

N98000006404

Derlyn Roberts
Requestor's Name

3411 N 29th Street
Address

Tampa, Florida 33605 (813) 242-0918
City/State/Zip Phone #

Office Use Only

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

1. SAGO Palm Educational Academy, Inc. 1
(Corporation Name) (Document #)
2. _____
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3. _____
(Corporation Name) (Document #)
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TALLAHASSEE, FLORIDA

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NEW FILINGS	
	Profit
X	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
X	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SAGO PALM Educational Academy, Incorporated^{ca}
(present name)

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

See Attachment

SECOND: The date of adoption of the amendment(s) was: Feb. 23, 00

THIRD: Adoption of Amendment (CHECK ONE)

- ☐ The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

SAGO PALM^{Ed.} Academy, Incorporated
Corporation Name

DERLYN ROBERTS
Signature of Chairman, Vice Chairman, President or other officer

DERLYN ROBERTS
Typed or printed name

Secretary Title 02/25/00 Date

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SAGO Palm Educational Academy, Inc.
(A CORPORATION NOT FOR PROFIT)**

FILED
00 FEB 24 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned natural persons of age of twenty-one (21) years or more, acting as incorporators of a corporation not for profit, adopt the following Articles of Incorporation for such Corporation pursuant to Chapter, 617, of Title 34 of the Statutes of the State of Florida.

**ARTICLE I
NAME**

The name of this corporation shall be SAGO Palm Educational Academy, Inc., which may be abbreviated SPEA.

**ARTICLE II
DURATION**

The term of the Corporation shall be perpetual.

**ARTICLE III
INITIAL REGISTERED /PRINCIPAL OFFICE AND AGENT**

The initial registered office of the Corporation shall be located at 3411 N 29th Street, Tampa, Florida 33605, unless otherwise designated by the Board of Directors. The initial registered agent is Derlyn Roberts.

The address of the corporation initial principal office is located at 3411 N 29th Street, Tampa, Florida 33605.

**ARTICLE IV
PURPOSES**

The purposes for which this Corporation is organized are educational, religious, charitable, scientific and more particularly:

- (a) To foster individual affective and cognitive development within participants;
- (b) To help each student develop their maximum potential through comprehensive programs;
- (c) To provide Individual Educational Plans for each participant so that their individual needs will be met.;

- (d) To provide programs and activities which will promote and develop self-esteem, self-worth, and self-respect within and toward others;
- (e) To serve as a clearing house for community enhancement , educational and vocational opportunities;
- (f) To provide programs and teach life and work skills; and
- (g) To research the conditions which inhibit community cohesiveness and economic development.

In furtherance, but not in limitation of the forgoing purposes, the corporation shall have the power and authority.

- (1.) To receive assistance, money (as grants or otherwise), real or personal property and any other form of contribution, gifts, bequest or devise from any person, firm, or corporation, to be utilized in the furtherance of the objects and purposes of this Corporation; to enter into agreements or contracts for contributions to the Corporation for its objects and purposes, provided however, that gifts shall be subject to acceptance by the Board of Directors as required by the bylaws.
- (2.) To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgment of the Board of Directors, and pay reasonable compensation for the services of such persons.
- (3.) To distribute, in the manner, form and method, and by the means determined by the Board of Directors of the Corporation, any and all forms of contributions received by it in carrying out the programs of the Corporation in the furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in the furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purposes.
- (4.) To purchase, acquire, own, hold, guarantee, sell, assign, transfer mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, acquire, own, hold, sell, transfer mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership.

- (5). To adopt and use a corporation seal containing the words "corporation not for profit."
- (6.) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits of the laws for the State of Florida applicable to the Corporations of the character, including but not limited to the powers described in Section 617.0302 of the Florida Statutes.

All of the above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Corporation.

Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised, construed and limited in their application to accomplish the purposes for which this Corporation is formed.

ARTICLE V **ACTIVITIES NOT PERMITTED**

The Corporation shall not carry on propaganda or otherwise attempt in any way to influence legislation or participate or intervene in (including the publishing or distribution of statement), any political campaign on behalf of any candidate for public office.

Notwithstanding any provision of these Articles of Incorporation to the contrary, the Corporation: (a) shall not (1) carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501 (c)(3), or (ii) by a corporation, contributions to which are deductible under Section 170 (c)(2), (2) engage in any act of self dealing (as defined in Section 4941 (d)), (3) retain any excess business holdings (as defined in Section 4943 (c)), (4) make any investments in; such manner as subject the Corporation to tax under Section 4944, or (5) make any taxable expenditures (as defined in Section 4945(d)); and (b) shall distribute its income for each taxable year at such time and in such manner as to subject the Corporation to tax under Section 4942.

ARTICLE VI **MEMBERSHIP**

The Corporation shall have no members.

ARTICLE VII

POWERS

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed by a Board of Directors. The conditions of election to the Board of Directors and the number of Directors which number shall not be less than four (4) shall be as provided in the bylaws.

ARTICLE VIII

DISSOLUTION

The regulation of internal affairs of the Corporation, including the distribution of assets on dissolution, shall be provided for in the bylaws and shall include that:

- (1). No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the 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 above.
- (2). Upon dissolution of the Corporation or winding up of its affairs, the assets of the Corporation shall be applied and distributed as follows:
 - (a). All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefore;
 - (b). Assets held by the Corporation upon condition requiring, return, transfer or conveyance, which condition occurs by reason of the dissolution or winding down, shall be returned, transferred or conveyed in accordance with such requirements; and;
 - (c). All remaining assets not disposed of under either of the preceding paragraphs (a) or (b) shall be transferred or conveyed to one or more charitable, religious, educational or scientific organizations (i) which are described in Sections 501 (c) (3), and (ii) to which deductible contributions can be made under

Sections 170 (c) (2), 2522 (a)(2), as the Board of Directors shall select.

All statutory references herein are to the Internal Revenue Code of 1986 (or the Corresponding provisions of any future United States Internal Revenue Law).

ARTICLE IX NON STOCK BASIS

The Corporation shall not be authorized to issue capital stock.

ARTICLE X COMPENSATION

A director of the Corporation shall not receive compensation, directly or indirectly, for services as a director. An officer of the Corporation shall not receive compensation, directly or indirectly, for services as an officer unless employed by the Board of Directors as: (i) a member of the administrative staff of the Corporation or (ii) for compensable services rendered in other capacities. These prohibitions shall not preclude reimbursement of a director, officer, or duly appointed committee member for expenses or advances made for the Corporation that are reasonable in character and amount not for compensable services rendered in other capacities and approved for payment in the manner provided by the bylaws.

ARTICLE XI INDEMNIFICATION

Every director and officer of the Corporation shall be indemnified by the Corporation 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 appeal thereof) to which a director or officer may be a party or may become involved by reason of being or having been a director or officer of the Corporation, whether or not a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of, or liable for, willful misfeasance or willful malfeasance in the performance of duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when 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 such 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.

ARTICLE XVI
AMENDMENTS

The Articles of Incorporation may be made, altered or rescinded by a two thirds vote of the trustees.

ARTICLE XVII
INCORPORATORS

The names and residences of the subscribers to these Amended and Restated Articles are:

Frederick L. Porter
1733 Greenridge Dr.
Tampa, Florida 33619

Charles D. Gunn Sr.
11204 Thicket Court
Tampa, Florida 33624

Rachel Y. Gunn
11204 Thicket Court
Tampa, Florida 33624

Derlyn Roberts
3407 E. 25th Avenue
Tampa, Florida 33605

ARTICLE XII
FISCAL YEAR

The fiscal year of the Corporation shall begin January 1st and end December 31st of each calendar year.

ARTICLE XIII
TERRITORY

The territory in which the operations of the Corporation are principally to be conducted is Hillsborough County, Florida.

ARTICLE XIV
OFFICERS

The names of the officers who are to serve under the Amended and Restated Articles of Incorporation are:

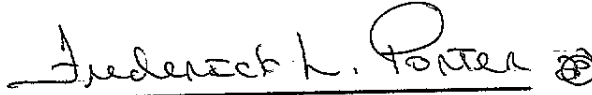
Frederick Lee Porter	President
Charles D. Gunn Sr.	Vice President
Rachel Y. Gunn	Secretary
Derlyn Roberts	Treasurer

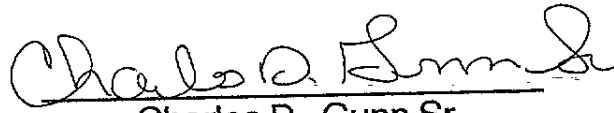
ARTICLE XV
INITIAL BOARD OF DIRECTORS

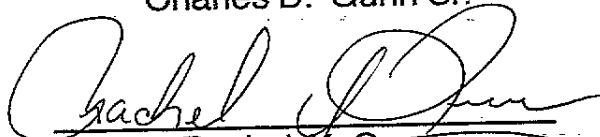
The number of persons constituting Board of Directors under the Amended and Restated Articles of Incorporation shall be no less than four (4) and no more than seven (7) and the addresses of such persons, who are to serve as directors are:

Frederick L. Porter 1733 Greenridge Dr. Tampa, Florida 33619	Charles D. Gunn Sr. 11204 Thicket Court Tampa, Florida 33624
Rachel Y. Gunn 11204 Thicket Court Tampa, Florida 33624	Derlyn Roberts 3407 E. 25th Avenue Tampa, Florida 33605

IN WITNESS WHEREOF, we, the undersigned, do
acknowledge these Restated and Amended Articles of Incorporation and
accordingly have hereunto set our hands this 23rd day of February, A.D.,
2000.


Frederick L. Porter


Charles D. Gunn Sr.


Rachel Y. Gunn


Derlyn Roberts

STATE OF FLORIDA
COUNTY OF HILLSBOURGH

I HEREBY CERTIFY that on this day, before me, an officer duly
authorized in the State and County aforesaid to take
acknowledgments, personally appeared:

Frederick L. Porter
Charles D. Gunn Sr.
Rachel Y. Gunn
Derlyn Roberts

to me well known to the persons described in the foregoing Articles of
Incorporation as subscribers and who executed the foregoing Articles
of Incorporation and acknowledge before me that they subscribed to
same.


NOTARY PUBLIC

OFFICIAL NOTARY SEAL
AMBROSE E. AUSTIN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC735614
MY COMMISSION EXP. MAY 17, 2002

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

Pursuant to the provisions of sections 607.0501 or 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: SAGO Palm Educational Academy, Inc

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

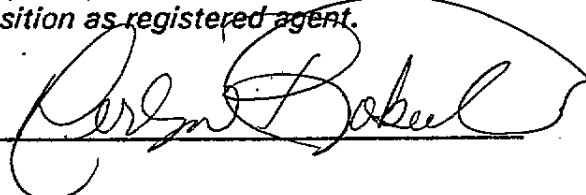
Derlyn Roberts
(Name)

3411 N 29th Street
(P.O. Box NOT acceptable)

Tampa, Florida 33605
(City/State/Zip)

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



DATE

February 23, 2000

REGISTERED AGENT FILING FEE: \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314