

# N98000002100

## TRANSMITTAL LETTER

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

**SUBJECT:** THE NEW ACADEMY COMMUNITY LEARNING CENTER, INC.  
(Proposed corporate name - must include suffix)

800002484798--2  
-04/10/98--01026--020  
\*\*\*122.50 \*\*\*122.50

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

\$122.50  
Filing Fee  
& Certified Copy

\$131.25  
Filing Fee,  
Certified Copy  
& Certificate

**FROM:** JOHN P. FERRELL, Executive Director  
Name (Printed or typed)

441 Madeira Avenue  
Address

Coral Gables, FL 33134  
City, State & Zip

(305) 444-5603  
Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 APR 10 AM 8:20

**FILED**

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

**Articles of Incorporation  
of  
The New Academy  
Community Learning Center, Inc.**

98 APR 10 AM 8:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

The undersigned does hereby execute, acknowledge, and file the following Articles of Incorporation for the purpose of creating a not for profit corporation under the laws of the State of Florida.

**ARTICLE I**

The name of this not for profit corporation shall be:

THE NEW ACADEMY COMMUNITY LEARNING CENTER, INC.

**ARTICLE II**

This not shall profit corporation shall commence its perpetual existence on the date these Articles are filed with the Secretary of State.

**ARTICLE III**

The general purpose for which this not for profit corporation is organized is to establish and operate a not for profit charter school(s). For these purposes this corporation may engage in any activity and exercise and power of authority that may be engaged in by a non-profit corporation organized under Chapter 617, Florida Statutes, as amended.

**ARTICLE IV**

This corporation shall issue no stock. No part of the net earnings of this corporation shall inure to the benefit of or shall be distributed to its members, directors, or other private persons except that this 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 in this article. Notwithstanding any other provision of these articles, this corporation shall not carry on any activities deemed impermissible for corporations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of

any future United States internal revenue law or by a corporation, contributions to which are deductible under section 170(c)(2) or the corresponding provision of any future United States internal revenue law. On the dissolution of this corporation the board of directors shall dispose of all assets of this corporation in the manner or to organizations that are organized and operated exclusively as exempt organizations under Section(s) 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law, or after paying or making provisions for the liabilities of this corporation. Any assets deemed not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the principal office of this corporation is located. Such court of competent jurisdiction shall dispose of the assets of this corporation to organizations that are organized and operated exclusively for charitable, educational, or scientific purposes.

#### **ARTICLE V**

The sole member of this corporation shall be the founder, John P. Ferrell.

#### **ARTICLE VI**

The street address of the initial registered office of this corporation and its initial registered agent, as well as the mailing address of the corporation, is as follows:

JOHN P. FERRELL  
441 Madeira Avenue  
Coral Gables, FL 33134

#### **ARTICLE VII**

The names and addresses of the directors of this corporation are:

JOHN P. FERRELL, Executive Director  
441 Madeira Avenue  
Coral Gables, FL 33134

GILBERTO J. CUEVAS, PH.D.  
School of Education  
University of Miami  
Coral Gables, FL 33124

JOHN MOORE, ED.D.  
Cutler Ridge Middle School  
19400 SW 97 Ave.

Miami, FL 33157

Any additional directors shall be elected or appointed in accordance with the bylaws of this not for profit corporation.

#### **ARTICLE VIII**

The name and address of the Incorporator of this corporation is:

JOHN P. FERRELL  
441 Madeira Avenue  
Coral Gables, FL 33134

#### **ARTICLE X**

The sole member of this corporation shall adopt the Bylaws for the conduct of the corporation's business and the carrying out of its purposes as he may deem necessary.

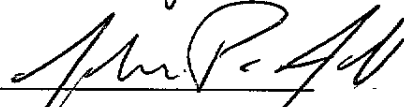
The Bylaws may be amended, altered or rescinded by the sole member of this corporation at any regular meeting or special meeting called for that purpose.

#### **ARTICLE X**

By duly adopted action of the Board of Directors, this corporation may indemnify and /or insure any and all of its directors or officers or former directors or officers, to the extent permitted by law, now existing or hereinafter enacted, including without limitation, the expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties or a party by reason of being or having been directors or officers of this corporation, except in relation to matters as to which any such director or officer, or former director or officer or person, shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the By-Laws of this corporation or pursuant to Chapter(s) 607 & 617, Florida Statutes, or otherwise.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of the above named corporation, for the purpose of forming an corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation this

6<sup>th</sup> day of April, 1998.

  
\_\_\_\_\_  
(Signature of Incorporator)

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

THE NEW ACADEMY COMMUNITY LEARNING CENTER, INC.

(must include suffix)

2. The name and address of the registered agent and office is:

JOHN P. FERRELL, Executive Director

(NAME)

441 Madeira Avenue

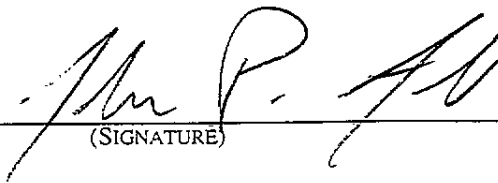
(P. O. Box or Mail Drop Box NOT ACCEPTABLE)

Coral Gables, FL 33134

(CITY/STATE/ZIP)

**FILED**  
98 APR 10 AM 8:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
\_\_\_\_\_  
(SIGNATURE)

April 6, 1998  
\_\_\_\_\_  
(DATE)