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification, or repeal.

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## ARTICLE IX DISSOLUTION

Upon the dissolution of the Corporation, and after paying, satisfying, discharging, or making adequate provision for the payment of all of the liabilities and obligations of the Corporation, the Board of Directors shall distribute all of the assets of the Corporation to one or more organizations that are organized and operated exclusively for charitable, scientific, literary, or educational purposes within the meaning of Sections 501(c)(3) and 170(c)(2)(B) of the Internal Revenue Code, as the Board of Directors determines. Any assets not so disposed of will 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 that Court determines are organized and operated exclusively for such purposes.

## ARTICLE X AMENDMENTS

These Articles of Incorporation may be amended or restated by the affirmative vote of a majority of the Directors then serving, at any meeting of the Board of Directors, but only if the notice of the meeting states that the purpose, or one of the purposes, of the meeting is the amendment or restatement of the Articles of Incorporation.

The power to adopt, alter, amend, or repeal the Bylaws of the Corporation is vested in the Board of Directors in accordance with the provisions of the Bylaws.

## ARTICLE XI REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial registered agent of the Corporation, who is authorized to receive service of process on behalf of the Corporation, is Corporate Creations Network Inc. The street address of the initial registered office of the Corporation is 801 US Highway 1, North Palm Beach, Florida 33408.

\* \* \*

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation.

Date: December 30, 2024

By: Kelly L. Hellmuth  
Kelly L. Hellmuth, Incorporator  
Holland & Knight LLP  
50 N. Laura St., Suite 3900  
Jacksonville, FL 32202

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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT OF  
ROOTS AND GROWTH, INC.**

**WITNESSETH:**

That the Roots and Growth, Inc., desiring to organize under the laws of the State of Florida, has named Corporate Creations Network Inc. as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-referenced Corporation at 801 US Highway 1, North Palm Beach, Florida 33408, the undersigned hereby agrees to act in this capacity, agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent, and accepts the duties and obligations of section 617.0503, Florida Statutes.

Dated this 30th day of December, 2024.

**CORPORATE CREATIONS NETWORK INC.,**  
*Registered Agent*

*Tim Pratta* Tim Pratts, Special Secretary

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