BRUCE BRASHEAR
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FILED
98 DEC 30 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 29, 1998

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-12/30/98--01020--005
****122.50 ****78.75

Secretary of State
Division of Corporations
Non-Profit Section
P. O. Box 6327
Tallahassee, FL 32301

RE: Einstein Montessori School, Inc.
(Corporation Not for Profit)

Gentlemen:

Please find the original and one (1) copy of the Articles of Incorporation for the above-referenced not-for-profit corporation, as well as our check in the amount of $122.50 representing the following:

| | |
|---|---|
| Filing Fee | $ 35.00 |
| Certificate Designating Registered Agent | 35.00 |
| Certified Copy of Articles of Incorporation | 52.50 |

After filing the original Articles of Incorporation, please certify the enclosed copy and return same to this office.

Sincerely,

Carrie Fagan, Legal Assistant
to Bruce Brashear, Esq.

Enclosures

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FILED
98 DEC 30 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

# ARTICLES OF INCORPORATION OF EINSTEIN MONTESSORI SCHOOL, INC. A FLORIDA NONPROFIT CORPORATION

## ARTICLE ONE. NAME

The name of this corporation is Einstein Montessori School, Inc.

## ARTICLE TWO. STATEMENT OF CORPORATE NATURE

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit law set forth in Part I of Chapter 617 of the Florida Statutes.

## ARTICLE THREE. GENERAL AND SPECIFIC PURPOSES

(a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of education and for other charitable purposes, by the distribution of its funds for such purposes, and particularly to carry out the purpose of creating, funding and operating a charter school within the Alachua County, Florida, for the benefit of children who have experienced reading, speech or learning problems.

(b) The general purposes for which this corporation is formed are to operate exclusively for such educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

## ARTICLE FOUR. TERM

This corporation shall have a perpetual existence.

## ARTICLE FIVE. MEMBERSHIP

(a) Directors as Membership. The sole class of members of this corporation shall be its directors.

(b) Rights and Liabilities of Members. The members of this corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

## ARTICLE SIX. SUBSCRIBERS

The names and residence addresses of the subscribers of this corporation are as follows:

| | |
|---|---|
| Allen Z. Osbrach | 709 N.W. 39th Road<br>Gainesville, FL 32607 |
| Neil Drake | 3746 S.W. 2nd Place<br>Gainesville, FL 32607 |
| Deanna Monahan | 14 S.W. 32nd Street<br>Gainesville, FL 32607 |

## ARTICLE SEVEN. LOCATION OF PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT

(a) The county in the State of Florida where the principal office for the transaction of the business of this corporation is to be located in Alachua County.

(b) The name and address of this corporation's registered agent is Allen Z. Osbrach, 709 N.W. 39th Road, Gainesville, FL 32607. Principal office address is the same.

## ARTICLE EIGHT. MANAGEMENT OF CORPORATE AFFAIRS

(a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors who need not be members of the Corporation. The number of directors of the corporation shall be not less than three; provided, however, that such number may be changed by a bylaw duly adopted by the members.

The directors named herein as the first board of directors shall hold office until the first meeting of members, to be held on December 11, 1999, at 709 N.W. 39th Road, Gainesville, Florida.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such first members of the board of directors are as follows:

| | |
|---|---|
| Allen Z. Osbrach | 709 N.W. 39th Road<br>Gainesville, FL 32607 |
| Timothy Conway | 4602 S.W. 45th Lane<br>Gainesville, FL 32608 |
| Neil Drake | 3746 S.W. 2nd Place<br>Gainesville, FL 32607 |
| Deanna Monahan | 14 S.W. 32nd Street<br>Gainesville, FL 32607 |
| Denise Tetrault | 5320 S.W. Archer Road<br>Gainesville, FL 32608 |

(b) Corporate Officers. The board of directors shall elect the following officers: president, vice president, treasurer and secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

| Name | Address | Office |
|---|---|---|
| Allen Z. Osbrach | 709 N.W. 39th Road<br>Gainesville, FL 32607 | President |
| Neil Drake | 3746 S.W. 2nd Place<br>Gainesville, FL 32607 | Vice President |
| Deanna Monahan | 14 S.W. 32nd Street<br>Gainesville, FL 32607 | Secretary |
| Denise Tetrault | 5320 S.W. Archer Road<br>Gainesville, FL 32608 | Treasurer |

## ARTICLE NINE. BYLAWS

Subject to the limitations contained in the bylaws, and any limitations set forth in the Corporations Not for Profit law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

## ARTICLE TEN. DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

## ARTICLE ELEVEN. DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

## ARTICLE TWELVE. AMENDMENT OF ARTICLES

Amendments to these articles of incorporation may be purposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments shall be adopted by the vote of two-thirds of a quorum of members of the corporation.

We the undersigned, being the incorporators of this corporation, and including all the persons herein named as the subscribers of this corporation, for the purpose of forming this nonprofit charitable corporation under the Laws of Florida have executed these articles of incorporation on December 11, 1998. By my signature below I accept designation as registered agent.

ALLEN Z. OSBRACH
Registered Agent

NEIL DRAKE

DEANNA MONAHAN

FILED
98 DEC 30 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATE OF FLORIDA**
**COUNTY OF ALACHUA**

The foregoing instrument was acknowledged before me this 11 day of Dec, 1998, by ALLEN Z. OSBRACH who is personally known to me or who produced ________ as identification, and who did (did not) take an oath.

Carrie P. Fagan
MY COMMISSION # CC607298 EXPIRES
January 8, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

(SEAL)

Notary Public, State at Large

**STATE OF FLORIDA**
**COUNTY OF ALACHUA**

The foregoing instrument was acknowledged before me this 10 day of Dec, 1998, by DEANNA MONAHAN who is personally known to me or who produced ________ as identification, and who did (did not) take an oath.

Carrie P. Fagan
MY COMMISSION # CC607298 EXPIRES
January 8, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

(SEAL)

Notary Public, State at Large

**STATE OF FLORIDA**
**COUNTY OF ALACHUA**

The foregoing instrument was acknowledged before me this 10 day of Dec, 1998, by NEIL DRAKE who is personally known to me or who produced FDL D626621 5465 as identification, and who did (did not) take an oath.

(SEAL)

Carrie P. Fagan
MY COMMISSION # CC607298 EXPIRES
January 8, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

Notary Public, State at Large