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Thomas C. Ranew, Jr.

June 28, 1995

FILE #
95-138

Office of Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: GLENHAVEN ACADEMY, INC.


Dear Ladies:

Enclosed please find original and copy of the Articles of Incorporation for the above captioned, together with our check in the amount of \$70.00 representing filing fees, and designation of registered agent.

Please forward a copy of the Articles of Incorporation to me at the above post office address.

Thank you for your attention to this matter.

Very truly yours,


Thomas C. Ranew, Jr.
For the Firm

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TCRjr/mb

Enclosures

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ARTICLES OF INCORPORATION

OF

GLENHAVEN ACADEMY, INC.

The undersigned, being of legal age and competent to contract, for the purpose of organizing a not for profit corporation on a non-stock basis pursuant to the provisions of Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I

NAME

The name of this corporation shall be GLENHAVEN ACADEMY, INC.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence corporate existence on the date these articles are filed with the Secretary of State and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

PURPOSES

1. General Purpose. The general purpose of this Corporation shall be to operate exclusively for charitable, religious and educational purposes, and in furtherance of such goals is authorized to do any or all activities which it is empowered to do under Article IV hereunder; provided, however, that nothing herein shall be construed as allowing any activities which would jeopardize the Corporation's tax-exempt status or otherwise be inconsistent with its classification as an organization described in sections 501(c)(3) and 170(b)(1)(a)(ii) of the Internal Revenue Code of 1954 as amended from time to time, or any equivalent section of the Internal Revenue Code in effect at any time.

2. Specific Purpose. The Corporation shall be a private school, which exists for the specific purpose to assist local families in the provision of education and academic excellence.

ARTICLE IV

GENERAL POWERS

Except as may be restricted in Articles III and V herein, this Corporation shall have all of the powers enumerated for corporations in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following:

- (a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced provided; however, such seal shall always contain the words "corporation not for profit".
- (b) To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (c) To sell, convey, mortgage, pledge, create security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (d) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- (f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (g) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.
- (h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Not For Profit Act or by other applicable law within or without the State of Florida.
- (i) To elect or appoint officers and agents and defend their duties and allow them reasonable compensation.
- (j) To make and alter by laws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs.

(k) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific, educational purposes or other similar purposes.

(l) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.

(m) To transact any lawful business which its Board of Directors shall find will be in aid of governmental policy.

(n) To have and exercise all powers necessary or convenient to effect its general purpose.

ARTICLE V NON PERMITTED ACTIVITIES

Notwithstanding the provisions of Article IV hereinabove, nothing herein shall be construed to permit the Corporation to engage in any activity which would be inconsistent with its classification as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954 as amended from time to time, or any equivalent section of the Internal Revenue Code in effect at any time. As such, the Corporation shall not allow any expenditure of any part of the net earnings of the Corporation to inure to the benefit of any member, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), nor shall any member, director, or officer of the Corporation, or any private individual, be entitled to share in a distribution of the Corporation's assets on dissolution of the Corporation nor shall a substantial part of the activities of the Corporation be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene (including the publication and distribution of statements) in the political campaign on behalf of any candidate for public office.

ARTICLE VI DISTRIBUTION UPON DISSOLUTION

Upon the liquidation, dissolution of the winding up of the affairs of the Corporation, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary, or education organizations which are the qualified under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 as amended from time to time, or any equivalent section of the Internal Revenue Code in effect at anytime.

ARTICLE VII
MEMBERSHIP

The members of this not for profit corporation shall be qualified and admitted as set forth in the Bylaws of this Corporation.

ARTICLE VIII
INITIAL, REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 4431 Landover Boulevard, Spring Hill, FL 34609 and the initial registered agent of the Corporation and her address shall be NANCY JOHNSON, 4431 Landover Boulevard, Spring Hill, FL 34609. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment to these Articles of Incorporation.

ARTICLE IX
INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time and shall be elected or appointed as provided in the Bylaws provided, however, that the number of directors shall never be less than three (3). The names and street addresses of the initial directors of this Corporation are:

NANCY JOHNSON
4431 LANDOVER BOULEVARD
SPRING HILL, FL 34609

CHRISS MARK JOHNSON
4431 LANDOVER BOULEVARD
SPRING HILL, FL 34609

EDA LAVERNE HUTCHINS
12285 PINE BLUFF STREET
SPRING HILL, FL 34609

ARTICLE X
INCORPORATORS

The names and street addresses of the persons signing these Articles of Incorporation are:

NANCY JOHNSON
4431 LANDOVER BOULEVARD
SPRING HILL, FL 34609

CHRISS MARK JOHNSON
4431 LANDOVER BOULEVARD
SPRING HILL, FL 34609

EDA LAVERNE HUTCHINS
12285 PINE BLUFF STREET
SPRING HILL, FL 34609

ARTICLE XI
BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amended or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE XII
INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for wilful misconduct or gross negligence.

ARTICLE XIII
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

ARTICLE XIV
HEADINGS AND CAPTIONS

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

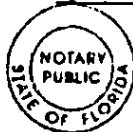
IN WITNESS WHEREOF, the undersigned, being the incorporators hereinabove named, for the purpose of forming a not for profit corporation pursuant to the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereto sets their hands and seals this 26 day of March, 1995.

Nancy Johnson
NANCY JOHNSON
Chriss M. Johnson
CHRISS MARK JOHNSON
Eda Laverne Hutchins
EDA LAVERNE HUTCHINS

STATE OF FLORIDA

COUNTY OF HERNANDO

The foregoing instrument was acknowledged before me this 20th day of June, 1995, by NANCY JOHNSON.



TROY A. FORD
My Comm Exp. 9/12/97
Bonded By Service Ins
No. CC314987

☐ Personally Known ☐ Other I.D.

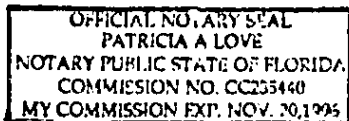
Troy A. Ford
Signature of Notary Public
(Print, typed, or stamp Commissioned Name of Notary Public)
My commission expires: 9/12/97

Personally known OR Produced Identification ✓
Type of Identification Produced FLORIDA D/L 525-113-58-302

STATE OF FLORIDA

COUNTY OF Hernando

The foregoing instrument was acknowledged before me this 21st day of June, 1995, by CHRISS MARK JOHNSON.



Patricia A. Love
Signature of Notary Public
(Print, typed, or stamp Commissioned Name of Notary Public)
My commission expires: Nov. 20, 1995

Personally known OR Produced Identification ✓ FL D/L
Type of Identification Produced FLORIDA D/L 525-113-58-302

STATE OF FLORIDA

COUNTY OF HERNANDO

The foregoing instrument was acknowledged before me this 20th day of June, 1995, by EDA LAVERNE HUTCHINS.



TROY A. FORD
My Comm Exp 9/12/97
Bonded By Service Ins
No. CC314987

☐ Personally Known ☐ Other I.D.

Troy A. Ford
Signature of Notary Public
(Print, typed, or stamp Commissioned Name of Notary Public)
My commission expires: 9/12/97

Personally known OR Produced Identification ✓
Type of Identification Produced FLORIDA D/L 525-113-58-302

CERTIFICATE OF DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

GLENHAVEN ACADEMY, INC., desiring to organize as a not for profit corporation pursuant to the laws of the State of Florida, with its registered office and principal place of business at 4431 Landover Boulevard, Spring Hill, Florida 34609, has named and designated NANCY JOHNSON, as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named not for profit corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 21 day of June, 1995.

Nancy Johnson
NANCY JOHNSON, Registered Agent