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Boyd Law Firm  
Requestor's Name  
106 E. College Ave. Suite 900  
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Tall FL 32301 681-  
City/State/Zip Phone # 7381

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Explorer Elementary and Middle School, Inc.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

P. Hall APR 22 1998

**ARTICLES OF INCORPORATION  
OF  
EXPLORER ELEMENTARY AND MIDDLE SCHOOL, INC.  
(A Florida not for profit corporation)**

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TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator for a not for profit corporation, under the applicable Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

**NAME**

The name of the corporation shall be Explorer Elementary and Middle School, Inc. (the "Corporation").

**ARTICLE II**

**PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The address of the principal office of the Corporation shall be 5005 N. Wickham Road, Melbourne, Florida 32940.

**ARTICLE III**

**POWERS**

The Corporation shall have all statutory powers granted to not for profit corporations by the State of Florida, including, but not limited to, the power to contract, sue and be sued, to purchase and hold real and personal property and to perform all other lawful acts necessary for the accomplishment of the purpose set forth in these Articles of Incorporation.

**ARTICLE IV**

**PURPOSE**

The Corporation is organized exclusively for charitable, religious, educational, literary and

scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, or comparable provisions of subsequent legislations (the "Code"). In furtherance of the foregoing, but not by way of limitation, it shall be the purpose of the Corporation to provide for the establishment and operation of an educational institution in Melbourne, Florida.

Notwithstanding any other provision of these Articles, the Corporation will not carry on any activities not permitted to be conducted or carried on by any organization exempt from Federal income tax under Section 501 (c)(3) of the Code or by any organization receiving contributions which are deductible under Section 170 (c)(2) of the Code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director or officer of the Corporation or any other private individual except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no director or officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation; provided, however, the Corporation may confer benefits in the forms of distributions, in dissolution or otherwise, upon any not for profit corporation described in Section 501(c)(3) and Section 170(c)(2) of the Code. No substantial part of the activities of the Corporation shall be in the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publication or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors. The method of election of Directors shall be as determined by the Bylaws of the Corporation. The Board of

Directors shall have such power as may be granted them according to the Bylaws of the Corporation and the laws of the State of Florida. There shall never be less than three (3) individual directors.

The initial Board of Directors consists of the following seven (7) individuals:

Ollie Striby  
4575 Delespine Road  
Cocoa, FL 32927

Paul Hayes  
Post Office Box 1504  
Cape Canaveral, FL 32920

Diane Litts  
1323 Forest Drive  
Rockledge, FL 32955

Dale Bardsley  
3441 Quail Court  
Melbourne, FL 32935

Valerie Melbrod  
308 Ohio Street  
Satellite Beach, FL 32937

Nancy Boyles  
3942 Jupiter Blvd.  
S. E. Palm Bay, FL 32909

Sandeep Rahangdale  
2100 N. Wickham Road  
Melbourne, FL 32935

## ARTICLE VI

### ORGANIZATION

The officers of the Corporation shall be:

President	-	Ollie Striby
Vice President	-	Paul Hayes
Secretary	-	Diane Litts
Treasurer	-	Dale Bardsley

Future officers shall be elected by the Board of Directors.

The Corporation shall not be operated for pecuniary gain or profit. No part of the property of the Corporation and no part of its net earnings shall go to the benefit of any Director or other private individual except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes. The Corporation shall never be authorized to engage in any activity contrary to the purposes for which the Corporation is organized.

## **ARTICLE VII**

### **BYLAWS**

The Bylaws of the Corporation may be adopted, altered or rescinded only in such manner as said Bylaws provide.

## **ARTICLE VIII**

### **DISSOLUTION**

Upon the dissolution of the Corporation, all of its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or to a state or local government, for a public purpose. Any such assets not so disposed shall be disposed of by the Court of Common Pleas 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 said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE IX**

### **INCORPORATORS**

The name and address of the incorporator of these Articles is:

Robert J. Boyd, Esquire  
Macfarlane Ferguson & McMullen  
106 East College Avenue, Suite 900  
Tallahassee, Florida 32301

## **ARTICLE X**

### **EXISTENCE**

The Corporation is to exist until the Corporation may be dissolved according to law.

**ARTICLE XI**  
**REGISTERED AGENT**

The name and address of the registered office and registered agent is Laura Boyd Pearce, Esquire of Macfarlane Ferguson & McMullen, 106 East College Avenue, Suite 900, Tallahassee, Florida 32301.

**ARTICLE XII**  
**AMENDMENTS TO ARTICLES OF INCORPORATION**

The Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a two-thirds vote of the Board of Directors provided, however, that any such proposed amendment or amendments be first mailed to each member of the Board of Directors at least thirty (30) days prior to such regular or special meeting.

**ARTICLE XIII**  
**SPECIAL PROVISIONS**

Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceedings to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance, nonfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to

and not exclusive of all other rights to which Director or Officer may be entitled.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of  
Incorporation this 22ND day of APRIL, 1998.

Robert J. Boyd  
Robert J. Boyd, Esquire  
Incorporator

STATE OF FLORIDA  
COUNTY OF LEON

Subscribed and sworn to before me by Robert J. Boyd on this 22ND day of  
APRIL, 1998.

Sherrin G. Wilton  
NOTARY PUBLIC  
MY COMMISSION # CG663827 EXPIRES  
July 15, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

Having been named as Registered Agent for the above-stated Corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated: April 22, 1998

Laura Boyd Pearce  
Laura Boyd Pearce, Esquire  
Registered Agent