

**RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**Pinellas Preparatory Academy, Inc.**

**ARTICLE I**  
**Name**

The name of the corporation is: Pinellas Preparatory Academy, Inc.  
(Formerly known as Love of Learning, Inc. herein after referred to as the “Corporation”).

**ARTICLE II**  
**Purpose**

**A. General:**

The purposes for which the corporation is organized are:

1. To Provide:
  - a. A quality education for all student enrolled in the program that prepares graduates for success in secondary and post secondary education.
  - b. This corporation is a nonprofit public benefit corporation, is not organized for the private gain of any person, and is organized exclusively for educational purposes, including for such purpose the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code. It is organized under the Florida Not For Profit Corporation Act.
  - c. The specific purpose of this corporation is to operate a charter school program based on the creativite learning emotional intelligence, and multiple intelligence concepts combined with Florida Sunshine State Standards. The educational philosophy of this corporation shall be based upon the students’ love of learning, together with a concentration in core subject areas, and additional emphasis on music, art, international relations, and foreign language. The programs will be purely educational and include in the teachings strong ethical values with an emphasis on human rights. The corporaton shall limit its’ operations to grades no higher than Grade 8.
2. To enhance generally the lawful purposes, interests, and objectives of the educational community within the overall development of Pinellas County and the State of Florida.
3. To perform any of the foregoing activities directly or through the medium of donations, grants, loans, and assessments or other expenditures made to or for the benefit of individuals or organizations developing or performing services of a nature related to the purposes described; hereinabove, either by the expenditure of

the corporations income or principal assets, but always subject to the provisions of Section B of this Article II.

4. To do all other acts and things and carry on and conduct all other activities necessary, suitable, convenient, useful or expedient in connection with or incidental to the accomplishment of any of the purposes set forth herein to the fullest extent permitted by the laws of the State of Florida, but always subject to the provisions of Section B of this Article II.

**B. Tax Exempt Requirements:**

1. Notwithstanding any other provision of these articles, this corporation will not conduct any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal code of 1986 or the corresponding provision of any future United States Internal Revenue law.
2. All of the funds and assets of this Corporation, together with the net earnings thereof and income realized thereon, shall be exclusively devoted to the purposes expressed herein.
3. No director or officer of the corporation or any other private individual may receive or be entitled to receive, under any circumstances, any pecuniary benefit from the operations or liquidation of the Corporation.

**ARTICLE III**

**Membership**

The qualification, manner of admission to the governing board shall be set forth in the By-Laws of this Corporation.

**ARTICLE IV**

**Board of Directors**

Rob Mattingly, Chairman, 8354 76<sup>th</sup> Ave. N. Seminole Fl. 33777 727-463-0176 (cell)  
[rsmgni@tampabay.rr.com](mailto:rsmgni@tampabay.rr.com)

Lynn Matter, Treasurer, 338 Old Oak Cir Palm Harbor, Fl. 34683 727-787-1087  
[Matfam6@AOL.com](mailto:Matfam6@AOL.com)

Carrie Williams, Secretary, 1009 Varona St. Belleair, Fl 33756 727-585-6260  
[Cwilli80@tampabay.rr.com](mailto:Cwilli80@tampabay.rr.com)

James Gregg, Church Liason, 9615 104<sup>th</sup> Av. Largo, Fl. 33773

Sara Kemker, PTEG Liason, 12811 Harborwood Dr. Largo, Fl 33774 596-9977  
[Sara\\_Kemker@hotmail.com](mailto:Sara_Kemker@hotmail.com)

**ARTICLE V**

**Management**

1. The affairs of the Corporation shall be managed by a Board of Directors who shall be selected as provided by the By-Laws. The number of directors shall be established in the by-laws, but shall not be less than three (3).
2. The Corporation, by direction of its Board of Directors, has the power to do any and all things necessary to carry out the purposes of the corporation and possesses all rights and privileges and immunities and enjoys all benefits granted not for profit corporations of similar character under the laws of the State of Florida, including the right to hold and convey title to property whether real, personal, tangible, intangible or mixed.
3. No persons shall be authorized to act for the corporation except as specifically provided by its Board of Directors, or in the by-laws.

## **ARTICLE VI**

### **Officers**

The officers of the Corporation shall be those specified in the By-Laws, and officers shall be elected as provided in the By-Laws.

## **ARTICLE VII**

### **Directors**

The corporation shall be governed by a Board of Directors, as specified in the By-Laws, consisting of at least three (3) persons.

## **ARTICLE VIII**

### **By-Laws**

The By-Laws of the Corporation shall be made, and may be altered or rescinded as provided in the By-Laws.

## **ARTICLE IX**

### **Articles of Incorporation**

The Articles of Incorporation of the Corporation may be amended in accordance with the laws of Pinellas County and the State of Florida.

## **ARTICLE X**

### **Location of Office and Agent**

1. The street address of this corporation's initial principal and registered office in the State of Florida is Terry W. Schlesinger, 12760 Indian Rocks Rd. Suite 558 Largo, Fl. 33754
2. The name of this corporation's initial registered agent at the above address is Terry W. Schlesinger, 12760 Indian Rocks Rd. Suite 558 Largo, Fl. 33754

## **ARTICLE XI**

### **Dissolution**

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which are exempt as described in Section 501(c)(3) and 170 (c)(2) of Internal Revenue code of 1954, or corresponding sections of any prior or future law, of to the federal, state, or local government public purposes.

## **COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** \_\_\_\_\_

**DOCUMENT NUMBER:** \_\_\_\_\_

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

\_\_\_\_\_  
(Name of Contact Person)

\_\_\_\_\_  
(Firm/ Company)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/ State and Zip Code)

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

\_\_\_\_\_ at (\_\_\_\_\_) \_\_\_\_\_  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |  |  |   |  |
|--|--|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>is enclosed) |
|--|--|---|--|

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Articles of Amendment  
to  
Articles of Incorporation  
of**

\_\_\_\_\_  
**(Name of Corporation as currently filed with the Florida Dept. of State)**

\_\_\_\_\_  
(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this ***Florida Not For Profit Corporation*** adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

\_\_\_\_\_  
*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or " Inc." **"Company" or "Co." may not be used in the name.***

**B. Enter new principal office address, if applicable:**

*(Principal office address **MUST BE A STREET ADDRESS** )*

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**C. Enter new mailing address, if applicable:**

*(Mailing address **MAY BE A POST OFFICE BOX**)*

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

*Name of New Registered Agent:*

\_\_\_\_\_

*New Registered Office Address:*

\_\_\_\_\_ *(Florida street address)*

\_\_\_\_\_, Florida \_\_\_\_\_  
*(City) (Zip Code)*

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
*Signature of New Registered Agent, if changing*

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**  
*(Attach additional sheets, if necessary)*

| <u>Title</u> | <u>Name</u> | <u>Address</u> | <u>Type of Action</u>           |
|--------------|-------------|----------------|---------------------------------|
| _____        | _____       | _____          | <input type="checkbox"/> Add    |
|              |             | _____          | <input type="checkbox"/> Remove |
|              |             | _____          |                                 |
| _____        | _____       | _____          | <input type="checkbox"/> Add    |
|              |             | _____          | <input type="checkbox"/> Remove |
|              |             | _____          |                                 |
| _____        | _____       | _____          | <input type="checkbox"/> Add    |
|              |             | _____          | <input type="checkbox"/> Remove |
|              |             | _____          |                                 |

**E. If amending or adding additional Articles, enter change(s) here:**  
*(attach additional sheets, if necessary). (Be specific)*

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**The date of each amendment(s) adoption:** \_\_\_\_\_  
(date of adoption is required)

**Effective date if applicable:** \_\_\_\_\_  
(no more than 90 days after amendment file date)

**Adoption of Amendment(s) (CHECK ONE)**

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated \_\_\_\_\_

Signature \_\_\_\_\_

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

\_\_\_\_\_  
(Typed or printed name of person signing)

\_\_\_\_\_  
(Title of person signing)