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April 29, 1999

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-05/04/99--01049--004  
\*\*\*122.50 \*\*\*\*\*78.75

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

To Whom It May Concern:

We are enclosing Articles of Incorporation of Seaforth Charter School, Inc. and a check for \$122.50 for filing.

Please transmit the certificate of incorporation and certified copy of the articles to the undersigned at the above address.

Very truly yours,



Robert M. Johnson

Encls: Check \$122.50  
Articles of Inc., in duplicate

scaflct.art

FILED  
99 MAY -3 AM 8:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5/1/99  
[Handwritten initials]

FILED  
99 MAY -3 AM 8:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
SEAFORTH CHARTER SCHOOL, INC.  
A Florida Not-For-Profit Corporation

The undersigned, acting as incorporators of a corporation desiring to form a not-for-profit corporation under the provisions of Chapter 617, Florida Statutes, do hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME OF CORPORATION

The name of the corporation is: **SEAFORTH CHARTER SCHOOL, INC.**; and the initial principal address of the corporation is: 5033 Oxford Drive, Sarasota, Florida 34242.

ARTICLE II

CORPORATE EXISTENCE

The period of duration of this corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon the filing of the Articles of Incorporation by the Department of State for the State of Florida.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt organizations described in section 501(c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purpose.

ARTICLE III

PURPOSES

The purposes for which the corporation is organized are as follows:

- a. To improve student learning.
- b. To increase learning opportunities for all students, with special emphasis on expanded learning experiences for students who are identified as academically low achieving.

- c. To encourage the use of different and innovative learning methods.
- d. To increase choice of learning opportunities for students.
- e. To establish a new form of accountability for schools.
- f. To require the measurement of learning outcomes and create innovative measurement tools.
- g. To make the school the unit for improvement.
- h. To create new professional opportunities for teachers, including the opportunity to own the learning program at the school site.

#### ARTICLE IV

##### POWERS

The powers of the corporation shall include and be governed by the following:

To carry on any business whatsoever which the corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated, directly or indirectly, to promote the interests of this corporation or to enhance the value of its property, to conduct its business in this State, and to hold, purchase, mortgage and convey real and personal property, either in or out of the State of Florida, and to have and to exercise all the powers conferred by the State of Florida upon corporations not for profit formed under the Act pursuant to and under which this corporation is formed.

#### ARTICLE V

##### MEMBERSHIP

The corporation is not a membership organization.

#### ARTICLE VI

##### REGISTERED OFFICE

The address and city of the initial registered office of the corporation is: 5033 Oxford Drive Sarasota, Florida 34242 and the registered agent at such address is: Sally Lucke.

## ARTICLE VII

### DIRECTORS

The business affairs of this corporation shall be managed by a Board of Directors of no less than nine (9) persons and no more than fifteen (15) persons. The number of Directors and the term of office and manner of election shall be as provided by the By-Laws.

## ARTICLE VIII

The names and addresses of each Director are:

Lynn R. Bernstein, Ph.D.  
7275 Manasota Key Road  
Englewood, Florida 34223

Sally Lucke  
5033 Oxford Drive  
Sarasota, Florida 34242

Joan Hamilton  
2923 Bay Street  
Sarasota, Florida 34237

Evette Kim  
905 Sixth Avenue W.  
Bradenton, Florida 34205

Brenda Aull  
1631 Summer Breeze Way  
Sarasota, Florida 34232

Julia Meyer  
3906 Bay Shore Road  
Sarasota, Florida 34234

Jacquiline A. Bik, M.D.  
2650 Bahia Vista (Suite 310)  
Sarasota, Florida 34236

Meg Lowman, Dr.  
Marie Selby Botanical Gardens  
811 S. Palm Avenue  
Sarasota, Florida 34236

Meredith Seckendorf  
616 Apalachicola Road  
Venice, Florida 34285

## ARTICLE IX

### OFFICERS AND INCORPORATORS

Section 1: The officers of the corporation shall be a President, Vice President, a Secretary, a Treasurer, and such other officers as may be provided in the By-Laws. The duties of each officer shall be set forth in the By-Laws.

Section 2: The names of the persons who are to serve as officers of the corporation for the ensuing year, or until the first annual meeting of the corporation, are:

<u>OFFICE</u>	<u>NAME AND ADDRESS</u>
President	Lynn R. Bernstein, Ph.D. 7275 Manasota Key Road Englewood, Florida 34223
Vice President	Sally Lucke 5033 Oxford Drive Sarasota, Florida 34242
Secretary Treasurer	Joan Hamilton 2923 Bay Street Sarasota, Florida 34237

## ARTICLE X

### BY-LAWS

Section 1: The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

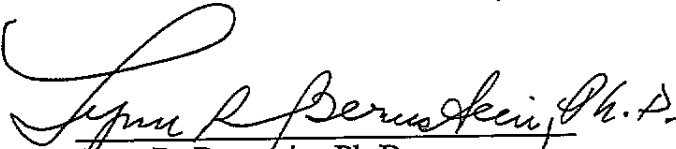
Section 2: Upon proper notice, the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE XI

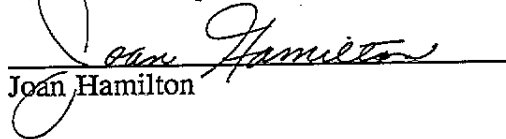
AMENDMENTS

Section 1: These Articles of Incorporation may be amended at a special meeting of the directors called for that purpose, by a majority of those present.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 9<sup>th</sup> day of April, 1999.

  
Lynn R. Bernstein, Ph.D.

  
Sally Lucke

  
Joan Hamilton

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

Pursuant to the provisions of section 607.0501, 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: SEAFORTH CHARTER SCHOOL, INC..
2. The name and address of the registered agent and office is: Sally Lucke  
5033 Oxford Drive, Sarasota, Florida 34242.

SIGNATURE *Sally Lucke*  
(corporate officer)  
TITLE Resident Agent  
DATE April 9, 1999

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 *Sally Lucke*  
DATE April 9, 1999

REGISTERED AGENT FILING FEE: \$35.00

FILED  
99 MAY -3 AM 8:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA