

N 98000007037
TRANSMITTAL LETTER

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

600002634646--4
-09/09/98--01021--004
*****70.00 *****70.00

SUBJECT: Bay Community School, Inc
(Proposed corporate name - must include suffix)

FILED
98 DEC 11 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: Leigh Duagar
Name (Printed or typed)

5446 Sand Bar Drive
Address

Port St Joe FL 32452
City, State & Zip

(850) 229-7058
Daytime Telephone number

F. CHESSE

DEC 14 1998

F. CHESSE

SEP 15 1998

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 16, 1998

BAY COMMUNITY SCHOOL, INC.
P O BOX 206
APALACHICOLA, FL 32329

SUBJECT: BAY COMMUNITY SCHOOL, INC.
Ref. Number: W98000021145

FILED
98 DEC 11 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for BAY COMMUNITY SCHOOL, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must have a Florida street address. A post office box is not acceptable.

Please return the original and one copy of 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 (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 698A00046920

ARTICLES OF INCORPORATION

of

Bay Community School, Inc.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

Article I: Name

The name of the corporation shall be the Bay Community School, Inc.

Article II: Principal Office

The principal place of business and mailing address of this corporation shall be:

Bay Community School, Inc.
~~Episcopal Parish House~~ 75 5th Street
~~P.O. Box 206~~
Apalachicola, FL 32329

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Article III: Purpose

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue law) to wit:

The corporation is organized for the purpose of providing instruction to children to improve their mental capabilities and enable them to succeed in academic and life pursuits.

Article IV: Election of Directors

The directors of the corporation shall be elected in a manner described in the bylaws. The initial directors are as follows: Elizabeth Kirven, Shannon Smith, Tricia McLemore, Adam Dahlman, and Ginger Conrad.

Article V: Initial Registered Agent and Street Address

The name and Florida street address of the initial registered agent are:

Elizabeth Kirven
P.O. Box 206
Apalachicola, FL 32320
91 22nd St

Article VI: Incorporators

The names and addresses of the Incorporators to these Articles of Incorporation are:

Elizabeth Kirven 91 22nd Street, Apalachicola, FL 32320
Shannon Smith, 1824 Sea Oat Drive, St. George Island, FL 32328
Tricia McLemore, 8th Street and Bay Avenue, Apalachicola, FL 32320
Adam Dahlman, 64 17th Street, Apalachicola, FL 32320
Ginger Conrad, 93 22nd Street, Apalachicola, FL 32320

Article VII: Action of Board of Directors

The activities and affairs of the corporation shall be managed by a board of directors. The number of directors which shall constitute the whole board shall be such as from time to time shall be fixed by, or in the manner provided in, the bylaws, but in no case shall the number be less than one. The directors need not be members of the corporation unless so required by the bylaws or the statute. The board of directors shall be elected by the members at the annual meeting of the corporation to be held on such date as the bylaws may provide, and shall hold office until their successors are respectively elected and qualified. The bylaws shall specify the number of directors necessary to constitute a quorum. The board of directors may, by resolution or resolutions passed by a majority of the whole board, designate one or more committees, which, to the extent provided in said resolution or resolutions or in the bylaws of the corporation, shall have and may exercise the powers of the board of directors in the management of the activities and affairs of the corporation. They may further have power to authorize the seal of the corporation to be affixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated in the bylaws of the corporation, or as may be determined from time to time by resolution adopted by the board of directors. The directors of the corporation may, if the bylaws so provide be classified as to term and office. The corporation may elect such officers as the bylaws may specify, subject to the provisions of the statute, who shall have titles and exercise such duties as the bylaws may provide. The board of directors is expressly authorized to make, alter, or repeal the bylaws of this corporation. This corporation may in its bylaws confer powers upon its board of directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by statute. This is true, provided that the board of directors shall not exercise any power of authority conferred herein or by statute upon the members.

Article VIII: Meetings

Meetings of the Board of Directors may be held without the State of Florida, if the bylaws so provide. Meetings of the Board of Directors can be held using telecommunications equipment if the bylaws so provide.

Article IX: Books and Records

Books and records of the corporation shall be maintained at the principal place of business of the corporation or at any other location specified by the Board of Directors, subject to the requirement of the statute and the bylaws.

Article X: Corporate Earnings

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 in Article III hereof. No part of the activities of the corporation shall consist of the carrying on of propaganda, or otherwise attempting to intervene in (including the publishing or distribution of statements) any of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 © (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170©(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

Article XI: Dissolution

Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations, and operated

exclusively for charitable, educational, religious or scientific purposes under section 501 © 3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) as the board of directors shall determine. Any such assets not so disposed will be disposed by the Circuit Court 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 operated and organized exclusively for such designated purposes.

Article XII: Amendment

The corporation reserves the right to amend alter change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon members herein are granted subject to their reservation.

Article XIII: Liability of Directors

Directors of the corporation shall not be liable to either the corporation or its members for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation or its members; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; (3) a transaction from which the director derived improper personal benefit.


I, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a nonprofit corporation pursuant to Chapter 617, Florida Statutes, do make theses Articles, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this

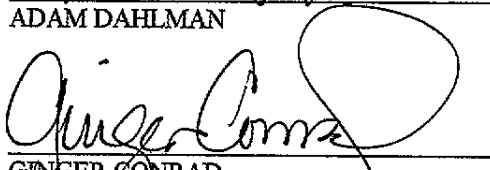
27th day of July, 1998.


ELIZABETH KIRVEN


SHANNON SMITH


TRICIA MCLEMORE


ADAM DAHLMAN


GINGER CONRAD

**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:

Bay Community School, Inc
(must include suffix)

FILED
98 DEC 11 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Elizabeth Kirvin
(NAME)

91 22nd St

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

Apalachicola, FL 32320
(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.

Elizabeth Kirvin
(SIGNATURE)

8/03/98
(DATE)