

ARTICLES OF INCORPORATION

OF

University Preparatory Academy-Palm Beach, Inc.

(A Florida Not-For-Profit Corporation)

THE UNDERSIGNED, as Incorporator and on behalf of a not-for-profit, non-stock corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

Section 1.1. The name of the corporation is University Preparatory Academy-Palm Beach, Inc. (the “Corporation”).

ARTICLE II

DURATION

Section 2.1. The Corporation shall have perpetual existence unless dissolved pursuant to law.

ARTICLE III

NON-STOCK CORPORATION

Section 3.1. The Corporation shall be organized on a non-stock basis under the Florida Not for Profit Corporation Act.

ARTICLE IV

PURPOSE

Section 4.1. The purposes for which the Corporation is organized is for operating high quality charter schools within the State of Florida and to distribute the whole of any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended.

Section 4.2. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or

proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder as the same now exist or as they may be hereinafter amended from time to time.

Section 4.3. No part of the net earnings of the Corporation shall inure to the benefit, or be distributable 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 private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Section 4.4 No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 4.5. The Corporation shall distribute its Income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.6. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.7. The Corporation shall not retain any excess business holdings as defined in Section 4043(o) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.8. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.9. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.10. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

4.11. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of 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, educational, 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 provisions of any future United States Internal Revenue Law), as the Board of Directors or a court of competent jurisdiction shall determine.

ARTICLE V

MEMBERS

Section 5.1. This Corporation shall have no members. Any action, which would otherwise by law require approval of a majority of all members or approval by the members, shall require only approval of the Board of Directors. All rights, which would otherwise by law vest in the members, shall vest in the Board of Directors.

ARTICLE VI

DIRECTORS

Section 6.1. The affairs of the Corporation shall be governed by a Board of Directors (hereinafter referred to as the “Board”). The Board shall have all the powers necessary for the administration of the Corporation..

Section 6.2. The manner of election, removal and resignation of Directors shall be regulated by the Bylaws. The number of the Board of Directors shall be determined from time to time in accordance with the Bylaws but shall never be less than three (3) Directors. The initial Board of Directors shall consist of the following members elected in accordance with this Section 6.2 and the Bylaws:

<u>Name</u>	<u>Term Expires</u>
Anthony Polazzi	June 30, 2019
Daryl Cobb	June 30, 2019
Melissa Klafter	June 30, 2019
Britt Pogue.....	June 30, 2019

The mailing addresses for the Board of Directors is:**University Preparatory Academy-Palm Beach
2101 N Australian Ave
West Palm Beach, FL 33407**

Section 6.3. The term of office of an elected Director shall be three (3) years and shall expire, regardless of whether or not a successor shall have been duly elected and qualified. The

terms of all other elected Directors shall be staggered so that no more than one-third of the Board Member's terms expire in any one year.

ARTICLE VII

ADDRESS

Section 7.1. The mailing and street address of the principal office of the Corporation in the State of Florida is:

2101 N Australian Ave
West Palm Beach, FL 33407

The Board may, from time to time, move its principal office in the State of Florida to another place in this state.

ARTICLE VIII

REGISTERED AGENT AND REGISTERED OFFICE

Section 8.1. The registered agent and registered office of the Corporation shall be:

Darius Adamson: 2101 N Australian Ave, West Palm Beach, FL 33407

ARTICLE IX

AMENDMENT

Section 9.1. These Articles of Incorporation may be amended at any time by a vote of a majority of the directors present at any regular or special meeting provided a quorum is present.

ARTICLE X

BYLAWS

Section 10.1. The Board of Directors of this Corporation shall adopt Bylaws for the governance of this Corporation which shall be subordinate only to the Articles of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by the Board of Directors.

ARTICLE XI

INCORPORATOR

Section 11.1. The name and address of the Incorporator of this Corporation are as follows: Darius Adamson: 2101 N Australian Ave, West Palm Beach, FL 33407.

The undersigned incorporator has executed these Articles of Incorporation this _____ day of _____, 2016.

INCORPORATOR:

Darius Adamson

ACCEPTANCE BY REGISTERED AGENT:

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

REGISTERED AGENT:

Darius Adamson

Date: _____