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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Phoenix Education Network, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
PHOENIX EDUCATION NETWORK, INC.  
(a Florida Corporation Not for Profit)**

**ARTICLE I  
NAME**

The name of this corporation is PHOENIX EDUCATION NETWORK, INC., (hereinafter called the "Corporation").

**ARTICLE II  
PURPOSES**

The Corporation is organized exclusively for charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under §§170(b)(1)(A)(ii), 501(c)(3) and 509(a)(1) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code ("Code").

The initial purposes of the Corporation are to Organize and Operate a Charter School under Chapter 1002 of the Florida Statutes and the relevant provisions of Chapters 1000 through 1013 of the Florida Statutes applicable to Charter Schools.

**ARTICLE III  
NECESSARY POWERS**

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is 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 the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a Corporation not for profit operating as a Charter School under Florida law.

**ARTICLE IV  
MANAGEMENT**

Management of the Corporation shall be vested in the Corporation's Board of Directors. There shall be not less than three (3) and not more than nine (9) voting directors. Initially there shall be three (3) voting directors. Additional voting directors may be added up to Nine (9) at the discretion of the Board in accordance with the Bylaws.

The Board of Directors may appoint and remove one or more non-voting directors to assist in the management of the Corporation.

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**ARTICLE V**  
**INITIAL VOTING DIRECTORS**

The initial voting directors of the Corporation shall be:

Matthew W. Mathias, Chair  
2025 Merlin Court  
Naples, Florida 34105

Timothy Hall, Vice Chair  
2376 Terra Verde Lane  
Naples, Florida 34105

William Truog, Treasurer  
3330 Glen Cairra Drive, #201  
Bonita Springs, Florida 34134

Directors shall be elected as provided in the Bylaws.

**ARTICLE VI**  
**MEMBERSHIP**

The Corporation shall have no members with voting rights or interests in the current or residual income or assets of the Corporation.

The Corporation in accordance with its Bylaws may but shall not be required to establish one or more classes of non-voting membership which shall have no rights to the current or residual income or assets of the Corporation.

**ARTICLE VII**  
**DISSOLUTION**

Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed at the sole discretion of the Board of Directors to carry out or support exempt purposes within the meaning of §§170(b)(1)(A)(ii), 501(c)(3) and 509(a)(1) of the Code. Any such assets not so disposed of, shall be disposed of by a Florida court of competent jurisdiction of the county in which the principal office of the Corporation is then or was last located. The Court shall distribute such assets to or for such educational purposes or to such educational organization or organizations, as said court shall determine, which is (are) organized and operated exclusively for educational purposes in the same or similar manner to the Corporation.

**ARTICLE VIII**  
**PROHIBITED ACTIVITIES**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, officers, or other private persons, except that the Corporation shall

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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 II hereof.

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 in, 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 or engage in political activities of any kind.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under §501(c)(3) of the Code, or (b) by a Corporation, contributions to which are deductible under §§170(c)(2), 2055, 2100(a)(2) and 2522 of the Code.

In the event that the Corporation shall be considered to be a private foundation, as such term is defined in §509(a) of the Code, then in that event, the Corporation:

A. shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Code; and,

B. shall not (i) engage in any act of self-dealing as defined in § 4941(d) of the Code; (ii) retain any excess business holdings as defined in § 4943(c) of the Code; (iii) make any investments in such manner as to subject it to tax under § 4944 of the Code; or (iv) make any taxable expenditures as defined in § 4945(d) of the Code.

**ARTICLE XI**  
**NONDISCRIMINATION POLICY**

The Corporation will admit students without regard to race, color, national and/or ethnic origin. All students shall have the same rights, privileges, programs, and activities generally accorded or made available to students at the school. The Corporation will not discriminate on the basis of race in administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other Corporation administered programs. The Corporation is aware of the requirements of Rev. Proc. 75-50 and Rev. Rul. 71-447 and will comply with their requirements.

**ARTICLE XII**  
**AMENDMENT OF BYLAWS**

Except as provided by these Articles and by the Bylaws, the Corporation's Bylaws may be amended, altered, restated or repeated and new Bylaws may be adopted only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

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**ARTICLE XIII  
AMENDMENT OF ARTICLES OF INCORPORATION**

Except as otherwise provided in these Articles, these Articles of Incorporation may be amended, altered and/or restated only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors.

**ARTICLE XIV  
REGISTERED AGENT AND REGISTERED AGENT ADDRESS**

The street address of the Corporation's registered office in the State of Florida is, 2150 Goodlette Road North, Sixth Floor, Naples, Florida 34102 and the name of its registered agent at such office is Wood, Buckel and Carmichael, PLLC

**ARTICLE II  
PRINCIPAL ADDRESSES OF  
THE CORPORATION AND INCORPORATOR**

The Corporation's principal office and mailing address are located at 2390 Tamiami Trail North, Suite 108, Naples, Florida 34103.


The sole incorporator of the Corporation is Kevin Carmichael. The complete business address of the sole incorporator is c/o Wood, Buckel and Carmichael, PLLC, 2150 Goodlette Road North, Sixth Floor, Naples, Florida 34102.

**ARTICLE XV  
EFFECTIVE DATE**

The effective date of these Articles shall be August 9, 2019.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 9 day of August, 2019.

*I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the department of State constitutes a third-degree felony as provided for in s. 817.153*

  
\_\_\_\_\_  
Kevin Carmichael, Incorporator

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**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTIONS 48.091 and 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

The name of the Corporation is PHOENIX EDUCATION NETWORK, INC.

The name of the initial registered agent of the Corporation is Wood, Buckel and Carmichael, PLLC, 2150 Goodlette Road North, Sixth Floor, Naples, Florida 34102.

**REGISTERED AGENT ACCEPTANCE**

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 that 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.

Wood, Buckel and Carmichael, PLLC

By:

  
Kevin Carmichael, Registered Agent

Date:

8/8/2019

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