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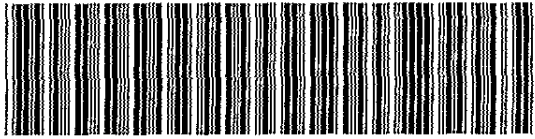
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LITERACY PROS OF JACKSONVILLE, INC.  
118 E. MONROE  
JACKSONVILLE, FL 32202

July 2, 2003

Department of State  
Division of Corporations  
P O Box 6327  
Tallahassee, FL 32314

Subject: Literacy Pros of Jacksonville, Inc.  
Florida Non-Profit Corporation Filing

Enclosed please find an original and two (2) copies of the Articles of Incorporation and a check for \$87.50 for the filing fee, certified copy, and certificate of status.

FROM: Sarah Towers Van Cleve  
3500 Richmond Street  
Jacksonville, FL 32205  
904-387-5587

Thank you for your assistance.

Sincerely,

*Sarah Towers Van Cleve*

Sarah Towers Van Cleve

**ARTICLES OF INCORPORATION**  
**OF**  
**LITERACY PROS OF JACKSONVILLE, INC.**  
**A Florida Not for Profit Corporation**

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In compliance with the laws of the State of Florida, the undersigned do hereby voluntarily associate for the purpose of forming a corporation not-for-profit for the purposes and with powers set forth herein.

**ARTICLE I - NAME AND PRINCIPAL OFFICE**

The name of the corporation is **LITERACY PROS OF JACKSONVILLE, INC.** The principal office of the corporation shall be located at **118 E. Monroe Street, Jacksonville, FL, 32202** but the Corporation may maintain offices and transact business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors. The principal office shall also be the mailing and registered office address.

**ARTICLE II - TERM OF EXISTENCE**

The period of duration is perpetual. The corporation is organized pursuant to the Not for Profit Corporation laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

**ARTICLE III - PURPOSE AND POWERS**

The purposes of this corporation shall be exclusively charitable and educational and undertake the following activities:

- A. To train individuals to effectively teach basic literacy skills.
- B. To prepare tutors to become Certified Literacy Trainers.
- C. To establish procedures for the interviewing, placement, and follow up of students and other support services.
- D. To partner with faith based, correctional, workplace, and other organizations to provide the training to effectively teach basic literacy skills.
- E. To undertake any other projects or lawful activities consistent with Section 501 (c) (3) of the Internal Revenue Code which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or

cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

- F. Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.
- G. For such purposes, the Corporation shall have and exercise the following authority and powers:
1. To have and to exercise any and all powers, rights and privileges which a corporation organized under the law of the State of Florida may now or hereafter have or exercise.
  2. To do all things necessary or desirable to accomplish the purposes of the Corporation as the Directors of the Corporation may from time to time deem appropriate which are consistent with powers conferred upon a not-for-profit corporation under the laws of the state of Florida and the Internal Revenue Code.
  3. To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property or any interest therein, wherever situated.

#### **ARTICLE IV - NO DISTRIBUTION OF GAIN**

The Corporation is organized exclusively for charitable and educational purposes. The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

#### **ARTICLE V - REGISTERED AGENT**

The name and address of the initial registered agent and office of the Corporation is:

Kenneth E. Center  
118 E. Monroe Street  
Jacksonville, FL 32202

#### **ARTICLE VI - BOARD OF DIRECTORS**

The affairs of this corporation shall be managed by a Board of Directors. The number of Directors of the Corporation shall be not less than five (5); provided however that the Board of Directors may, from to time, increase or decrease the number of Directors, so long as the number of directors does not exceed twenty-four (24). The method of election of the Board of Directors shall be in stated in the Bylaws. The names of addresses of the initial Board of Directors are:

<b>Kenneth E. Center</b>	1847 State Road 20 Hawthorne, FL 32640
<b>Nancianne Chopskie</b>	7834 Hunter's Grove Jacksonville, FL 32256
<b>Alta M. Faulconer</b>	11342 Woodsong Loop S. Jacksonville, FL 32225
<b>Albert J. Hoehn</b>	100 Bermuda Bay Circle Unit 108 Ponte Vedra Beach, FL 32082
<b>Gene Hollomon</b>	8611 Wyndhurst Dr Jacksonville, FL 32244
<b>Scott MacGregor</b>	3964 High Pine Road Jacksonville, FL 32225
<b>Sarah Towers Van Cleve</b>	3500 Richmond Street Jacksonville, FL 32205
<b>Michelle Worley</b>	5229 Marlene Avenue Jacksonville, FL 32210

## ARTICLE VII - OFFICERS

Subject to the direction of the Board of Directors, the officers shall administer the affairs of this corporation as designated in the Bylaws. The names and addresses of the officers who shall serve until the first annual meeting of the Board of Directors are:

<b>President</b>	-	<b>Sarah Towers Van Cleve</b> ✓
<b>Vice President</b>	-	<b>Kenneth E. Center</b> /
<b>2<sup>nd</sup> Vice President</b>	-	<b>Nancianne Chopskie</b> /
<b>Treasurer</b>	-	<b>Albert J. Hoehn</b> ✓
<b>Secretary</b>	-	<b>Michelle Worley</b> ✓

Such other officers may be authorized and elected pursuant to the Corporation Bylaws.

## ARTICLE VIII - BYLAWS

The Bylaws of the Corporation shall be adopted by the first Board of Directors, which Bylaws may be altered, amended, modified or appealed in the manner set forth in the Bylaws.

## ARTICLE IX - AMENDMENTS

The Corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation or any amendments hereto. Written notice setting forth the proposed amendment or a summary of the changes to be effected by the amendment must be given to each director in the same manner as notice for the meeting. Such amendment shall require the assent

of a two-thirds majority vote of the directors present.

## **ARTICLE X - DISSOLUTION**

The Corporation may be dissolved with the assent given in writing and signed by not less than seventy-five percent (75%) of the directors. Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

## **ARTICLE XI - INDEMNIFICATION OF DIRECTORS**

A director shall discharge his or her duties as director, including his or her duties as a member of any committee:

- A. With good faith;
- B. With care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- C. In a manner they reasonably believe to be in the best interests of the Corporation. In discharging his or her duties, a Director may rely upon information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:
  1. One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
  2. Legal counsel, public accountants or other persons as to matters the Director reasonably believes are within the person's professional or expert competence;
  3. A committee of the Board of Directors of which he is not a member, if the Director reasonably believes the committee merits confidence.

A Director is not liable for any action taken as a Director, or failure to take any action, if he performed the duties of his office in reliance on this provision.

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for culpable negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

**ARTICLE XII - INCORPORATOR**

The name and address of the incorporator is:

**Sarah Towers Van Cleve**  
3500 Richmond Street  
Jacksonville, FL 32205

These Articles of Incorporation are hereby executed by the  
incorporator on this 2<sup>nd</sup> day of July, 2003.

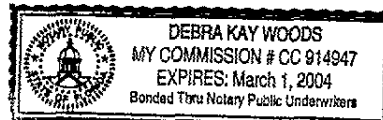
Sarah Towers Van Cleve  
**Sarah Towers Van Cleve**  
Incorporator

**STATE OF FLORIDA ]**

**COUNTY OF DUVAL ]**

**I HEREBY CERTIFY** that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Sarah Towers Van Cleve, who is personally known to me known or who has produced Florida Drivers License as identification and who did not take an oath.

**WITNESS** my hand and official seal in the County and State last aforesaid this 2nd day of July, 2003.



**NOTARY PUBLIC STATE OF FLORIDA**

Print Name: Debra Kay Woods

Debra Kay Woods

My Commission Expires:

**CERTIFICATE OF DESIGNATION OF PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

**LITERACY PROS OF JACKSONVILLE, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Jacksonville, County of Duval, State of Florida, has named **Kenneth E. Center, 118 E. Monroe Street, Jacksonville FL 32202**, as its agent to accept service of process within Florida.

Michelle Worley  
**Michelle Worley**  
Secretary  
Date: 7/10/03

Having been named to accept service of process for the above stated corporation, at the place designated in the certificate, I agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Kenneth E. Center  
**Kenneth E. Center**  
Date: July 2, 2003

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SECRETARY OF STATE  
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