



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 13, 2011

FREDRICK SPENCE 2nd  
202 13TH AVENUE EAST  
BRADENTON, FL 34208

Re: Document Number N99000003070

The Articles of Amendment to the Articles of Incorporation for THE PAL ACADEMY CHARTER SCHOOLS OF THE MANATEE COUNTY, INC. which changed its name to TEAM SUCCESS A SCHOOL OF EXCELLENCE, INC., a Florida corporation, were filed on June 10, 2010.

The certification requested is enclosed.

Should you have any question regarding this matter, please telephone (850) 245-6050, the Amendment Filing Section.

Tracy L Lemieux  
Regulatory Specialist II  
Division of Corporations

Letter Number: 510A00014444



## Department of State

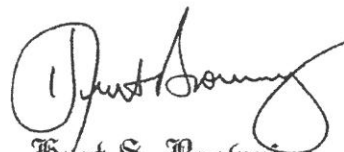
I certify the attached is a true and correct copy of the Articles of Amendment, filed on June 10, 2010, to Articles of Incorporation for THE PAL ACADEMY CHARTER SCHOOLS OF THE MANATEE COUNTY, INC. which changed its name to TEAM SUCCESS A SCHOOL OF EXCELLENCE, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is N99000003070.



CR2EO22 (01-07)

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capital, this the  
Thirteenth day of July, 2011

  
Kurt S. Browning  
Secretary of State

Articles of Amendment  
to  
Articles of Incorporation  
of

The Pal Academy Charter Schools of Manatee County, Inc.  
(Name of Corporation as currently filed with the Florida Dept. of State)

N99000003070

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

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

Team Success A School of Excellence, Inc. The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

**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)

(City)

\_\_\_\_\_, Florida  
(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

10 JUN 10 PM 3:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

**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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**F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:**  
*(if not applicable, indicate N/A)*

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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 shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval

by \_\_\_\_\_"  
(voting group)

☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated 5/26/10

Signature Fredrick Spence

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

Fredrick Spence

(Typed or printed name of person signing)

CEO

(Title of person signing)

**AMENDED AND RESTATED  
BYLAWS  
OF  
THE PAL ACADEMY CHARTER SCHOOLS OF MANATEE COUNTY, INC.**

**ARTICLE I  
CORPORATION NAME**

These are the Amended and Restated Bylaws of **THE PAL ACADEMY CHARTER SCHOOLS OF MANATEE COUNTY, INC.**, a Florida not-for-profit corporation (the "**Corporation**").

**ARTICLE II  
PRINCIPAL OFFICE**

The initial principal office of this Corporation shall be located in Bradenton, Manatee County, Florida. The Corporation may relocate the principal office and have other offices as determined by the Board of Directors.

The Corporation shall have and continuously maintain in the State of Florida a registered office, and a registered agent whose office is identical with such registered office, as required by the Florida Not-For-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Florida, and the Board of Directors may change the address of the registered office from time to time.

**ARTICLE III  
PURPOSES OF THE CORPORATION**

Section 1. **Purposes.** The purposes of this Corporation are those stated in the Amended and Restated Articles of Incorporation.

Section 2. **Exempt Purpose.** The Corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of its directors or officers except to the extent permitted by the Florida Not-For-Profit Corporation Act. Notwithstanding any other provision of these Bylaws, the Corporation shall not 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 of 1986, as amended (the "**Code**") (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under § 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law). Therefore, the Corporation is subject to the following restrictions and provisions:

(1) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director, Officer, or member of the Corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the

Corporation, and reasonable expenses may be paid thereto, affecting one or more of the Corporation's 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. No part of the activities of the Corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.

(2) 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 § 4942 of the Code, or corresponding provisions of any subsequent federal tax laws.

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

(4) The Corporation shall not retain any excess business holdings as defined in § 4943(c) of the Code, or corresponding provisions of any subsequent federal tax laws.

(5) The Corporation shall not make any investments in such manner as to subject it to tax under § 4944 of the Code, or corresponding provisions of any subsequent federal tax laws.

(6) The Corporation shall not make any taxable expenditures as defined in § 4945(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

(7) Notwithstanding any other provision of these Bylaws, 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 § 501(c)(3) of the 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 § 170(c)(2) of the Code and the Regulations as they now exist or as they may hereafter be amended.

#### **ARTICLE IV ANNUAL ORGANIZATIONAL MEETING**

The Corporation's annual organizational meeting shall be held during the month of May. The annual meeting shall occur at such time and place as the Board of Directors shall determine. Notice of such a meeting shall be mailed to the last recorded address of each Officer and Director at least ten (10) days prior to the date of such meeting.



## ARTICLE V BOARD OF DIRECTORS

Section 1. **Management.** The general management of the affairs of the Corporation shall be vested in the Board of Directors. The Board of Directors may make appropriate delegations of authority to the officers of the Corporation and may authorize committees to act on its behalf under a specific written delegation of authority.

Section 2. **Number of Directors.** The total number of Directors of the Corporation who are to serve until the next following annual meeting of the Corporation shall be determined at the then current annual organization meeting by the Directors then in office. In no event shall there be less than five (5) or more than fifteen (15) Directors of the Corporation.

Section 3. **Selection, Appointment, or Election of Directors.** Directors shall be elected at the Corporation's annual organizational meeting, by a majority vote of the Directors then in office, and at such other time(s) as necessary under these Bylaws to fill vacancies in such position. Such terms of office shall run to coincide with the Corporation's fiscal year of July 1 to June 30. Vacancies shall be filled if so desired by the remaining Directors. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 4. **Seating.** Board members will be elected for one (1) year terms and can be elected to serve multiple terms.

Section 5. **Resignation, Removal, Vacancies.** Any Director may resign at any time by giving written notice of such resignation to the President, Secretary, or the Board of Directors. Any Director may be removed with cause at any time by affirmative vote of at least a majority of the members of the Board of Directors present at any regular or special meeting duly called and noticed for that purpose. Any Director proposed to be removed shall be entitled to at least seven (7) days' written notice by mail or hand delivery of the meeting at which the removal is to be voted upon and shall be entitled to appear before and be heard at that meeting. Any Director who, without cause, misses more than three (3) consecutive regular meetings, or six (6) meetings in a fiscal year, shall be deemed removed immediately upon the happening of such triggering event.

Section 6. **Additional Powers and Duties of Directors.** In addition to those powers and duties set forth throughout these Bylaws, the Board of Directors shall have the authority and duty to:

- (a) hold meetings at times and places as may be deemed proper and necessary;
- (b) appoint committees on particular subjects from members of the Board of the Directors and to delegate authority to said committees to act on behalf of the Corporation;



- (c) disburse the funds of the Corporation;
- (d) print and circulate documents and publish articles;
- (e) carry on correspondence and communicate with other associations with the same interest;
- (f) employ agents;
- (g) devise and carry into execution such other measures as it deems proper and expedient to promote the objectives of the Corporation;
- (h) terminate the contract of any firm, individual, or other entity employed by the Corporation to perform any and all nature of services to the Corporation;
- (i) employ, train, and terminate any employee of the Corporation; and
- (j) exercise any and all rights, responsibilities, or duties consistent with the purposes of the Corporation as stated herein, or in the Articles of Incorporation.

Section 7. **PAL Liaison Staff Member.** The Board of Directors shall appoint one (1) person, who may or may not be a Director, to act as a liaison by and between the Corporation and The Police Athletic League of Manatee County, Inc ("PAL"). Said liaison staff member shall attend all meetings of the board of directors of PAL as a non-voting attendee, and provide reports to the Board of Directors, at the regular meetings thereof, regarding the business and affairs of PAL.

## ARTICLE VI MEETINGS OF THE BOARD OF DIRECTORS

Section 1. **Regular Meetings.** The Board of Directors shall hold regular meetings on the first Wednesday of every other month. Regular meetings shall occur at such time and place as the Board of Directors shall from time to time determine. The President, or a majority of the Board of Directors, shall have the power to suspend such regular meetings during the months of July and/or August.

Section 2. **Special Meetings.** Special meetings of the Board of Directors may be called by request of the President, or by a majority of the Board of Directors at any regular or special meeting of the Board of Directors.

Section 3. **Quorum, Voting.** At any meeting of the Directors, five (5) of the then elected Board of Directors shall constitute a quorum. Unless otherwise stated herein, if a quorum shall exist,

the vote of a majority of the Directors present shall constitute the vote of the entire Board of Directors.

Section 4. **Voting of Directors.** Each member of the Board of Directors shall be entitled to one (1) vote only at any meeting thereof on any issue or matter of business before such meeting. No member of the Board of Directors shall be entitled to vote at any meeting unless he or she is physically present at such meeting, or signs a written consent as set forth in **Article XX** below.

Section 5. **Compensation of Directors.** Directors shall receive no compensation for their services; but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity (the Board of Directors shall have the power to appoint and/or employ on such terms and conditions as the Board of Directors may approve, and fix compensation and duties related to such other capacity) and receiving compensation therefor.

## **ARTICLE VII OFFICERS**

Section 1. **Number.** The officers of the Corporation shall be the President, Vice President, Secretary, Treasurer, and such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors from time to time.

Section 2. **Term of Officers.** Officers shall serve for one (1) year terms and can be elected to serve multiple terms.

Section 3. **Election.** During each fiscal year, on or before the date of the Corporation's November regular meeting of the Board of Directors, the then current President shall appoint three (3) members of the Board of Directors to serve on the Corporation's nominating committee. On or before the date of the Corporation's January regular meeting of the Board of Directors, said nominating committee shall submit the names of potential officers to the Board of Directors. At the Corporation's March regular meeting of the Board of Directors, the Board of Directors shall consider the candidates submitted by the nominating committee. In addition, the Directors shall have the power to submit nominations for office from the floor. Following such consideration, the Board of Directors shall then elect, by a majority vote of those members present, one (1) individual to fill each office.

Section 3. **Installation, Commencement of Duties.** The officers elected at the February regular meeting of the Board of Directors shall be sworn in at the Corporation's annual organizational meeting in May.

Section 4. **Removal, Vacancy of Officers.** Any officer may be removed with or without cause by the affirmative vote of at least a majority of the Directors present at any regular or special meeting of the Board for such purpose. Should the office of the President become vacant by reason of death, removal, or resignation during the term of office, the Vice President shall succeed to the

office for the unexpired term. Vacancies in all other elected offices shall be filled for the unexpired term by the Board of Directors.

Section 5. **Duties of Officers.** All Officers shall serve concurrently on the Corporation's Board of Directors.

(a) **President.** It shall be the duty of the President as the chief executive officer to preside at all meetings of the Board of Directors as the Chairman of the Board of Directors. With the exception of the Executive Committee, he or she shall have the power to appoint the chairmen and committee members of all committees. He or she shall call all regular and special meetings when deemed necessary and when called for. He or she shall have the power to sign all contracts and any other obligations on behalf of the Corporation approved by the Board of Directors. He or she shall be authorized to sign checks and on the Corporation's bank account for the disbursement of funds, enter into contracts on behalf of the Corporation, and sign all other obligations on behalf of the Corporation. In addition, the President shall have and perform such other duties as may be delegated to him or her by the Board of Directors.

(b) **Vice President.** In absence or disability of the President, it shall be the duty of the Vice President to preside at all meetings of the Board of Directors. He or she shall be authorized to sign checks on the Corporation's bank account for the disbursement of funds. He or she shall perform the duties and office of the President in case of absence, resignation or inability of the latter until a successor has been named at the next regular meeting of the Board of Directors. In addition, he or she shall have and perform such other duties as may be delegated to him or her by the President or the Board of Directors.

(c) **Secretary.** The Secretary shall take and keep the minutes of all meetings of the membership and Board of Directors. He or she shall furnish a copy of the minutes to the President after each meeting and shall be custodian of all records and papers of the organization. He or she shall advise the President of the name of any Director who has missed three (3) consecutive, or six (6) cumulative, regular meetings of the Board of Directors. He or she shall receive and file all written reports. He or she shall promptly handle all necessary correspondence of the Corporation as directed by the President. He or she shall submit copies of the official communications for the President's file. The Secretary shall order and maintain for the organization supplies, stationary, etc. as may be required from time to time. He or she shall receive all written reports of the organization, shall have custody of the corporate seal of the Corporation, and shall serve all authorized notices for the Corporation. He or she shall be authorized to sign checks on the Corporation's bank account for the disbursement of funds. In addition, he or she shall have and perform such other duties as may be delegated to him or her by the President or the Board of Directors.

(d) **Treasurer.** The Treasurer shall receive and deposit all funds in the name of the Corporation in a bank account approved by, or invested as directed by, the Board of Directors. He or she shall be authorized to sign checks on the Corporation's bank account for the disbursement of funds. Current financial records shall be kept at all times and reports of the financial status of the

Corporation shall be submitted at all meetings of the Board of Directors and membership, with copies to be provided for the President's file. Further, the Treasurer shall present a written annual statement of receipts and disbursements at each annual meeting of the Board of Directors and prepare returns and reports to the Internal Revenue Service and other governmental agencies, as required. He or she may appoint a bookkeeper to assist with the aforementioned duties; provided, however, that the Board of Directors must approve remuneration for any such services by said bookkeeper. Books of the Corporation shall be delivered to his or her successor, in proper order, immediately following the termination of the office and the election of a new Treasurer.

Section 6. **Other and/or Subordinate Officers.** The Board may appoint such other officers as the business of the Corporation may require (such as a Vice President, Assistant Secretary, and/or Assistant Treasurer), each of whom shall hold office for such period, have such authority and perform such duties as are provided for by an instrument of appointment as the Board of Directors may from time to time determine.

## **ARTICLE VIII COMMITTEES**

Section 1. **Committees.** In addition to the (i) Budget and Finance Committee, (ii) Fundraising Committee, and (iii) Executive Committee (as described more fully hereinafter), the President may create one (1) or more committees (that may be advisory in nature or authorized to carry out one or more functions of the Board) as are necessary and that are not in conflict with the other provisions of these Bylaws. The duties of any such committee shall be prescribed by the President, as authorized by the Board, upon the President's designation of the committee. If a committee is authorized to exercise any authority of the Board in governing the affairs of the Corporation, such committee shall consist of two (2) or more persons appointed by the President, or as otherwise set forth herein.

Section 2. **Delegation of Power.** In the event the Board delegates any of its powers to a committee, any action taken by such committee shall be as effective as if taken by the Board. The designation of such committee and the delegation of authority shall not operate to relieve the Board of Directors, or any individual Director, or any responsibility imposed upon him or her by law.

Section 3. **Quorum and Voting.** A majority of the members of any committee shall constitute a quorum for the transaction of business at any meeting of such committee, and the act of a majority of the committee members present at a meeting at which quorum is present shall be that act of the committee. Proxies may not be used by a committee member for any purpose.

Section 4. **Informal Action by Committee Members.** Any action required or permitted to be taken at a meeting of any committee, or any action which may be taken at a meeting of any committee, may be taken without a meeting if a consent in writing setting forth the action so taken, shall be signed by all members of the committee.

Section 5. **Meetings and Notices.** Meetings of committees may be called by the

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President or the Chair of the committee. Each committee shall meet as often as is necessary to perform its duties. Notice may be given at any time and in any manner reasonably designed to inform the members of the time and place of the meeting. Each committee shall keep minutes of its proceedings and send a copy of such minutes to the Board of Directors for inclusion in the records of the Corporation.

Section 6. **Resignations and Removals.** A member of any committee may resign at any time by giving notice to the Chair of the committee or the Secretary of the Corporation. Unless otherwise specified in the notice, such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective. The President may remove at any time, with or without cause, any member of any committee who was originally appointed thereto by the President as provided in these Bylaws.

Section 7. **Term and Vacancies.** All individuals appointed to committees shall serve in such committee for a one (1) year term or until a successor is appointed and takes office. Committee members may serve successive terms, if so appointed. A vacancy on any committee shall be filled for the unexpired portion of the term of the former occupant of the committee by an appointment from the President as is specified in **Section 1** of this **Article VIII**.

Section 8. **Budget and Finance Committee.** This committee shall be composed of members of the Board of Directors. The President shall appoint the Chair of the committee. The Chair shall appoint not less than two (2) other Directors to assist the Chair. The committee shall perform such duties as directed by the President, and authorized by the Board of Directors. The Treasurer shall at all times be a member of this committee. The committee shall perform the following duties, without limitation: (i) prepare the budget, including anticipated revenue; (ii) coordinate input from the Honorary Administrative Director and fundraising committee; (iii) present proposed budget to the Board of Directors for approval; (iv) monitor the budget expenditures of the Corporation throughout the fiscal year; (v) report upon the financial affairs of the Corporation to the Board of Directors at regular meetings thereof; and (vi) perform such additional duties as may be delegated by the Board of Directors from time to time.

Section 9. **Executive Committee.** This committee shall be composed of the Honorary Administrative Director, the President, the Vice President, and the Treasurer. The committee shall perform the following duties, without limitation: (i) supervise the activities of the Corporation's personnel; (ii) review all programs, policies, procedures, activities, reports, and other business pertaining to the functions of the Corporation; (iii) report on the state of the Corporation to the Board of Directors; (iv) the Executive Committee must receive approval from the Board of Directors for any unbudgeted expenditure greater than One Thousand Dollars (\$1,000.00).

Section 10. **Fundraising Committee.** This committee shall be composed of the Honorary Administrative Director, and such other members of the Board of Directors as may be appointed by the President in his or her sole discretion. The committee shall perform the following duties, without limitation: (i) develop all plans to raise funds for the Corporation; (ii) supervise all procedures,



methods, and instruments of fundraising approved by the Board of Directors; (iii) assist the Budget and Finance Committee in the preparation of the annual budget; (iv) report upon revenue acquisition policies of the Corporation to the Board of Directors at regular meetings thereof; and (v) perform such additional duties as may be delegated by the Board of Directors from time to time.

## ARTICLE IX INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. **General.** To the fullest extent permitted by law, the Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by, or in the right of the Corporation), by reason of the fact that such person is or was a director or officer of the Corporation (including, without limitation, the Honorary Administrative Director) or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgment, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interest of the Corporation and, with respect to any criminal action or proceeding had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2. **Actions By or In the Right of Corporation.** In any action, suit or proceeding, threatened, pending or completed, by or in the right of the Corporation, indemnification shall be made as provided in **Section 1** of this **Article IX**, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation, unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to be indemnified for such expenses which such court shall deem proper.

Section 3. **How Affected.** Indemnification pursuant to **Section 1** or **Section 2** of this **Article IX**, unless pursuant to a determination by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that the indemnification is proper in the circumstances because the indemnified person has met the applicable standard of conduct set forth in **Section 1** or **Section 2** hereof. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding referred to in **Section 1** or **Section 2** of this **Article IX**, or in the defense of any claim,

issue or matter therein, the Corporation shall be obligated upon proper application to indemnify such person in respect of expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 4. **Prepayment of Expenses.** Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceedings may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon a preliminary determination following one of the procedures set forth in **Section 3** of this **Article IX** that such indemnified person meets the applicable standard of conduct referred to therein and after receipt of an undertaking satisfactory in form and substance to the Corporation that such person will promptly repay such amount unless it shall ultimately be determined that the person is entitled to be indemnified by the Corporation as authorized in this **Article IX**.

Section 5. **Non-Exclusivity.** The indemnification provided by this **Article IX** shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested directors or otherwise, both as to action in any official capacity and as to action in any other capacity while holding office with the Corporation. The Board of Directors, may, at anytime, approve indemnification of any other person that the Corporation has the power by law to indemnify, including, without limitation, employees and agents of the Corporation. The indemnification provided for in this **Article IX** shall continue as to any person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of such person's heirs and personal representatives.

Section 6. **Liability Insurance.** Upon a majority vote of a quorum of the Board of Directors, the Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability in any such capacity, or arising out of his or her status as such, whether or not the Corporation shall have indemnified the person against such liability under the provisions of this **Article IX**.

## ARTICLE X CONDUCTING MEETINGS

All meetings of the Corporation shall be governed by the latest edition of "Robert's Rules of Order."



## **ARTICLE XI FISCAL YEAR**

The fiscal year of the Corporation shall commence on the 1st day of July, and terminate on the 30<sup>th</sup> day of June.

## **ARTICLE XII DISSOLUTION; DISTRIBUTION OF ASSETS**

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 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 § 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court in Manatee County, Florida, exclusively for such purposes or to such organization or organizations, as the Court shall determine which are organized and operated exclusively for such purposes.

## **ARTICLE XIII CONTRACTS, CHECKS, DEPOSITS, GIFTS**

Section 1. **Contracts.** The Board of Directors may authorize any officer or agent of the Corporation to enter into any contract or to execute and deliver any instrument or document on behalf of the Corporation, which authority may be general or specific.

Section 2. **Deposits.** All funds received by the Corporation shall be deposited to the credit of the Corporation in such federally insured financial institutions or invested in such ways as may be approved and authorized by the Board of Directors.

Section 3. **Checks.** All checks, drafts, or any authorization for the payment of any notes, sums of money, or other evidence of debt issued in the name of the Corporation shall be signed by such officers or agents as set forth in these Bylaws; provided, however, that except as otherwise set forth herein, any check greater than Two Thousand Five Hundred Dollars (\$2,500.00) must be signed by two (2) signatories, each of whom must be authorized and approved by the Board of Directors.

Section 4. **Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation; provided, however, that a fundraising check greater than Two Thousand Five Hundred Dollars (\$2,500.00) shall require two (2) signatories, each of whom must be authorized and approved by the Board of Directors.

## **ARTICLE XIV SURETY BONDS**

Section 1. **Persons Insured.** Unless otherwise waived by specific affirmative act of the Board of Directors, no persons having access to any cash or negotiable assets of the Corporation shall be required to be bonded for fidelity loss and faithful performance of duty. If required, the amount of such bonds shall be fixed by the Board of Directors.

Section 2. **Premiums.** The premiums for all bonds required shall be paid by the Corporation.

## **ARTICLE XV RECORDS**

The Corporation shall maintain permanent, correct and complete written books and records of account and shall keep minutes of all the meetings of the Board of Directors, and committees having the authority of the Board of Directors, at the principal office of the Corporation and at such other offices in such form and manner as required by law. All such records may be inspected by any Director, or the agent or attorney of any Director at any reasonable time.

## **ARTICLE XVI CORPORATE SEAL**

The seal of the Corporation shall be circular in form and bear the name of the Corporation, the year of its organization and the words "CORPORATION NOT-FOR-PROFIT, FLORIDA." The seal may be used by causing it to be impressed directly on the instrument or writing to be sealed, or upon adhesive substance affixed thereto. The seal on the certificates for shares or any corporate obligation for the payment of money may be facsimile, engraved or printed.

## **ARTICLE XVII EXECUTION**

All corporate instruments and documents shall be signed or countersigned, executed, verified or acknowledged by such officer or officers as set forth herein, or by such other person or persons as the Board may from time to time designate.

## **ARTICLE XVIII NOTICE AND WAIVER OF NOTICE**

Section 1. **Notice.** Whenever any notice is required by these Bylaws to be given, personal notice is not meant unless expressly so stated, and any notice so required shall be deemed to be sufficient if given by depositing the same in the post office box in a sealed post-paid wrapper,

addressed to the person entitled thereto at his or her last known post office address. Persons not entitled to vote shall not be entitled to receive notice of any meetings except as otherwise provided by statute.

Section 2. **Waiver of Notice.** Whenever any notice is required to be given under the provisions of any law, or under the provisions of the Second Amended and Restated Articles of Incorporation of the Corporation, or these Bylaws: (a) a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, or (b) attendance by such person or persons at such meeting without protesting the lack of notice prior to or at commencement of the meeting, shall be deemed equivalent thereto.

## **ARTICLE XIX CONSTRUCTION**

Whenever a conflict arises between the language of these Amended and Restated Bylaws and the Second Amended and Restated Articles of Incorporation, the Second Amended and Restated Articles of Incorporation shall govern.

## **ARTICLE XX CONDUCT OF BUSINESS WITHOUT MEETINGS**

Any action of the Directors and committees may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all Directors or committee members who would be entitled to vote on such action at a duly-called meeting and filed with the Secretary of the Corporation as part of the proceedings of the Directors or committees as the case may be.

## **ARTICLE XXI AMENDMENT TO THE BYLAWS**

The Bylaws of this Corporation may be amended, repealed, or altered, in whole or in part, by a two-thirds (2/3) majority vote of the Board of Directors present at any duly called and noticed meeting of the Board of Directors at which every member of the Board of Directors is present.

## **ARTICLE XXII GENERAL PROVISIONS**

Section 1. **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. **Invalid Provisions.** If any of the provisions of these Bylaws is held to be illegal, invalid, or unenforceable under present or future laws, such provision shall be fully severable;

these Bylaws shall be construed and enforced as if such illegal, or unenforceable provision had never been comprised a part hereof; and the remaining provisions hereof shall be in full force and effect and shall not be affected by the illegal, invalid, or unenforceable provision or by its severance therefrom. Furthermore, in lieu of such illegal, invalid, or unenforceable provision there shall be formulated and adopted by the Board as part of these Bylaws a provision as similar in terms to such illegal, invalid, or unenforceable provision as may be possible and be legal, valid and enforceable.

Section 3. **Headings.** The headings used in these Bylaws are for reference purposes only and do not affect in any way the meaning or interpretation of these Bylaws.

**ADOPTED** this 29<sup>th</sup> day of June, 2009 by the Board of Directors.

**THE PAL CHARTER SCHOOLS OF  
MANATEE COUNTY, INC.,** a Florida not-for-profit corporation

By: 

Joe Miller, Secretary