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June 11, 1999

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-06/14/99-01101-014
*****78.75 *****78.75

RE: THE BRIGHT FOUNDATION, INC.

Dear Sir/Madam:

Enclosed are an original plus a copy of the Articles of Incorporation for The Bright Foundation, Inc., a check in the sum of \$78.75, and a stamped, self-addressed envelope for return of the certified copy.

Thank you.

Very truly yours,

Gloria L. Latoski

Gloria L. Latoski
Legal Assistant

/gl
Enclosures

FILED
99 JUN 14 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
6-16-99
12

ARTICLES OF INCORPORATION
OF
THE BRIGHT FOUNDATION, INC.

FILED
JUN 14 AM 8:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

CORPORATE NAME & ADDRESS

The name of the corporation is THE BRIGHT FOUNDATION, INC.

The address of the corporation is 11 Green Lake Circle, Longwood, Florida 32779.

ARTICLE II

CORPORATE NATURE

This is a nonprofit corporation, organized solely to organize and operate a charter school and other purposes pursuant to the Florida Corporate Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III

DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV

GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

A. To operate exclusively in any other manner for such religious, charitable, scientific, literary, and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law.

B. To do all things not specifically set forth above as permitted by the Florida Corporate Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE V

MANAGEMENT OF CORPORATE AFFAIRS

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of successors in office or as set forth in the By-Laws which shall control if contrary to these articles.

The names and addresses of such initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
James Ungaro	11 Green Lake Circle Longwood, FL 32779
Georgiana Ungaro	11 Green Lake Circle Longwood, FL 32779
Charles E. Kulmann	1421 Nottingham Street Orlando, FL 32803

ARTICLE VI

EARNINGS AND ACTIVITIES OF CORPORATION

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 IV hereof.

B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting 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 public office.

C. 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).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (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 of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

MEMBERSHIP

The qualifications for members and the manner of their admission shall be regulated by the By-Laws for this corporation.

IX

SUBSCRIBERS

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

<u>Name</u>	<u>Address</u>
Jeffrey A. Icardi	237 Lookout Place, Suite 100, Maitland, FL 32751

ARTICLE X

AMENDMENT OF BY-LAWS

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

ARTICLE XI

DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational, scientific, literary and charitable 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 XII

REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 237 Lookout Place, Suite 100, Maitland, Florida 32751 and the name of its registered agent at said address shall be Jeffrey A. Icardi.

ARTICLE XIII

AMENDMENT OF ARTICLES

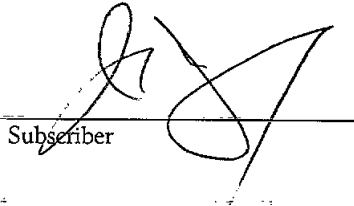
Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

We, the undersigned, being the Subscribers and Incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 11 day of June 1999.

WITNESSED BY:

Terese D. Smith

Genia R. Palanski


Subscriber

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared JEFFREY A. ICARDI, to me known to be the persons who executed the foregoing Articles of Incorporation and they acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 11th day of June 1999.

GLORIA L. LATOSKI
Notary Public, State of Florida
My comm. exp. Mar. 2, 2003
Comm. No. CC806572

GLORIA L. LATOSKI
Notary Public, State of Florida
My comm. exp. Mar. 2, 2003
Comm. No. CC806572

Gloria L. Latoski
Notary Public
My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Section 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that THE BRIGHT FOUNDATION, INC. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, at the City of Longwood, County of Seminole, State of Florida, has named Jeffrey A. Icardi, located at 237 Lookout Place, Suite 100, City of Maitland, County of Orange, State of Florida, as its agent to accept service of process within this state.

BY: [Signature]
JEFFREY A. ICARDI

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY: [Signature]
Registered Agent

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99 JUN 14 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA