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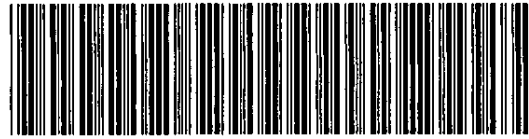
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PS [signature]

COVER LETTER

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

SUBJECT: Palencia Elementary School PTO, Inc.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

<input type="checkbox"/> \$70.00 Filing Fee	<input type="checkbox"/> \$78.75 Filing Fee & Certificate of Status	<input checked="" type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate
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ADDITIONAL COPY REQUIRED

FROM: Jenny C. Hazel
Name (Type or Print)

n/a
Firm Name (Type or Print)

622 Hannah Park Lane
Street Address

St. Augustine, Florida 32095
City, State, Zip Code

(904) 607-7047
Daytime Telephone

pes.ptopresident@gmail.com

(PLEASE USE THIS EMAIL FOR ALL CORRESPONDENCE)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION OF PALENCIA ELEMENTARY PTO, INC.

ARTICLE I NAME

The name of this not for profit corporation is Palencia Elementary School PTO, Inc.

ARTICLE II PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of this corporation is 771 Cypress Crossing Trail, St. Augustine, FL 32095.

ARTICLE III PURPOSES

The purposes for which this corporation is formed are as follows:

- a. This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- b. This corporation is not organized, nor shall it be operated, for the pecuniary gain or profit of any individual or group of individuals and it does not contemplate the distribution of gains, profits, or dividends to any person. The property, assets, profits, and net income of this corporation are irrevocably dedicated for the benefit of the Palencia Elementary School, and no part of its profits or net income shall ever inure to the benefit of any director, officer, member, or private individual.
- c. No part of the net earnings of the corporation shall inure to the 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 and to make payments and distributions in furtherance of the purposes set forth in Article III(a) hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, 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 section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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- d. The specific purpose for which this corporation is formed shall be to encourage and enhance educational experience at Palencia Elementary School while strengthening and developing the relationships between the parents, school, and community.

- d. The general purposes and powers are:
 - (1) To promote the welfare of children and youth in home, school, and community.
 - (2) Effectively utilizing parents and other volunteers.
 - (3) Assessing the needs of the school and meeting those needs through the creation and support of programs and fundraising events.
 - (4) Supporting and encouraging the staff and faculty.
 - (5) Supporting the relationships between parents and their children.
 - (6) Working with the community to enhance awareness of the importance of education.
 - (7) All lawful purposes of a not for profit 501c(3) corporation.

- e. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE IV GOVERNANCE

The affairs of this corporation shall be governed by its Board of Directors. The number of Directors, their qualifications, and the procedure for their selection and removal shall be governed by the Bylaws. The initial directors and officers of the corporation are named below in Article V. The Board of Directors shall elect future directors. The numbers and titles of officers, their qualifications, powers and responsibilities, and the procedure for their selection and removal shall be governed by the Bylaws.

ARTICLE V DIRECTORS AND OFFICERS

The initial Board of Directors for the corporation shall be:

Carrie Anderson
372 Tavistock Drive
Saint Augustine, FL 32095

Jenny Hazel
622 Hannah Park Lane
Saint Augustine, FL 32095

Laurie Hunt
771 Cypress Crossing Trail
St. Augustine, FL 32095

Katie Lay
6324 Old Dixie Drive
Saint Augustine, FL 32095

Tracy Lewis
807 Cypress Crossing Trail
Saint Augustine, FL 32095

Laurel Madson
143 La Mesa Drive
Saint Augustine, FL 32095

Nicole Sawyer
609 McKenzie Oak Lane
Saint Augustine, FL 32095

The initial Officers of the corporation shall be:

Laurie Hunt – Co-President
771 Cypress Crossing Trail
St. Augustine, FL 32095

Laurel Madson – Co-President
143 La Mesa Drive
Saint Augustine, FL 32095

Treasurer – Carrie Anderson
372 Tavistock Drive
Saint Augustine, FL 32095

Secretary – Katie Lay
6324 Old Dixie Drive
Saint Augustine, FL 32095

ARTICLE VI DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the winding up or dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be

distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII REGISTERED AGENT

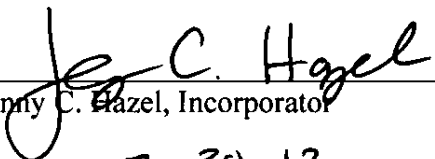
The name and Florida street address of the initial registered agent are: Law Offices of Curtis & Associates, P.A., 701 Market Street, Unit 109, St. Augustine, Florida 32095.

ARTICLE VIII INCORPORATOR

The name and address of the Incorporator to these articles is Jenny C. Hazel 622 Hannah Park Lane, St. Augustine, Florida 32095.

ARTICLE IX CONFLICT OF INTEREST POLICY

The Conflict of Interest Policy attached hereto as EXHIBIT "A" shall apply to this corporation.



Jenny C. Hazel, Incorporator
Date: 7-30-12

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

UNDER THE PROVISIONS OF F.S. 617.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: Palencia Elementary School PTO, Inc.

2. The name and address of the registered agent and office is:
Law Offices of Curtis & Associates, P.A.
701 Market Street, Unit 109
St. Augustine, Florida 32095

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

Law Offices of Curtis & Associates, P.A.

By: 
C. William Curtis III, President

Date: 7/30/2012

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EXHIBIT "A"
PALENCIA ELEMENTARY PTO, INC.
Conflict of Interest Policy

Article I
Purpose

The purpose of the conflict of interest policy is to protect Palencia Elementary PTO, Inc's ("Organization") tax-exempt organization interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II
Definitions

1. Interested Person

Any director, principal officer, or member of a committee with board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decided that a conflict of interest exists.

Article III
Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all

material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b.** The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c.** After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d.** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflict of Interest Policy

- a.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV **Records of Proceedings**

The minutes of the governing board and all committees with board designed powers shall contain:

- a.** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present,

and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V **Compensation**

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services if precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who received compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI **Annual Statements**

Each director, principal officer and member of a committee with governing board-delegated powers shall annually sign a statement which affirms such person:

a. Has received a copy of the conflicts of interest policy.

b. Has read and understands the policy,

c. Has agreed to comply with the policy, and

d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII **Periodic Reviews**

To ensure the Organization operated in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable

purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII
Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.