

Division of Corporations

Page 1 of 1

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## Florida Department of State

Division of Corporations  
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## FLORIDA NON-PROFIT CORPORATION

Blue Lake Academy, Inc.

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ARTICLES OF INCORPORATION  
OF  
BLUE LAKE ACADEMY, INC.SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural persons of legal age, acting as incorporators for the purpose of creating a corporation not-for-profit under the laws of the State of Florida as provided in Chapter 617, Florida Statutes, do hereby adopt the following Articles of Incorporation:

## ARTICLE I

Name and Address

The name and address of this corporation shall be:

BLUE LAKE ACADEMY, INC.  
3551 East Orange Avenue  
Eustis, FL 32736

## ARTICLE II

Duration

The corporation shall have perpetual existence.

## ARTICLE III

Purposes

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Service law).

## ARTICLE IV

Powers

This corporation shall have all powers granted by law to not-for-profit corporations subject to the following limitations and restrictions:

- (a) 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 substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for

William H. Cauthen, Esquire

Cauthen & Feldman, P.A.

215 North Joanna Avenue

Tavares, FL 32778-3200

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H98000024002 1

H98000024002 1

public office. Notwithstanding any other provision 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(c)(3) of the Internal Revenue Code of 1986 (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(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

- (b) No director, officer, or private individual, shall be entitled to share in the distribution of any corporate assets upon dissolution of the corporation. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, deliver all residual assets of the corporation to the First Baptist Church of Eustis, Inc., if in existence, or its successor in interest, if not in existence or if not qualifying as a tax exempt entity to one or more organizations which themselves qualify as exempt organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or to a Federal, State or local government for exclusive public purpose, as the Board of Directors shall determine.
- (c) The corporation shall not engage in any prohibited activity as defined in Florida Statute Section 617.0835, or as subsequently amended.

#### ARTICLE V

##### Membership

The corporation shall have no capital stock, and shall be composed of one Member rather than stockholders. The sole Member of the corporation shall be the First Baptist Church of Eustis, Inc., or its successor in interest ("Member"). The sole member shall automatically be admitted to membership upon the filing of these Articles of Incorporation.

#### ARTICLE VI

##### Incorporator

The name and address of the original incorporator is: PAUL GUTHRIE, 3551 EAST ORANGE AVENUE, EUSTIS, FL 32736.

William H. Cauthen, Esquire  
Cauthen & Feldman, P.A.  
215 North Joanna Avenue  
Tavares, FL 32778-3200  
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## ARTICLE VII

Officers

The officers of the corporation shall consist of a President, Vice President, a Secretary and a Treasurer and such other officers and assistant officers as the Board of Directors shall provide for in the Bylaws of the corporation. The officers shall be elected by the Board of Directors at the annual meeting of the Board of Directors. Vacancies shall be filled by the Board of Directors at any regular or specially called meeting. The names and addresses of the first officers who shall manage the affairs of the corporation until their successors are elected or appointed and are duly qualified are:

President:	Skip Haymans
Vice President:	Gary Nicholson
Secretary:	Heather Germeroth
Treasurer:	Roben Bronson

## ARTICLE VIII

Board of Directors

Control of the affairs of the corporation shall be vested in the Board of Directors consisting of not less than six (6) Directors, who shall be elected on an annual basis, but the term of office of any member of the Board of Directors may be for a period of more than one (1) year as provided in the Bylaws. The number of Directors may be increased or decreased, by a two thirds (2/3) vote of the Board of Directors of the First Baptist Church, Inc., but shall never be less than six (6) Directors. The initial Board of Directors shall be composed of twelve (12) Directors. The Board of Directors shall be elected by the Board of Directors of the First Baptist Church of Eustis, Inc. at the annual meeting. Vacancies on the Board of Directors shall be filled by a two-thirds (2/3) vote of the Board of Directors of the First Baptist Church of Eustis, Inc. Any members of the Board of Directors elected to fill a vacancy shall hold office until the next annual meeting of the Board of Directors. Each member of the Board of Directors need not be a member of the First Baptist Church of Eustis, Inc. as a condition precedent to election or appointment to the Board. The Board of Directors may be organized into one (1) or more separate categories of Directors as provided in the Bylaws. The names and addresses of the first members of the Board of Directors who shall serve until their successors are duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Skip Haymans	3551 East Orange Avenue, Eustis, FL 32736
Gary Nicholson	3551 East Orange Avenue, Eustis, FL 32736
Steven Bishop	38253 County Road 439, Eustis, FL 32736
Joe Crumpton	226 Woodland Drive, Eustis, FL 32726
Nick Hanna	Post Office Box 1422, Tavares, FL 32778

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H98000024002 1

H98000024002 1

Ron Holman	32818 Windy Oak Street, Sorrento, FL 32776
Joe McRee	Post Office Box 1375, Eustis, FL 32727-1375
Ron L. Morefield	1942 Country Club Road, Eustis, FL 32726
Keith J. Shamrock	2100 Lake Eustis Drive, Tavares, FL 32778
Earl Spillman	11815 South Shelley Drive, Leesburg, FL 34788
Richard Warner	19310 Park Place Boulevard, Eustis, FL 32736
Scott Worrell	1838 Lake Terrace Drive, Eustis, FL 32726

ARTICLE IX  
Informal Action

To the extent permitted by law, any action required to be taken at any annual or special meeting of the Board of Directors, or any action which may be taken at any annual or special meeting of such Board, may be taken without a meeting, without prior notice and without a vote, if consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

ARTICLE X  
Amendment of Bylaws and Articles of Incorporation

The Bylaws and Articles of Incorporation may be amended or repealed by the sole Member of the Corporation.

ARTICLE XI  
Registered Office and Agent

The registered office of the corporation shall be: 3551 EAST ORANGE AVENUE, EUSTIS, FL 32736.

The registered agent shall be: GARY NICHOLSON.

The registered office and registered agent provided for herein may be changed from time to time in the manner provided bylaws.

ARTICLE XII  
Racially Nondiscriminatory Admission and Operations Policy

Blue Lake Academy admits students of any race, color, national or ethnic origin to all the rights, privileges, programs and activities generally accorded or made available to students at Blue Lake Academy. It does not discriminate on the basis of race, color, national or ethnic origin in administration of its educational policies, admissions, policies, scholarship and loan programs, and athletic or other school administered programs.

H98000024002 1

ARTICLE XIII

Effective Date

The date that corporate existence shall begin shall be January 1, 1999. This election is pursuant to Florida Statute 607.0203.

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this 23rd day of December, 1998.

Paul Guthrie  
PAUL GUTHRIE

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ACCEPTANCE

I hereby accept appointment as Registered Agent of BLUE LAKE ACADEMY, INC.

Dated the 23rd day of December, 1998.

  
GARY NICHOLSON

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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