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COMMERCIAL SERVICES

FLORIDA PROFIT/NON PROFIT CORPORATION
Florida Association of School Safety Specialists, Inc.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION OF:
FLORIDA ASSOCIATION OF SCHOOL SAFETY SPECIALISTS, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION

We, the undersigned, for the purpose of forming a not-for-profit corporation, pursuant to Chapter 617, Florida Statutes, hereby state:

ARTICLE I – NAME AND PLACE OF BUSINESS

The name of this Corporation shall be Florida Association of School Safety Specialists, Inc. (the "Corporation").

The Corporation's mailing address, and the street address of its initial principal office, is 208 S. Monroe Street, Tallahassee, Florida, 32301.

The Board of Directors may change the principal office and place of business of the Corporation, and may establish additional offices and places of business of the Corporation as may be deemed necessary.

ARTICLE II – PURPOSE

The general purpose for which the Corporation is organized shall be to:

- A. Provide a not-for-profit, public purpose organization to serve as an instrumentality of, and an agent for, school district School Safety Specialists in the State of Florida, as currently described in Chapter 1006.07(6)(a) of the Florida Statutes, and its implementing administrative rules, including those currently found in Chapter 6A-1, Florida Administrative Code; and
- B. Provide a non-political, non-partisan organization to aid and assist such school district School Safety Specialists in carrying out their public purpose and functions by educating and providing certified trainings; and
- C. Advocate for school district School Safety Specialists in accordance with state and federal law; and
- D. Work in cooperation with public officials, public organizations, private citizens and private organizations at the national, state and local levels to stimulate and encourage the development of programs in furtherance of the Corporation's above-stated aims; and
- E. Do other acts necessary and appropriate, including accepting contributions and making expenditures, to accomplish the Corporation's purpose.

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ARTICLE III – CORPORATE POWERS

The Corporation shall have all the powers granted to not-for-profit corporations under the provisions of Chapter 617, Florida Statutes.

ARTICLE IV – TERM

The Corporation shall have perpetual existence.

ARTICLE V – MEMBERSHIP

The Corporation's bylaws may establish eligibility and qualification for membership. The bylaws may prescribe one or more classes of members; the designation of such class or classes; the qualifications and rights of the members of each class; and any quorum and voting requirements for meetings and activities of the members. Membership may be conditioned upon the payment of such single, periodic, or special dues and assessments to the Corporation as the Board of Directors shall determine.

ARTICLE VI – MANAGEMENT OF THE CORPORATION

- A. The affairs of the Corporation shall be managed by a chief executive officer and a number of officers and directors, whose selection, duties, responsibilities, and terms of office shall be provided in the bylaws.
- B. The Board of Directors shall elect additional or replacement members of the Board based on the recommendation of the chief executive officer as provided in the bylaws.
- C. The Board of Directors shall elect additional or replacement officers of the Corporation based on the recommendation of the chief executive officer as provided in the bylaws.
- D. Only school district Superintendents shall be eligible to serve as members of the Board of Directors, as provided in the bylaws.
- E. The Corporation shall have, at minimum, a President, Secretary and Treasurer as its officers, and there shall be such additional vice-presidencies, regional directors, officers, and assistant officerships as the Board of Directors shall determine based on the recommendation of the chief executive officer. Only school district School Safety Specialists as defined in Article II.A shall be eligible to serve in such officer positions of the Corporation, as provided in the bylaws. The offices of President and Secretary may not be filled by the same individual; otherwise, individuals may hold dual offices.

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- F. Members of the Board of Directors and the officers of the Corporation shall serve until their successors are named and qualified, unless otherwise removed earlier by death, resignation, or other occurrence, as provided in the bylaws.

ARTICLE VII – INITIAL DIRECTORS AND OFFICERS

The names and addresses of the persons who are to serve as the initial officers and directors of the Corporation, until additional or other officers and directors are selected and installed in accordance with the bylaws, are:

<u>NAME</u>	<u>OFFICER</u>	<u>ADDRESS</u>
William J. Montford III	Chief Executive Officer	208 S. Monroe Street Tallahassee, FL 32301
Paul D. Norris	President	Sumter County School District 2680 West CR 476 Bushnell, FL 33513
Corina Putt	Vice President	Miami-Dade Schools Police Office of the Chief 3300 NW 27 Avenue Miami, FL 33142
Michael Baumaister, Jr.	Secretary/Treasurer	Pasco County School District Office of Safety and Security 11815 Treebreeze Drive New Port Richey, FL 34654
Daniel Hahn	Region 1 Director	6544 Firehouse Road Milton, FL 32570
David Crawford	Region 2 Director	392 South Boulevard East Macclenny, FL 32063
Dennis McFatten	Region 3 Director	1614 East Fort King Street Ocala, FL 34471
Marc MacDonald	Region 4 Director	5775 Osceola Trail Naples, FL 34109
<u>NAME</u>	<u>DIRECTOR</u>	<u>ADDRESS</u>
James C. "Tim" Forson	Director	St. Johns County School District 40 Orange Street St. Augustine, FL 32084
Alton R. Hughes	Director	Walton County School District 145 Park Street, Suite 3 DeFuniak Springs, FL 32435
Diane S. Komegay	Director	Lake County School District 201 W. Burleigh Boulevard Tavares, FL 32778

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Dr. Jose L. Dotras	Director	Miami-Dade Cnty. School District 1450 N.E. 2nd Avenue, Suite 912 Miami, FL 33132
Richard A. Shlrley	Director	Sumter County School District 2680 WC 476 Bushnell, FL 33513
Kurt S. Browning	Director	Pasco County School District 7227 Land O'Lakes Boulevard Land O'Lakes, FL 34638
Kenneth C. Kenworthy	Director	Okeechobee Cnty. School District 700 S.W. 2nd Avenue Okeechobee, FL 3497

ARTICLE VIII – AMENDMENT TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended on recommendation of the chief executive officer and approval of two-thirds (2/3) of those present at any regular or special meeting of the Board of Directors, and ratification by a majority vote of members having voting rights, as provided in the bylaws. Notice of the substance and purpose of the proposed amendment must be given to the voting membership not less than thirty (30) days prior to the vote or meeting at which the vote is to be taken.

ARTICLE IX – INDEMNIFICATION

As authorized by applicable law, specifically including Section 617.0831, Florida Statutes, the Corporation shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the Corporation) by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation, against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, to the extent permitted by law. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director or officer of the Company for or with respect to any acts or omissions of such director or officer occurring prior to such amendment or repeal.

ARTICLE X – CONFLICT OF INTERESTS

In no way, directly or indirectly, incidentally or otherwise, shall any part of the earnings of the Corporation inure to the benefit of, or be distributed to, any director or officer of the Corporation or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation and to make payments for actual expenditures incurred and services rendered to or for the benefit of the Corporation and to make payments and distributions for the purposes set forth in Article II.

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ARTICLE XI – DISSOLUTION

In the event of the dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such entities as determined by the Board of Directors for the purposes set forth in Article II. In no event shall any such assets or property be distributed to any officer or director of the Corporation or to any private individual.

ARTICLE XII – REGISTERED AGENT

The name and street address of the registered agent is William J. Montford III, 208 S. Monroe Street, Tallahassee, Florida, 32301.

Having been named as registered agent to accept service of process for the Florida Association of School Safety Specialists, Inc. at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

William J. Montford
Signature of Registered Agent

May 5, 2023
Date

ARTICLE XIII – INCORPORATOR

The name and street address of the Incorporator Agent is Gigi Rollini, Esq., 106 College Ave, Ste. 700, Tallahassee, Florida, 32301.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation on this 5th day of May, 2023.

Gigi Rollini
Gigi Rollini, Esq.
106 E. College Ave, Ste. 700
Tallahassee, FL 32301

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