

TRANSMITTAL LETTER

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -7 AM 8:48

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

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-04/07/99--01016--005
*****78.75 *****78.75

SUBJECT: The Neighborhood Primary School, Inc.
(Proposed corporate name - must include suffix)

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

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Ollie Striby
Name (Printed or typed)

4575 Delespine Rd.
Address

Cocoa FL 32927
City, State & Zip

407-632-8334
Daytime Telephone number

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

D. BROWN APR 13 1999

ARTICLES OF INCORPORATION
OF
THE NEIGHBORHOOD PRIMARY SCHOOL, INC.
(A Florida not for profit corporation)

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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 The Neighborhood Primary School, Inc. (the "Corporation").

ARTICLE II

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The address of the principal office of the Corporation shall be P.O. Box 450, Sharpes, Florida 32959.

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©(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 Cocoa Beach, 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 170 ©(2) of the Code.

No part of the net earnings of the Corporation shall inure to the benefit of, or the distribution 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©(3) and Section 170©(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 three (3) individuals:

- 3 Leslie Bottesch
806 Cebu Place
Melbourne, FL 32940
- ✓ Ollie Striby
4575 Delespine Rd.
Cocoa, FL 32927
- 7 Elaine Finlay Clifford
3535 Todd Lane
Scottsmeer, FL 32457

ARTICLE VI

ORGANIZATION

The officers of the Corporation shall be:

President	-	Elaine Finlay Clifford Ph.D.
Vice President	-	Ollie Striby
Secretary	-	Leslie Bottesch

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 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 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 the Articles is:

Ollie Striby
4575 Delespine Rd.
Cocoa, FL 32927

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 agent is Ollie Striby, 4575 Delespine Road, Cocoa, FL.
32927

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 majority 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

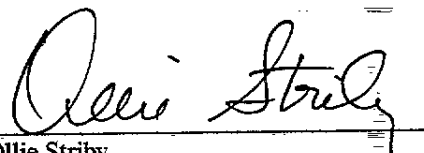
Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceedings to which he may be a party, or in which he may become involved, by 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.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 1 day of April, 1999.


Ollie Striby
Incorporator

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 1, 1999


Ollie Striby
Registered Agent

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