



Instructional Communications and Technology

Linda S. Patterson
Coordinator
145 Park Street, Suite 5
DeFuniak Springs, FL 32433

904-892-8321
FAX 904-892-8311
Suncom 676-8321
FIRM PATTERR1

N/950000000845

Department of State
Division of Corporation
606-27
Tallahassee, FL 32314
To Whom It May Concern

The Walton County Instructional Communications and Technology Foundation, Inc. is applying for a Certificate of Corporation. Enclosed are the following documents:

1. Certificate of Designation Registered Agent
2. Original of Articles of Incorporation
3. Copy of Articles of Incorporation
4. Signatures of Incorporators
5. Transmittal Letter
6. Check #43496 for \$122.50 (filing fee and certified copy)

Please send a certified copy.

Sincerely,

Linda S. Patterson

FILED
FEB 20 PM 3:30
TALLAHASSEE, FL
CORPORATION DIV.

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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 8327
Tallahassee, FL 32314

SUBJECT: Walton County Instructional Communications & Technology Foundation, Inc.
(Proposed corporate name - must include suffix)

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

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☒ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM:

Linda S. Patterson

Name (Printed or typed)

145 Park Street, Suite 5

Address

DeFuniak Springs, FL 32433

City, State & Zip

(904) 892-8321

Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF
WALTON COUNTY
INSTRUCTIONAL COMMUNICATIONS & TECHNOLOGY FOUNDATION, INC.
(Non-Profit Corporation)**

FILED
FEB 20 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

CORPORATE NAME

The name of this Corporation is WALTON COUNTY INSTRUCTIONAL COMMUNICATIONS AND TECHNOLOGY FOUNDATION, INC.

ARTICLE II

CORPORATE ADDRESS

The principal place of business and office of this Corporation will be 145 Park Street, Suite 5, DeFuniak Springs, Florida. 32433. This is also the mailing address of the corporation.

ARTICLE III

PURPOSES FOR WHICH CORPORATION IS ORGANIZED

This is a non-profit corporation, organized solely for educational purposes pursuant to the Florida corporations Not-For-Profit Law set forth in Section 617 of the Florida Statutes, and it will act as a direct support organization as set forth in Section 237.40 of the Florida Statutes.

The specific and primary purposes for which this corporation are formed:

A. The specific and exclusive purpose of this corporation is to operate as a direct-support organization created by the authority of Florida Statutes Section 237.40 to receive, hold, invest, and administer

property and to make expenditures to or for the benefit of public pre-kindergarten through 12th grade education and vocational education in Walton County, Florida.

B. To operate exclusively in any other manner for such educational purposes as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent Federal Tax Laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE IV

DURATION

The term of existence of the corporation is perpetual.

ARTICLE V

MANAGEMENT OF CORPORATE AFFAIRS

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three persons one of whom shall be the Vice Chairman of the School Board. Members of the Board of Directors shall be approved by the Walton County School Board as required by Statute 237.40. The number of directors of the Foundation shall be determined by the bylaws duly adopted.

The persons named herein as the initial Board of Directors have been approved by the Walton County School Board as required by Florida Statute 237.40 and shall hold office until their successors are elected as provided in the bylaws and they are approved by the Walton County School Board. The manner of election of the directors is set forth in the bylaws of the corporation.

The initial directors are to manage the affairs of this Corporation until the first annual meeting of the Board of Directors of the Corporation. The Vice Chairman of the Walton County School Board will act as a liaison between the Board of Directors and the Walton County School Board. The names and addresses of initial directors are as follows:

Chuck Lawson	State Farm Insurance P.O. Box 547, DeFuniak Springs, FL 32433
Mike Richards	Choctawahatchee Electric Cooperative, Inc. 700 West Baldwin, DeFuniak Springs, FL 32433
Jim Rester	Sandestin Beach Resort E Hwy 98, Destin, FL 32549
Doug Nolin	Vice Chairman of Walton County School Board Route 2, Box 253, Westville, FL 32464

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to actions so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE VI

EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, 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 hereof.

B. 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 any candidate for public office.

C. 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. 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 VII

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for education purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

MEMBERSHIP

This corporation shall not have members.

ARTICLE IX

INCORPORATOR

The name and address of the Incorporator of this corporation is as follows:

James King, 145 Park Street, Suite 3, DeFuniak Springs, FL 32433

ARTICLE X

AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not-For-Profit Law of the State of Florida, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth in the By-Laws.

ARTICLE XI

DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or any other private individual.

ARTICLE XII

REGISTERED AGENT AND ADDRESS

The address of the corporation's registered office shall be 145 Park Street, Suite 5, DeFuniak Springs, Florida 32433, and the name of its registered agent at said address shall be Linda S. Patterson.

ARTICLE XIII

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be adopted by a resolution of the Board of Directors in the manner set forth in the By-laws of this corporation.

The undersigned, being the Incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 25 day of January, 1994.

WITNESSES:

Loren E. McPhee

Sean H. Arent

James King

JAMES KING
Incorporator

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of Florida Statute 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 WALTON COUNTY INSTRUCTIONAL COMMUNICATIONS AND TECHNOLOGY FOUNDATION, INC.
2. The name of the registered agent is LINDA S. PATTERSON.
3. The address of the registered agent/registered office is 145 Park Street, Suite DeFuniak Springs, Florida 32433.

FILED
25 FEB 20 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE

I having been named as registered agent and designated to accept service of process for the above corporation, I hereby 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.

DATED this 25th day of January, 1995

Linda S. Patterson
LINDA S. PATTERSON
REGISTERED AGENT

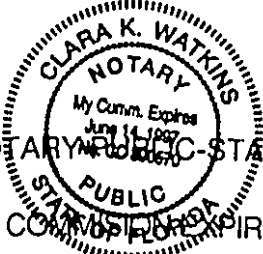
STATE OF FLORIDA
COUNTY OF WALTON

The foregoing instrument was acknowledged before me this 25th day of

Jan, 1995, by James King

who is personally known to me or who produced

Personally Known as identification.


NOTARY PUBLIC - STATE OF FLORIDA
MY COMMISSION EXPIRES:

June 14, 1997

The undersigned incorporator(s) has (have) executed these Articles of Incorporation
this 3 day of February, 1995.

Signature(s) of Incorporator(s):

Doug Nolin

Doug Nolin

Typed name of incorporator signing

Mike J. Richards

Mike Richards

Typed name of incorporator signing

Chuck Lawson

Chuck Lawson

Typed name of incorporator signing

NOTE: Affixing an officer title after a signature of an incorporator does not
constitute the designation of officers.

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA
STATUTES, 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: Walton County Instructional Communications
(must include suffix)

and Technology Foundation, Incorporated

2. The name and address of the registered agent and office is:

Linda S. Patterson

(Name)

145 Park Street Suite 5

(Street address - P. O. Box not acceptable)

DeFuniak Springs, FL 32433

(City/State/Zip)

*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 hereby 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 perfor-
mance of my duties, and I am familiar with and accept the obligations of my position
as registered agent.*

Linda S. Patterson

(Signature)

1/31/95

(Date)

FILED
FEB 20 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA