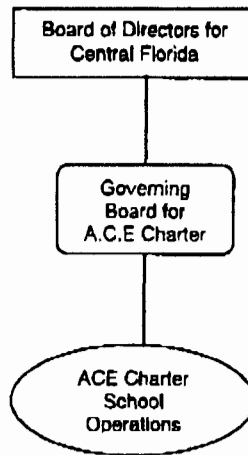


**A.C.E. BOARD OF DIRECTORS APPROVED RECITALS**  
**NOVEMBER 4, 2002**

***Plan of Internal Structuring and Related Delegation of Authority  
for A.C.E. Charter School***

**Recitals**

1. Central Florida Speech and Hearing Center, Inc. ("the Center") has contracted with The School Board of Polk County, Florida ("Polk County Public Schools") to operate a charter school doing business as the Academic & Communication Excellence ("A.C.E.") Charter School.
2. That contract (the "Charter") became effective on July 1, 2000 and expires on June 30, 2005.
3. The Charter and various federal and state statutes and regulations, including Section 228.056, Florida Statutes, govern A.C.E. Charter's operations.
4. The Center desires to operate A.C.E. Charter as a division, whose governance structure complies with the Charter and applicable statutes and regulations.
5. Certain provisions of Florida's Government in the Sunshine Act, in particular the open meetings and public records sections, apply to the governance and operations of A.C.E. Charter. The Center desires to have A.C.E. Charter's governance structure comply with these requirements while ensuring that they don't apply to the Center's governance or operations, unrelated to A.C.E. Charter.
6. This governance structure, which is outlined below, involves a semi-autonomous "governing board" responsible for oversight and management of A.C.E., but ultimately responsible to Center's Board of Directors.



**A.C.E Charter School**

1. **Governing Board** -- The Academic & Communication Excellence (A.C.E.) Charter School Governing Board ("Governing Board") is established.
2. **Designation under Charter School Statute** -- The Governing Board is deemed to be the charter school's "governing board" or "governing body" as those terms are used in Section 228.056, Florida Statutes or its statutory successor.
3. **Delegation of Authority** -- The Governing Board shall be responsible for the affairs of the operation doing business as the A.C.E. The Centers Board of Directors retains the authority to alter this structure and delegation and oversee the Governing Board's actions.
4. **Responsibilities** -- As part of its management responsibilities, the Governing Board shall:
  - Elect a Chair person and Vice Chair person of the board.
  - Ratify new staffing positions.
  - Adopt and maintain an operating budget (per section 228.056 (9)(j), Florida Statutes);
  - Monitor compliance with the Charter;
  - Act as a liaison with the community at large and assist with fundraising;
  - Ensure academic and operational accountability;
  - Undertake any further responsibilities given to charter school governing boards or bodies under Florida Statutes; and
  - Undertake any further responsibilities delegated by the Centers Board of Directors.
  - Adopt such policies for governance of the A.C.E. that are consistent with Florida Statutes that govern Charter schools.
  - Receive by gift, grant, devise, bequest or otherwise, from any private or public source, personal or real property, and shall utilize such in accordance with the directions or intent of the donor(s), or in the absence of such direction, as the Governing Board deems appropriate.
5. **Composition** -- The Governing Board, shall at all times, strive for diversity and be representative of its students and service area. The Governing Board will be comprised of at least seven members. At least five members must be members of the Center's Board of Directors. At least two members must be parents or family members of a student currently enrolled in the A.C.E. or of a child previously or currently receiving services from the Center. All Governing Board members shall be volunteers and none of whom shall be employees of either the Center or A.C.E.
6. **Tenure** -- Members of the Governing Board serve staggered three-year terms and are limited to serving two consecutive terms. The immediate Past Chair, regardless of Board eligibility, shall automatically be retained as a Board member for one year.
7. **Selection and Removal** -- Members of the Governing Board will be appointed by the Center's Chair. The Center's Board may remove members at any time, with or without cause.
8. **Meeting Frequencies** -- Not less than eight meetings of the Governing Board shall be held on the first Monday in each month, unless the Governing Board directs a change. Additional meetings may be held on the call of the Chairman or by the request of five members of the Governing Board. A special meeting may be called with five (5) days written notice.
9. **Quorum** -- A majority of the Governing Board shall constitute a quorum for the transaction of business. If a quorum is present, the majority vote of present Governing Board Members constitutes Governing Board action.

10. Compliance with the Government in the Sunshine Law – The Governing Board shall take steps to comply with section 286.011, Florida Statutes. That section requires:
  - Meetings of the Governing Board must be open to the public.
  - Reasonable notice of such meetings must be given, and
  - Minutes of such meetings must be taken.
  - The Modern Rules of Order, 2<sup>nd</sup> Edition, by Donald A. Tortorice, or its future revised additions, shall govern all meetings of the Governing Board.
11. Compliance with the Charter and Related Statutes – The Governing Board shall takes steps to comply with the Charter and any applicable federal and state laws and regulations concerning charter schools.
12. Financial Accounts and Records – Revenues generated by the A.C.E. shall be segregated in separate bank accounts. Items purchased by public funds will be appropriately labeled and inventoried. An accounting system will be maintained by the Center's staff in accordance with the Center's policies and procedures, to solely reflect A.C.E.'s operations.
13. Additional Delegations and Restrictions
  - Prior to entering into any contractual agreement, approval must be obtained from the Governing Board.
  - An annual report of the A.C.E. shall be presented to the Governing Board at it's September Board meeting
14. Amendments - This document may be amended by a quorum vote of the Center's board. The Center's board shall have been given a minimum of ten (10) days written notice and a copy of the proposed amendment(s) prior to the scheduled meeting.

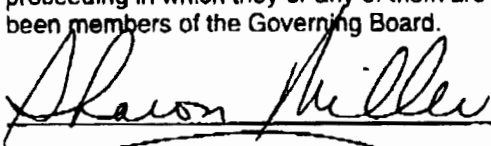
**Central Florida Speech & Hearing Center Board of Directors**

15. Retention of Ultimate Responsibility and Authority – The Center Board of Directors retains ultimate responsibility and authority for the operation of the A.C.E. school. The A.C.E. Board is fully accountable to the Central Florida Board of Directors.
16. Compliance with the Government in the Sunshine Law – When the Center Board of Directors deals with any matter involving A.C.E. school, it shall take steps to insure that the A.C.E. session of its meeting complies with section 286.011, Florida Statutes, which requires:
  - The A.C.E. part of the meeting must be open to the public,
  - Reasonable notice of such meetings must be given, and
  - Minutes of such meetings must be taken.

Sessions of Board meetings not pertaining to ACE Charter are exempt from the above requirements.

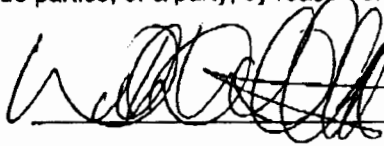
17. Oversight and Retained Authority – As part of it's ultimate responsibility, the Center Board of Directors shall:
  - Appoint the Principal/Administrator of the A.C.E. School.
  - Have final approval of any expansion or contraction of the A.C.E. School

18. Indemnification of Governing Board Members – Central Florida Speech and Hearing Center, Inc. shall indemnify any and all of current members of the Governing Board against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them are made parties, or a party, by reason of having been members of the Governing Board.



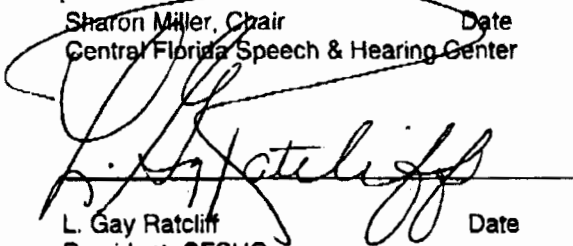
Sharon Miller, Chair  
Central Florida Speech & Hearing Center

Date



Walker Wilkerson, Chair  
A.C.E. Charter School

Date



L. Gay Ratcliff  
President, CFSHC  
Principal, A.C.E.

Date

CHARTER OF THE  
CHILDREN'S REHABILITATION RANCH, INC.  
A NON-PROFIT ORGANIZATION

TO: THE HONORABLE R. A. GRAY,  
Secretary of State  
Tallahassee, Florida

WE, THE UNDERSIGNED, hereby associate ourselves together  
for the purpose of becoming incorporated under the laws of the  
State of Florida applicable to the corporations not for profit,  
and present as the proposed Charter, the following:

CHARTER  
OF  
THE CHILDREN'S REHABILITATION RANCH, INC.

ARTICLE I.

The name of this corporation shall be the CHILDREN'S  
REHABILITATION RANCH, INC., said corporation to be a corporation  
not for profit, organized under the laws of the State of Florida.  
It shall be located at 1805 Shady Lane, in Lakeland, Florida,  
or at such other address in the City of Lakeland as may be  
designated by the Board of Directors hereinafter provided.

ARTICLE II.

The object of this corporation and its general nature  
shall be to study the needs of crippled and chronically ill  
children of Florida, and facilities available for meeting the  
same, to cooperate fully with all similar agencies, both public  
and private, in a program providing adequate means of locating  
crippled and chronically ill children, providing them with  
proper medical examinations, diagnosis, hospitalization, conva-  
lescent care, educational guidance, and placement; to organize  
and develop county or community committees as units of the said  
organization throughout the State of Florida, for the advance-  
ment and welfare of crippled and chronically ill children, and  
to assist wherever possible in work in behalf of crippled and  
chronically ill children; and to direct and assist all units of  
said organization in establishing and carrying forward the  
crippled and chronically ill children's program, including, but  
not limited to, all the medical, psychological, social, vocational,  
and educational services whereby a person suffering from a di-  
sease or disability is taught to live within the limits of his  
disability and to prepare him physically, mentally, socially,  
vocationally and emotionally, for the fullest life compatible

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED AND FILED  
R. A. GRAY  
SECRETARY OF STATE

AD

with his abilities. This purpose shall be accomplished through activities and methods approved by the governing body and through the solicitation of funds and collection same by any legal and lawful manner; to hold said funds in trust, which trust and disposition of funds of same are hereinafter set forth.

The Board of Directors, as hereinafter set forth, may set up such trust funds with a corporate trustee as they may deem necessary to further the purposes of said organization.

#### ARTICLE III

SECTION I. This corporation shall issue no certificate of stock.

SECTION II. All members of this corporation shall be active members.

SECTION III. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization, and the words "Corporate Seal" and "Florida Non-Profit Corporation". The Seal shall be in charge of the Secretary or the President.

#### ARTICLE IV

SECTION I. The membership of this organization shall be open to all persons who are interested in the rehabilitation of the disabled and chronically ill children in the State of Florida.

SECTION II. All contributors are automatically members of the corporation.

#### ARTICLE V

Amendments to the articles of incorporation may be proposed by any director at a regular director's meeting and may be adopted by the board of directors by majority vote at a regular meeting of which more than fifty (50%) percent of the members of the board are present.

#### ARTICLE VI

The names and residences of the subscribers to these Article of Incorporation are those whose names and addresses are as follows:

##### DIRECTORS:

John Phillips

Richard Ellis

Richard Chamberlin  
Mable Wunderlich  
James Dry  
Marvin S. Woods  
Jack Fridgeon  
Dr. Fred I. Coraan, Jr.  
Dr. Gordon Heath  
Dr. Stanley Lipinski  
Alvin Goldberg  
Mrs. James Campbell  
Mrs. William C. Searl, Jr.  
Ailino Combee  
Ma. Whipple  
Sidney Schwartz  
Carlos Mullins  
Grady Wallace  
Dave Redlick  
Mrs. James Ford  
Mrs. Dean Fox

#### ARTICLE VII

The term for which this corporation will exist shall be perpetual.

#### ARTICLE VIII

SECTION 1. The officers shall be: a President, a First Vice-President, a Second Vice-President, a Recording Secretary, a Corresponding Secretary, a Treasurer, and a Parliamentarian.

(a) The officers shall incur no liability and shall disburse no money without the consent of the Board of Directors.

(b) To be eligible for the office of President, except for the first year of its existence, a member must have served on the Board of Directors the preceding year.

ARTICLE II

The names of the officers who are to manage all the affairs until the first election under this Charter are as follows:

Chairman, Mrs. William C. Searl, Jr.

Vice-Chairman, Richard Chamberlin

Treasurer, Richard White

Secretary, Mrs. James Campbell

ARTICLE III

The corporation shall have a Board of Directors which shall consist of the officers of the GILBERT REHABILITATION TRUST, and 15 other members. The retiring President shall be a member of the Board of Directors. The control and executive power of the corporation shall be vested in the Board of Directors.

ARTICLE IV

The By-Laws of the corporation are to be made, altered, or amended by majority vote of the Board of Directors at a regular meeting of which more than fifty (50%) percent of the members of the Board of Directors are present.

ARTICLE V

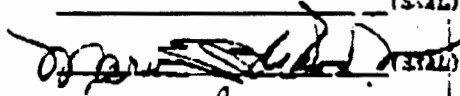
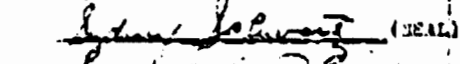
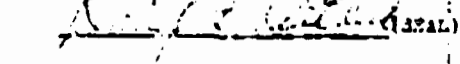
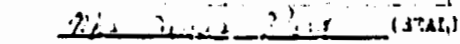
The highest amount of indebtedness or liability to which the corporation may, at any time subject itself, shall be two-thirds (2/3) of the value of the property owned by said corporation, subject to the approval of the Circuit Judge.

ARTICLE VI

The amount and value of real estate which the corporation may hold shall be unlimited except provided same complies with the laws of the State of Florida.

WITNESSED the hands and seals of the incorporators at Lakeland, County of Polk, State of Florida, this 24<sup>th</sup> day of February, 1960.

Address:  
117 Hiawatha Trail  
  
2222 Cambridge Avenue  
  
2725 Cambridge Avenue  
  
1617 Meadowbrook

(SEAL)  
  
(SEAL)  
  
(SEAL)  
  
(SEAL)  
  
(SEAL)

1800 County Lane William C. Seal Jr. (SEAL)

1300 Alline Road Albin Comber (SEAL)

1815 Dunholo Trail Don Johnson (SEAL)

2326 Bristol Avenue Albin (SEAL)

2620 Coventry Avenue Gene Johnson (SEAL)

1703 Blue Place Brown (SEAL)

1819 Pawnee Trail Walter Campbell (SEAL)

1208 Alma Street Albin (SEAL)

204 E. Hollingsworth Drive John (SEAL)

2110 New Jersey Road Fred (SEAL)

2310 Cambridge Ed. Kipinski (SEAL)

801 Parkway Avenue Walter (SEAL)

628 Jaymore Wm (SEAL)

518 Carolan James (SEAL)

1240 Denton Wm (SEAL)

2277 S. Crystal Lake Drive Jack (SEAL)

P.O. Box 137, Alturas, Florida Wm (SEAL)

STATE OF FLORIDA  
 COUNTY OF POLK

Personally appeared before me the undersigned authority,  
 Mrs. William C. Seal, Jr., to me well known to be one of the  
 incorporators described in the for-going Charter of the CHILDREN'S  
 REHABILITATION RANCH, INC., and she acknowledged the same, and,  
 after being by me first duly cautioned and sworn, upon her oath,  
 deposes and says: that it is intended in good faith to carry  
 out the purposes and objects set forth herein and that she  
 acknowledges the execution of said document as one of such sub-  
 scribers.

Mrs. Wm. C. Seal Jr. (SEAL)

Swear to and subscribed before me this 25 day of October, 1960.

[Signature]  
Notary Public, State of Florida  
at Large

My Commission expires:

July 27, 1961  
By Commission Expires July 27, 1961  
I declare to be a Notary Public

STATE OF FLORIDA  
COUNTY OF POLK

Personally appeared before me the undersigned authority, Richard Chamberlin and Marvin S. Woods, to me well known to be one of the incorporators described in the foregoing Charter of THE CHILDREN'S REHABILITATION RANCH, INC., and they acknowledged the same, and after being by me first duly cautioned and sworn, upon their oath, depose and say: that it is intended in good faith to carry out the purposes and objects set forth herein and that they acknowledge the execution of said document as one of such subscribers.

[Signature] (REAL)  
[Signature] (REAL)

Swear to and subscribed before me this 25 day of October, 1960.

[Signature]  
Notary Public, State of Florida  
at Large

My commission expires: July 27, 1961  
By Commission Expires July 27, 1961  
I declare to be a Notary Public

APPROVAL

The above and foregoing proposed Charter, having been presented for approval and, upon inspection thereof, the same having been found to be in proper form and for an object authorized by the statutes of the State of Florida in that behalf made and provided, the same is hereby approved at Tallahassee, Leon County, Florida, this 25 day of October, 1960, and from henceforth the subscribers and their associates and successors shall be a corporation not for profit by the name given.

[Signature]  
Secretary of State

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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
 OFFICE  
 SECRETARY OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State Pending  
 Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors

In pursuance of Chapter 47.34, Florida Statutes 1953, the following is submitted, in compliance  
 with said Act:

First-That CHILDREN'S REHABILITATION RANCH, INC. a corporation not  
 for profit  
 a corporation duly organized and existing under the laws of the State of Florida  
 with its principal place of business at City of Lakeland  
 County of Polk State of Florida  
 has designated and established 2013 W. Lemon Street  
 (Street or building)  
 City of Lakeland County of Polk  
 State of Florida as its place of business or domicile for the service of  
 process within this State, and named as its agents Harvie B. Woods  
 to accept service of process.

OFFICERS:	AFFIX TITLES: NAME	SPECIFIC ADDRESS
	<u>Mrs. Wm. C. Neal, Jr.-President</u>	<u>1715 Maple Lane, Lakeland, Fla.</u>
	<u>Richard Chamberlin-Vice-President</u>	<u>1815 Seminole Trail, Lakeland, Fla.</u>
	<u>Mrs. James Campbell-Secretary</u>	<u>1612 Zebra Trail, Lakeland, Fla.</u>
	<u>Richard Willis-Treasurer</u>	<u>2726 Bristol Ave., Lakeland, Fla.</u>

DIRECTORS:	NAME	SPECIFIC ADDRESS
	<u>Harvie B. Woods</u>	<u>117 Hiawatha Trail, Lakeland, Fla.</u>
	<u>Sifney Schwartz</u>	<u>2222 Cambridge Ave., Lakeland, Fla.</u>
	<u>David L. Neading</u> 1.00	<u>2726 Cambridge Ave., Lakeland, Fla.</u>
	<u>Mrs. James Neal</u>	<u>1-17 W. Highway, Lakeland, Fla.</u>

Having been named to accept service of process for the above stated corporation, at place designated in  
 this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act  
 relative to keeping open said office.

*[Handwritten Signature]*

It is necessary to file this certificate within thirty days after filing Certificate of Incorporation, or to Domestic Cor-  
 porations and within thirty days after acquisition of control by foreign corporations; and thereafter only when corporation  
 has changed its place of business or agents.

Filing Fee \$1.00

NP 524-c

THE CHILDREN'S  
REHABILITATION CENTER, INC.

AMENDING ARTICLES OF  
INCORPORATION:

AMENDMENT

FILED IN OFFICE OF SECRETARY  
OF STATE, STATE OF FLORIDA  
on 25 April 1968.

TOM ADAMS  
SECRETARY OF STATE

100-1

17 524

(INC) CHILDREN'S  
REHABILITATION CENTER, INC.

FILED IN OFFICE OF SECRETARY  
OF STATE, STATE OF FLORIDA.  
by JEM, on FEB. 25, 1950.

R. A. GRAY  
SECRETARY OF STATE