

Division of Corporations

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
THE VILLAGES CHARTER SCHOOL, INC.**

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**ARTICLES OF AMENDMENT OF  
ARTICLES OF INCORPORATION OF  
THE VILLAGES CHARTER SCHOOL, INC.**

These are the amended Articles of Incorporation of **THE VILLAGES CHARTER SCHOOL, INC.** a not for profit Corporation organized and existing under the laws of the State of Florida (the "Corporation"), duly adopted by the Member of the Corporation on this 28th day of January, 2021 (the "Articles").

**ARTICLE I  
Location of Principal Office**

The Corporation's principal office and mailing address shall be at 350 Tatonka Terrace, The Villages, Florida 32162.

**ARTICLE II  
Term**

The Corporation shall exist perpetually until dissolved according to law.

**ARTICLE III  
General Purposes**

1. Purposes. The Corporation is organized exclusively for educational 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 Law (the "Code").

2. No Private Inurement. No part of the earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, or to any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no director or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

3. No Electioneering. The Corporation shall not participate, directly or indirectly, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in Treasury Regulations.

4. Unpermitted Activities. Notwithstanding any other provision of these Articles, the Corporation 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 Code.

5. Disposition of Assets upon Dissolution. Upon the dissolution of the Corporation, the Board of Directors will, after paying or making provision for the payment

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of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation, or to such one or more entities organized and operated exclusively for scientific, educational or charitable purposes and deemed a charitable organization under Section 501(c)(3) of the Code, as the Board of Directors of the Corporation shall determine, or to the State of Florida, a municipality therein, or any governmental subdivision or agency thereof to be used exclusively for public purposes.

#### **ARTICLE IV**

##### **Management of Corporate Affairs**

The powers of the Corporation shall be exercised, its assets managed and its affairs conducted by the Board of Directors. The Corporation currently has five (5) directors. The number of directors may be increased or decreased from time to time as specified in the Bylaws, provided that there shall never be less than three (3) and there shall always be an odd number of total directors. The method of electing of directors is specified in the Bylaws.

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it was organized, to raise funds by any legal means for the encouragement of its purposes, to acquire, hold, own, use and dispose of real or personal property in connection with its purposes, and to exercise all powers necessary and convenient to the furtherance of its purposes

Annual meetings shall be held at the principal office of the Corporation or at such other place or places as the Board of Directors may designate from time to time by a duly adopted resolution.

#### **ARTICLE V**

##### **Indemnification**

Every person who now is or hereafter shall be a director or officer of the Corporation shall be indemnified by the Corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit or proceeding of whatever nature to which he or she is or shall be made a party by reason of his or her being or having been a director or officer of the Corporation (whether or not he or she is a director or officer of the Corporation at the time he or she is made a party to such action, suit or proceeding or at the time such cost or expense is incurred by or imposed upon him or her), except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duties as such director or officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

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## **ARTICLE VI**

### **Membership**

The Corporation have one class of member. Within that class, there is currently a single member, The Villages of Lake-Sumter, Inc. The rights and responsibilities of the member are set forth in the Bylaws.

## **ARTICLE VII**

### **Bylaws**

Unless otherwise specified in the Bylaws of the Corporation, the Bylaws may be amended and new Bylaws adopted by an affirmative vote of eighty percent (80%) of the Directors at any regular or special meeting called for that purpose. Where a Bylaw specifies that it may not be amended by the Directors, that Bylaw may only be amended by an action of the Member of the Corporation. The Bylaws may contain provisions for the management of the affairs of the Corporation which are not inconsistent with law or these Articles.

## **ARTICLE VIII**

### **Amendments to Articles of Incorporation**

These Articles of Incorporation may be further amended, altered or repealed and new Articles of Incorporation adopted by an affirmative vote of eighty percent of the Directors of the Board at any regular or special meeting called for that purpose.

The original Articles of Incorporation were filed with the Florida Department of State on September 3, 1999. The Articles were subsequently amended by unanimous vote of members on June 29, 2000.

## **ARTICLE IX**

### **Incorporator**

The Incorporator of the Corporation was Jeffrey A. Miller, and his address at that time was 1100 Main Street, The Villages, Florida 32159.

## **ARTICLE X**

### **Registered Office and Agent**

The current registered agent of the Corporation is Brian D. Hudson, Esq., and his address is 3619 Kiessel Road, The Villages, Florida 32163.

These Amended Articles of Incorporation have been duly adopted in accordance with the provisions of the Florida Business Corporation Act by unanimous written consent of the Directors of the Corporation.

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IN WITNESS WHEREOF, the undersigned has duly adopted these Articles of Amendment of the Articles of Incorporation on the date first written above.

**THE VILLAGES OF LAKE-SUMTER,  
INC., the sole member of Corporation**

By: 

Print Name: Mark G. Morse

Print Title: President