

Samuel M. Street

Requester's Name

2419 Winthrop Rd.

Address

Tallahassee FL 32312

City/State/Zip

Phone # 850422

0580

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Renaissance Schools International  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☐ Pick up time

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

**NEW FILINGS**

- ☒ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

**OTHER FILINGS**

- ☐ Annual Report
- ☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

TS

02/23/01

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02/23/01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FEB 23 PM 3:38

APPROVED  
AND  
FILED

**ARTICLES OF INCORPORATION**  
**OF**  
**RENAISSANCE SCHOOLS INTERNATIONAL,**  
**INCORPORATED**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLE I**

The name of the Corporation is Renaissance Schools International, Incorporated.

**ARTICLE II**

This Corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

**ARTICLE III**

This Corporation is organized for the purpose of transacting any and all lawful business, including the provision of educational and other services to youth referred and/or committed by parents, courts and other agencies, both public and private.

**ARTICLE IV**

Every shareholder, upon the sale for cash of any new stock of the Corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE V**

The Corporation shall have authority acting by its Board of Directors to issue not more than 100,000 shares of Class A Voting Common Stock of \$.01 par value. The Corporation shall also have authority acting by its Board of Directors to issue not more than 100,000 shares of Class B Nonvoting Common Stock of \$.01 par value with the

following preferences, limitations and relative rights: the holders of Class B Nonvoting Common Stock shall have no voting rights and shall not be entitled to notice of any meeting of stockholders, except as shall be required by law.

Except for the voting rights granted to the holders of the Corporation's Class A Voting Common Stock, the rights of the holders of Class A Voting Common Stock and Class B Nonvoting Common Stock shall be the same in all respects including, without limitation, the right to receive distributions and liquidation proceeds.

#### **ARTICLE VI**

All shares of the Corporation's Class A Voting Common Stock or Class B Nonvoting Common Stock that are reacquired by the Corporation, unless otherwise provided in a resolution of the Corporation's Board of Directors, shall be held as treasury shares notwithstanding the provisions of the Florida Business Corporation Act, as now or hereafter amended.

#### **ARTICLE VII**

Any action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting if the action is evidenced by one or more written consents (a) describing the action taken, (b) signed by persons who would be entitled at such a meeting to vote shares in the Corporation having voting power to cast not less than the minimum number (or numbers in the case of voting by groups) of votes that would be necessary to authorize or take such action at a meeting at which all shareholders entitled to vote were present and voted, and (c) delivered to the Corporation for inclusion in the minutes or filing with the corporate records.

### **ARTICLE VIII**

The mailing address of the initial principal office of the Corporation is 2419 Winthrop Road, Tallahassee, Florida 32312.

### **ARTICLE IX**

Pursuant to Sections 607.0501 and 607.0505, Florida Statutes, the street address of the initial registered office of the Corporation is 2419 Winthrop Road, Tallahassee, in Leon County, Florida. The initial registered agent of the Corporation at such address is Samuel M. Streit.

### **ARTICLE X**

The name and address of the incorporator is Samuel M. Streit, 2419 Winthrop Road, Tallahassee, Florida 32312.

### **ARTICLE XI**

Initially, the Corporation shall have three (3) Directors who shall serve until their successors shall be elected/appointed at the first meeting of the stockholders and thereafter this Corporation shall have no less than one (1) director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial directors are as follows:

Samuel M. Streit	2419 Winthrop Rd., Tallahassee, FL 32312
Roberta I. Rubin	2419 Winthrop Rd., Tallahassee, FL 32312
David R. Custin	6401 S.W. 113 Pl., Miami, FL 33173

## **ARTICLE XII**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be liable to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided in Section 607.0831, Florida Statutes.

## **ARTICLE XIII**

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of duty of care or other duty as a director, except: (a) for any appropriation, in violation of his duties, of any business opportunity of the Corporation, (b) for acts or omissions which involve intentional misconduct or a knowing violation of law, (c) for the types of liability set forth in the Florida Business Corporation Act, or (d) for any transaction for which the director derived an improper personal benefit. This Article does not eliminate or limit the liability of a director for any act or omission occurring prior to the date this Article becomes effective. If the Florida Business Corporation Act is amended to further eliminate or limit the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as amended. Any amendment or modification of this Article that limits or otherwise adversely affects any right of a director of the Corporation shall apply only to actions, events or omissions occurring after such amendment or other modification and after delivery of notice of such amendment or other modification to the affected director and shall not affect any action, suit or proceeding based on actions, events, or omissions prior to the date of such notice.

#### ARTICLE XIV

In discharging the duties of their respective positions and in determining what is believed to be in the best interests of the Corporation, the Board of Directors, committees of the Board of Directors and individual directors, in addition to considering the effects of any action on the Corporation or its shareholders, may consider the interests of the employees, customers, suppliers and creditors of the Corporation and its subsidiaries, the communities in which offices or other establishments of the Corporation and its subsidiaries are located, and all other factors such directors consider pertinent; provided, however, that the foregoing shall be deemed solely to grant discretionary authority to the directors and shall not be deemed to provide to any constituency any right to be considered.

#### ARTICLE XV

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation on the date of signing.

Dated: \_\_\_\_\_, 2001.

  
Samuel M. Streit  
Incorporator

**CERTIFICATE OF DESIGNATION OF  
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:

Renaissance School International

2. The name and address of the registered agent and office is:

Samuel M. Strat

(NAME)

2419 Winthrop Road

(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Tallahassee FL 32312

(CITY/STATE/ZIP)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AND  
FILED

*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]

(SIGNATURE)

2/23/01

(DATE)