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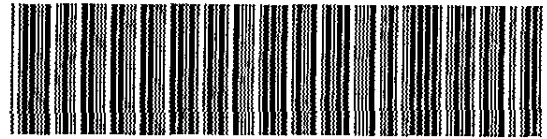
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Restated Art.

V SHEPARD NOV 7 2002

Vicki Cornett
37195 Alice St.
Hilliard, FL 32046
904-845-1389

October 23, 2002

Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32046

RE: Hilliard Middle - Senior High School Educational Foundation, Inc.
a not for profit corporation

Dear Sir,

Enclosed you will find the following regarding the above matter:

1. Certificate Relating to Restated Articles of Incorporation;
2. Original and one copy of Restated Articles of Incorporation. The Registered Agent has not changed with this restatement;
3. Check in the sum of \$43.75 of which \$35.00 is for the filing fee and \$8.75 is for a Certificate of Status.

If you require anything further, please do not hesitate to contact me.

Sincerely yours,

Vicki Cornett
Treasurer
Hilliard Middle - Senior High School
Educational Foundation, Inc.

Enclosures

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**RESTATED
ARTICLES OF INCORPORATION**

OF

**HILLIARD MIDDLE - SENIOR HIGH SCHOOL
EDUCATIONAL FOUNDATION, INC.**

The undersigned, for the purpose of forming a corporation not-for-profit under the laws of the State of Florida, Chapter 617, the Florida Not-For-Profit Act, adopts the following Articles of Incorporation:

ARTICLE I.

NAME

Section 1.1 Name. The name of the corporation shall be:
HILLIARD MIDDLE - SENIOR HIGH SCHOOL EDUCATIONAL FOUNDATION, INC.

ARTICLE II.

PRINCIPAL OFFICE AND MAILING ADDRESS

Section 2.1 Principal Office and Mailing Address. The address of the principal office of this corporation shall be P.O. Box 1583, Hilliard, Florida, 32046.

ARTICLE III.

PURPOSES

Section 3.1 Purposes. This Foundation is organized for the purpose of transacting any or all lawful activity permitted under the laws of the United States of America and of the State of Florida for a not-for-profit corporation. As a Foundation the Board of Trustees shall use all lawful means for the solicitation of contributions of funds or assets, including but not limited to, receiving and maintaining real or personal property or both, from both local businesses and individual contributors for the sole purpose of promoting academic

and cultural excellence at the HILLIARD MIDDLE-SENIOR HIGH SCHOOL. This support and the use of the Foundation's resources shall only be used for supplemental and additional support over and above the support and resources provided to HILLIARD MIDDLE-SENIOR HIGH SCHOOL in the normal course of administration by the School Board of Nassau County, the State of Florida, ad valorem taxes or any other source.

Section 3.2 Limitations on Actions. All of the assets and earnings shall be used exclusively for the purposes set forth herein, and no part of the net earnings of the corporation shall inure to benefit of, or be distributable to, its members, Trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered. No substantial part of the activities of the corporation shall be the carrying-on of propaganda, or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

Section 3.3 Distribution of Income. The Foundation 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, or corresponding provisions of any subsequent federal tax laws.

Section 3.4 Acts of Self-Dealings. The Foundation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Section 3.5 Excess Business Holdings. The Foundation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Section 3.6 Investments. The Foundation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Section 3.7 Taxable Expenditures. The Foundation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Section 3.8 Conduct and Activities. 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 may hereafter be amended.

Section 3.9 Dissolution. Upon the dissolution of the Foundation, the Board of Trustees shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all assets of the Foundation by distributing the assets to such charitable, educational, religious, or scientific organization or organizations which, at such time, is or are qualified as an exempt organization under Section 501(c)(3) and which are described in Sections 170(c), 170(b)(1)(A), 2055(a), and 2522(a), as the Board of Trustees shall determine. All section references are to the Internal Revenue Code of 1986, as amended. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Foundation is then located, exclusively for such purposes or the such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV.

POWERS

In addition to any powers provided by Section 617.021 of the Florida Statutes, or any other Florida Statute, the Foundation will have the following powers:

Section 4.1 Acquisition of Assets. To receive by gift, devise, bequest, grant or purchase any money, security, real or personal property, or any other thing of value, absolutely or in trust, to be used, either the principal of the income therefrom, immediately or in the future, or as provided by the conditions of a trust.

Section 4.2 Asset Management. To hold, use, dispose of, invest, manage, disburse and properly account for assets subject to its control.

Section 4.3 Asset Maintenance. To borrow or raise money, and to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and non-negotiable instruments and evidences of indebtedness, and to secure payment thereof and interest therein by mortgage, pledge, conveyance, or other assignments in trust, in whole or in part, of the assets of the corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired, where the assets to be encumbered are not subject to limitations which would be prohibitive of the same.

Section 4.4 Accomplishment of Purpose. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto and connected therewith, to the extent permitted by law.

ARTICLE V.

CAPITAL STOCK

Section 5.1 Capital Stock. The Foundation shall have no capital stock, and no Member shall have any right to any asset of the Foundation.

ARTICLE VI.

MEMBERS

Section 6.1 Members. The members of the corporation shall consist of the persons designated in Article VII and the Board of Trustees and such other persons as the Board of Trustees may elect from time to time.

ARTICLE VII.

TRUSTEES

Section 7.1 Affairs of the Foundation. The affairs of the Foundation shall be managed by the Board of Trustees or by the Executive Committee thereof as may be authorized in the Foundation's bylaws.

Section 7.2 Number. This corporation shall have no less than three (3) Trustees but intends to function with a minimum of ten (10) Trustees and a maximum of twenty-one (21) Trustees. The number of Trustees may be increased or diminished from time to time, but shall never be less than the number required by Section 617.0803(1), or a successor provision, of the Florida Statutes.

Section 7.3 Election. The Trustees shall be elected for the term and by the method stated in the Foundation's bylaws.

Section 7.4 Principal of Hilliard Middle - Senior High School. The principal of Hilliard Middle - Senior High School shall at all times be a member of the Board of Trustees, with other ex officio trustees as may be designated in the bylaws.

Section 7.5 Compensation. The board of Trustees is hereby specifically authorized to make provision for reasonable compensation to its members for their services as Trustees, and to fix the basis and conditions upon which such compensation shall be paid. Any Trustee of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 7.6 Indemnification. The board of Trustees is hereby specifically authorized to make provision for indemnification of Trustees, officers, employees and agents to the full extent permitted by law.

ARTICLE VIII.

BYLAWS

Section 8.1 Bylaws. The bylaws of the Foundation shall be made, altered, or rescinded by the Board of Trustees. The bylaws shall operate to carry out the purposes of the Foundation and to facilitate the operational procedures thereof. A vote of the majority of the members of the Board of Trustees shall be required to effect any alteration, change or amendment.

ARTICLE IX.
INDEBTEDNESS

Section 9.1 **Indebtedness.** The highest amount of indebtedness or liability to which the Foundation may at any time subject itself shall be at no time in excess of the total assets held by the Foundation.

ARTICLE X.
DURATION

Section 10.1 **Duration.** This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed with the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE XI.
AUTHORITY TO BIND

Section 11.1 **Authority to Bind.** The Principal of Hilliard Middle - Senior High School shall be empowered to act for the Foundation upon the authorization of the Board of Trustees but the signature of its appropriate officers as defined in the bylaws shall legally bind the Foundation.

ARTICLE XII.
DISSOLUTION

Section 12.1 **Dissolution.** Upon dissolution of the Foundation, all assets remaining after payment of all costs and expenses of such dissolution shall be distributed to the Hilliard Middle - Senior High School for the exclusive use and benefit of the Hilliard Middle - Senior High School or any successor thereto. Upon dissolution of the Foundation, none of the assets shall be distributed to any Trustee or Officer of the Foundation.

ARTICLE XIII.

AMENDMENT

Section 13.1 Amendment. The Foundation's Charter may be amended by three-fourths vote of the Board of Trustees present at any meeting, such action to be effective upon filing same with the Secretary of State of the State of Florida or as is otherwise provided by law.

ARTICLE XIV.

REGISTERED AGENT AND ADDRESS

Section 14.1 Name and Address. The name and address of the Registered Agent of this corporation is: Dale P. Braddock, One Flashes Avenue, Hilliard, FL 32046

ARTICLE XV.

SUBSCRIBERS AND BOARD OF TRUSTEES

The following natural persons hereby subscribe to these Articles of Incorporation and shall serve as the Board of Trustees:

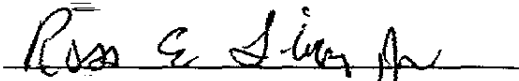
Section 15.1 Board of Trustees. The names and addresses of the Trustees of the corporation are:

President and Trustee Dwayne Mike Bishop 18298 Joe Haddock Rd. Hilliard, FL 32046	Vice President and Trustee Ross E. Libby, Jr. 47944 Turkey Town Lane Hilliard, FL 32046	Secretary and Trustee Garvin Nelson 19653 Capital Drive Hilliard, FL 32046
Treasurer and Trustee Vicki Cornett 37195 Alice St. Hilliard, FL 32046	Trustee Lisa Bishop 18298 Joe Haddock Rd. Hilliard, FL 32046	Trustee Benita Laurendine 27206 Missouri St. Hilliard, FL 32046
Trustee and Principal Dale Braddock 5435 Green Ave. Callahan, FL 32011		

ARTICLE XVI
INCORPORATOR

Section 16.1 Name and Address. The name and address of the incorporator of this corporation is: Ross E. Libby, Jr., 47944 Turkey Town Lane, Hilliard, FL, 32046

IN WITNESS WHEREOF, the undersigned incorporator has hereto set his hand and seal on this 22nd day of Oct., 2002.


ROSS E. LIBBY, JR.


**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 617.0202 and 617.0501, Florida Statutes, the following is submitted:

HILLIARD MIDDLE - SENIOR HIGH SCHOOL EDUCATIONAL FOUNDATION, INC.
A not for profit corporation

desiring to organize or qualify under the laws of the State of Florida hereby designate Dale P. Braddock as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be One Flashes Avenue, Hilliard, FL 32046.

DATED this 15th day of Oct., 2002.


DALE P. BRADDOCK

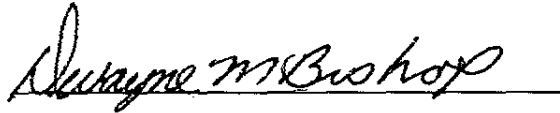
Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 15th day of Oct., 2002.

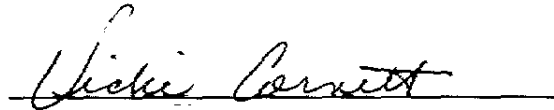

DALE P. BRADDOCK

CERTIFICATE OF SUBSCRIBERS TO ARTICLES OF INCORPORATION

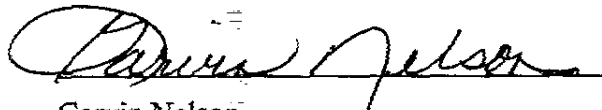
IN WITNESS THEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Hilliard, Nassau County, Florida, on the 19th day of September, 2002.



Dwayne Mike Bishop



Vicki Cornett



Garvin Nelson

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**CERTIFICATE RELATING
TO
RESTATED
ARTICLES OF INCORPORATION
OF**

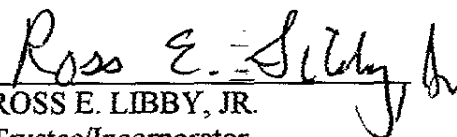
**HILLIARD MIDDLE - SENIOR HIGH SCHOOL
EDUCATIONAL FOUNDATION, INC.,
a not for profit corporation**

Pursuant to the provisions of section 617.1007(3) Florida Statutes, the undersigned Florida nonprofit corporation states

FIRST: Amendment(s) adopted:

1. The Restated Articles of incorporation did not require member approval, and the Board of Trustees adopted the restatement.

HILLIARD MIDDLE - SENIOR HIGH SCHOOL
EDUCATIONAL FOUNDATION, INC.
a non for profit corporation


ROSS E. LIBBY, JR.
Trustee/Incorporator
47944 Turkey Town Lane
Hilliard, Florida 32046
October 15, 2002 —