

N95000002504

Victory Christian Academy  
406 Ruy St  
Wildwood, FL 34785

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-05/17/95--01110--029  
\*\*\*122.50 \*\*\*122.50

ARTICLES OF INCORPORATION

MAY 18 1995 BSR

W95-10609

(524)

FILED  
MAY 26 AM 9:49  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 18, 1995

CHARLES H. BUTLER JR.  
4222 U.S. 301 N.  
WILDWOOD, FL 34785

SUBJECT: THE WHITESTONE EDUCATION GROUP INC.  
Ref. Number: W95000010609

We have received your document for THE WHITESTONE EDUCATION GROUP INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The incorporator's signature and the registered agents signature must be an original.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker  
Corporate Specialist

Letter Number: 895A00025642

ARTICLES OF INCORPORATION

FILED  
95 MAY 26 AM 9:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

The Whitestone Education Group Inc.

ARTICLE I  
NAME

The name of this corporation shall be:

The Whitestone Education Group Inc.

The principal address of this corporation shall be:

400 Roy Street  
Wildwood, Florida, 34785.

ARTICLE II  
ENABLING LAW

This corporation is organized pursuant to Chapter 617, Florida Statutes, as a corporation not for profit.

ARTICLE III  
PURPOSE

The purposes for which this Corporation are organized are exclusively charitable, cultural, scientific and educational, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and the Regulations promulgated thereunder, being principally to plan, promote, develop, construct, operate and maintain a school in the vicinity of the City of Wildwood, Florida, and other locations, the activities of which shall include, but not be limited to, the offering of education programs, vocational training programs, curriculum research and production, lectures, films, and other activities, the undertaking and/or sponsoring of research on site or elsewhere, and other similar functions for the benefit of students, teachers, and researchers from education institutions, and the general public. Toward that end, the Corporation shall be empowered to:

1. Take and hold, by bequest, gift, grant, purchase, lease or otherwise, any property, tangible, or intangible, or any undivided interest therein, without limitation as to amount or value;
2. To contract for the operation or management of any part of the facility;
3. To contract for the operation of concessions on or in the facility or, at the Board of Directors' discretion, operate such concessions as they deem desirable;
4. To advertise and promote within or without the State as to the facility and activities of the Corporation;
5. To sell, convey, or otherwise dispose of, any such property, and to invest, reinvest, or deal with, the principal thereof, or the income there from, in such manner as, in the judgment of the Corporation's Board of Directors, will best promote the purposes of the Corporation, and without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any other law applicable thereto;
6. To receive income from various sources, including fees, entrance charges, rent, grants, loans, and/or any other appropriate source determined to be necessary to carry out the

purposes of the Corporation, and to determine the best use of those receipts through preparation of annual budgets, approved by the Board of Directors with the advice and guidance of a Certified Public Accountant and other professionals as warranted, except that no dividends, or part of any income, shall inure, or be paid to any Board member, Director, or other person affiliated with the Corporation, excepting only salaries for hired staff and professional assistance, from the receipts of the Corporation;

7. To have and exercise any and all powers conferred upon corporations, both for profit and not for profit, under the statutes of the State of Florida, provided, however, that this Corporation is not empowered to engage in any activity that in itself is not in furtherance of its purposes as set forth above;

8. Other provisions of these Articles of Incorporation, notwithstanding, this Corporation shall not carry on any other activities not permitted to be undertaken by:

a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law, or

b) a corporation to which contributions are deductible under Section 170(e)(2) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue law;

9. To the extent permitted by law, to exercise its rights, powers, and privileges by holding meetings of its members and the Board of Directors, and by having one or more offices, by employing personnel, and by establishing branches, subdivisions, and agencies, in any part of the world;

10. Alone, or in cooperation with other persons or organizations, to do any and all lawful acts and things which may be necessary, useful, suitable, or proper, for furtherance, accomplishment, or attainment of any or all of the purposes or powers of the Corporation, provided, however, that the Corporation may not exercise any power, either expressed or implied, in such a manner as would disqualify the Corporation from exemption from income tax under Section 501(c)(3) of the Internal Revenue Code;

11. Notwithstanding the powers and purposes enumerated elsewhere in these Articles, the Corporation shall be restricted as follows: no part of the net earnings of the Corporation shall inure to the benefit of any Board member, other member, officer, or other associate or representative of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in effecting one or more of its purposes), and no Board member, other member, officer, or private individual, shall be entitled to share the distribution of the Corporation's assets upon dissolution of the Corporation

#### ARTICLE IV TERM

The period of the duration of this Corporation is perpetual, unless dissolved according to law.

#### ARTICLE V INCORPORATORS

The name and residence of the subscribers to these Articles of Incorporation are:

Charles H. Butler Jr. , 4222 U.S. 301 N., Wildwood, Florida 34785  
Robert Conroy , 4875 C.R. 116 , Wildwood , Florida 34785  
Joseph Zangari, 34519 Cedarfield Drive, Ridge Manor , Florida 33525

#### ARTICLE VI QUALIFICATIONS OF MEMBERS

The qualification of members of the Corporation, the authorized number, and the manner of admission of members to this Corporation, the different classes of membership, if any, the privileges of voting and other rights and privileges of members, the liability of members and/or dues or assessments, and the method of collection thereon in the termination and transfer of membership, shall be as set forth in the By-Laws of this Corporation.

ARTICLE VII  
MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors: The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors. The number of Directors herein provided for shall be as set forth in the By-Laws of the Corporation, providing, however, that except for the initial Board of Directors set forth below, there shall never be less than 3 members on the Board of Directors. The names and addresses of persons constituting the initial Board of Directors who are to act in that capacity until the selection of their successors are:

Charles H. Butler Jr. , 4222 U.S. 301 N., Wildwood, Florida 34785  
Robert Conroy , 4875 C.R. 116 , Wildwood , Florida 34785  
Joseph Zangari, 34519 Cedarfield Drive, Ridge Manor , Florida 33525

the above named individuals shall serve as the initial Board of Directors for a period of 360 days subsequent to the date of incorporation. During that time, a list of permanent members of the Board of Directors shall be prepared, consistent with the By-Laws, and objectives for skill and experience, and shall be submitted to the initial Board for approval. This list shall identify proposed terms, consistent with the provision for staggering in the By-Laws, the qualifications of each member, and other relevant information. Subsequent to approval of the initial Board of Directors of the Corporation, the names so submitted shall become the first permanent official Board of Directors of the Corporation, serving terms of one, two, and three years as identified.

B. Employment of Staff: The Board of Directors may retain staff for the purpose of conducting day-to-day management and supervision of Corporation affairs, consistent with policies and directions set by the Board, and with the qualifications and provisions outlined in the By-Laws.

ARTICLE VIII  
REGISTERED OFFICE AND AGENT

The address of the Corporation's initial registered office in the State of Florida:

XXXXXXXXXXXXXXXXXXXX  
XXXXXXXXXXXX  
XXXXXXXXXXXX

The name and address of this Corporation's initial registered agent is:

Charles H. Butler Jr  
4222 U.S. 301 North  
Wildwood, Florida 34785

ARTICLE IX  
BY-LAWS

By-Laws will be hereinafter adopted at the first meeting of the Board of Directors. Such By-Laws may be amended or repealed in whole, or in part, in the manner provided therein.

Any amendment to the By-Laws shall be binding on all members of this Corporation.

ARTICLE X  
AMENDMENTS OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by Director and presented to a quorum of the Board of Directors for their vote; amendments may be adopted by a vote of a majority of members of the Board of Directors of the Corporation.


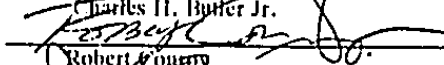
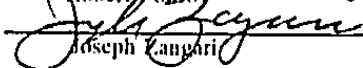
ARTICLE XI  
DISSOLUTION

In the event of dissolution of this Corporation, the residual assets of the Corporation will be distributed to one or more organizations of the type described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, and corresponding provisions of any subsequent federal tax laws, or to the federal, state, or local government, for exclusive public purposes and use.

ARTICLE XII  
NONDISCRIMINATION

No person shall be denied membership, association with, participation in the programs of, or other involvement with the business and services of the Corporation on the basis of race, creed, national origin, age, sex, handicap, or religion. This principle shall be reflected in the By-Laws, and in the policies and programs subsequently enacted by the Board.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation, for the purpose of forming this Corporation, not-for-profit, under the laws of the State of Florida, this 17 day of MARCH, 1995.

  
\_\_\_\_\_  
Charles H. Butler Jr.  
  
\_\_\_\_\_  
Robert Conroy  
  
\_\_\_\_\_  
Joseph Zangari

State of Florida  
County of Sumter  
Before me, the undersigned April L. Terry, Notary Public  
personally appeared,

Charles H. Butler Jr., Robert Conroy, and Joseph Zangari

who, being first duly sworn, acknowledged to me that they are the persons described as the Incorporators of, and the ones who executed, the foregoing Articles of Incorporation, and that they executed the same for the purposes therein expressed.

WITNESS my hand and seal this 17<sup>th</sup> day of March, 1995.

April L. Terry

Notary Public, State of Florida,

My commission expires: Notary Public, State of Florida  
My Commission Expires April 23, 1995  
Bonded thru Troy Fair - Insurance Inc.

Having been named to accept service of process for Victory Christian Academy Inc. the Corporation designated in the foregoing Articles of Incorporation, I hereby agree to act as a Registered Agent, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 7<sup>th</sup> day of March, 1995.

[Signature]  
CHARLES H. BUTLER, Registered Agent

State of Florida  
County of Sumter

Before me, the undersigned April L. Terry, Notary Public, personally appeared CHARLES H. BUTLER, who, being first duly sworn, acknowledged to me that he is the person described as the Registered Agent in, and the one who executed, the foregoing Articles of Incorporation, and that he executed the same for the purposes therein expressed.

WITNESS my hand and seal this 7<sup>th</sup> day of March, 1995.

April L. Terry  
Notary Public, State of Florida

My commission expires: (SEAL) Notary Public, State of Florida  
My Commission Expires April 23, 1995  
Bonded thru Troy Fair - Insurance Inc.