



UNIVERSITY OF  
FLORIDA

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Office of the General Counsel

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July 10, 1996

Via Federal Express

Florida Secretary of State  
Division of Corporations  
Post Office Box 6327  
409 East Gaines Street  
Tallahassee, Florida 32314

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-07/11/96--01048--011  
\*\*\*122.50 \*\*\*122.50

RE: Florida Fund for Minority Teachers, Inc.

Dear Sirs:

I have enclosed an original and a copy of the Articles of Incorporation of Florida Fund for Minority Teachers, Inc. along with Check No. 0983 in the amount of \$122.50 made payable to the Department of State.

Please file the original Articles of Incorporation and return a certified copy to me at the address shown above.

Thank you for your assistance. If you have any questions, please call me.

Sincerely,

*W. Scott Cole*

*for*

W. Scott Cole  
Associate General Counsel

Enclosure

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**ARTICLES OF INCORPORATION  
OF  
FLORIDA FUND FOR MINORITY TEACHERS, INC.**

The undersigned, acting as incorporator of FLORIDA FUND FOR MINORITY TEACHERS, INC. under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the Corporation is: Florida Fund For Minority Teachers, Inc.

**ARTICLE II. PRINCIPAL OFFICE**

The initial principal place of business and mailing address of the Corporation shall be 140 Norman Hall, University of Florida, Gainesville, Florida 32611.

**ARTICLE III. PURPOSES AND POWERS**

A. The Corporation is organized as a Corporation not for profit pursuant to, and shall possess all of the powers enumerated in, Chapter 617, Florida Statutes (1995), including subsequent amendments or restatements.

B. The purposes for which the Corporation is formed are all purposes permitted by Chapter 617, Florida Statutes (1995), including but not limited to the following purposes:

1. To provide scholarships to approved minority teacher education scholars who are admitted into one of Florida's public or private universities or community colleges and enroll in teacher education programs.
2. To assist Florida's higher education institutions in the recruitment and retention of minority teacher scholars.
3. To hold any property, or any undivided interest therein, without limitation as to amount or value, including but not limited to funds received from the state or federal government or other sources to fund minority scholarships. To dispose of any such property and invest, reinvest or deal with the principal or the income in such manner as, in the judgment of the Corporation's board of directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, the

Articles of Incorporation or Bylaws of the Corporation, or any applicable laws.

4. To transact any and all lawful business, subject to the limitations contained herein.

C. No part of the net earnings of the corporation shall inure to the benefit of any member, director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to the Corporation and reasonable amounts expended by reason of the Corporation's effecting one or more of its purposes), and no member, director or officer of the Corporation or any other private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 neither participate nor intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

D. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall carry on only activities permitted to be carried on by (i) an organization exempt under Section 501(c)(3) of the Internal Revenue Code and pertinent Treasury Regulations as they now exist or as they may be amended or (ii) any organization, contributions to which are deductible under Section 170(c)(2) of the Code and pertinent Treasury Regulations as they now exist or as they may be amended.

#### ARTICLE IV. MEMBERS

The members of the Corporation shall consist of the members of the Corporation's board of directors.

#### ARTICLE V. BOARD OF DIRECTORS

A. **Management of Corporate Affairs.** The Corporation shall be managed, its properties controlled and its affairs governed under the direction of its board of directors.

B. **Initial Board of Directors.** The Corporation shall have a minimum of 15 directors. The names, addresses and terms of the initial directors are:

<u>Name</u>	<u>Address</u>	<u>Term Expires</u>
Roderick J. McDavis	140 Norman Hall University of Florida Gainesville, FL 32611	
Deborah Austin	Tallahassee Community College 444 Appleyard Drive Tallahassee, FL 32304	06/30/98
Maria Bilbao	College of Education Florida International University University Park Miami, FL 33199	06/30/99
Sam Bolden	University of West Florida 11000 University Parkway Pensacola, FL 32514	06/30/98
Linda DeTure	Rollins College 1000 Holt Avenue Winter Park, FL 32789	06/30/99
Michael Elam	Florida CC at Jacksonville 501 West State Street Jacksonville, FL 32202	06/30/97
Lynn Fisher	Santa Fe Community College 3000 N.W. 83rd Street Gainesville, FL 32606	06/30/99
Melvyn Gadson	College of Education Florida A & M University 300 (A) Gore Education Building Tallahassee, FL 32307	06/30/98
Sue Kinzer	Teacher Education Alliance Florida Atlantic University /Broward Community College 2912 College Avenue, Room LA 446 Davie, FL 33314	06/30/97

Catherine Kirkpatrick	Valencia Community College Mail Code DTC 3, P. O. Box 3028 Orlando, FL 32802	06/30/97
Elaine Liftin	Barry University Powers 151 11300 N.E. 2nd Avenue Miami, FL 33161	06/30/99
Emma Rembert	Bethune-Cookman College 6401 Mary McLeon Bethune Blvd. Daytona Beach, FL 32115	06/30/98
Donald Stanier	Nova Southeastern University 3301 College Avenue Fort Lauderdale, FL 33314	06/30/98
Tom Vikery	Teacher Education Jacksonville University 2800 University Blvd. N. Jacksonville, FL 32211	06/30/97
Jane Young	College of Education EDU 208 University of South Florida 4202 East Fowler Avenue Tampa, FL 33620	06/30/97

**C. Appointment/Changing Number of Directors.** The appointment of Directors shall be as provided in the bylaws. At any time after the date when the Corporation's existence commences, and at least annually thereafter, as more specifically provided in the bylaws, the Corporation's members may increase the number of members of the board of directors to a maximum of 25 members.

**D. Vacancies.** A vacancy on the board of directors, for whatever reason, shall be filled as provided in the bylaws. Until a vacancy is filled, the remaining members of the affected category shall have the right to cast the vote of the directors whose absence from board membership created the vacancy.

#### ARTICLE VI. NAME AND ADDRESS OF INCORPORATORS

The name and address of the incorporator is:

Name

Address

Roderick J. McDavis

140 Norman Hall,  
University of Florida  
Gainesville, Florida 32611

#### ARTICLE VII. DIRECTOR LIABILITY

No director of the corporation shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty by such director as a director, except as expressly provided by the applicable provisions of the Florida Not For Profit Corporation Act. No amendment to or repeal of this Article VII shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. If the Florida Not For Profit Corporation Act is amended hereafter to further limit or eliminate the personal liability of directors, the liability of a director of the Corporation shall be limited or eliminated to the fullest extent permitted by the Florida Not For Profit Corporation Act, as amended.

#### ARTICLE VIII. INDEMNIFICATION

**A. Right to Indemnification.** The Corporation shall indemnify each officer and director of the Corporation, and may indemnify any other person, to the maximum extent permitted by the Florida Not For Profit Corporation Act and other applicable laws.

**B. Non-Exclusivity of Rights.** The rights conferred by this Article VIII shall not be exclusive of any other right (including, without limitation, any right relating to indemnification or advancement of expenses) that any director, officer, representative, employee or other agent may have or hereafter acquire under the Florida Not For Profit Corporation Act, any other statute or agreement, pursuant to a vote of disinterested directors, or otherwise.

**C. Effect of Repeal or Modification.** No repeal or modification of this Article VIII shall limit the rights of any director to indemnification with respect to any action or omission occurring prior to such repeal or modification.


#### ARTICLE IX. DISSOLUTION

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after the payments of the Corporation's lawful debts shall be distributed to a Florida Corporation not for profit, qualified under the provisions of Section 501(c)(3) of the Code and pertinent Treasury regulations as they now exist or as they may be amended as directed by the last remaining Board of Directors.

**ARTICLE X. AMENDMENT OF ARTICLES OF INCORPORATION**

The Corporation reserves the right to amend, alter, change or repeal any provisions in the Articles of Incorporation by a two-thirds vote of the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this \_\_\_\_\_ day of July, 1996.

  
Roderick J. McDavis  
Incorporator

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

Pursuant to the provisions of Section 617, Florida Statutes, Florida Fund For Minority Teachers, Inc., 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 Florida Fund For Minority Teachers, inc.
2. The name and address of the registered agent and office are Debra Langlois, 100 Norman Hall, University of Florida, Gainesville, Florida 32611.

  
Roderick J. McDavis  
Incorporator

Date: 7-10-96

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, Debra Langlois hereby accepts the appointment as registered agent and agrees to act in this capacity. Debra Langlois further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and Debra Langlois is familiar with and accepts the obligations of her position as registered agent.

*Debra Langlois*  
Debra Langlois

Date: 7/10/96