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Dana Burns GAVE

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02/15/11--01020--004 **78.75

FILED
11 MAR -4 PM 2:43

Ps 3/10/11
with 9726

COVER LETTER

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

SUBJECT: Liberty County Education 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 of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Dana Burns
Name (Printed or typed)

P.O. Box 429
Address

Bristol, FL 32321
City, State & Zip

850-643-2275
Daytime Telephone number

dana.burns@lcsbonline.org
E-mail address: (to be used for future annual report notification)

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 17, 2011

DANA BURNS
P O BOX 429
BRISTOL, FL 32321

RECEIVED MAR - 4 2011

SUBJECT: LIBERTY COUNTY EDUCATION FOUNDATION, INC.
Ref. Number: W11000009726

We have received your document for LIBERTY COUNTY EDUCATION FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

Florida law requires any business entity serving in the capacity of a registered agent to have an active registration or filing on our records.

The registered agent must sign accepting the designation.

If you have any further questions concerning your document, please call (850) 245-6901.

Pamela Smith
Regulatory Specialist II
New Filing Section

Letter Number: 011A00004159

ARTICLES OF INCORPORATION

OF

LIBERTY COUNTY EDUCATION FOUNDATION, INC.
(A Non-Profit Organization)

Adopted: February 11, 2011

We, whose names are signed hereto, do hereby associate ourselves together for the purpose of forming a body corporate, not for profit, under the laws of the State of Florida, and under the following proposed charter:

ARTICLE I

NAME

The name of this corporation shall be LIBERTY COUNTY EDUCATION FOUNDATION, INC., and its principal place of business shall be in the City of Bristol, Liberty County, Florida, 12926 NW CR 12, Bristol, Florida 32321.

ARTICLE II

PURPOSE

The purposes for which this Foundation is formed are:

1. To foster interest in Liberty County School District, hereinafter referred to as ("LCSD"); to provide leadership in the promotion of its educational services; to promote its welfare; to assist in it fulfilling its objectives; to sponsor and support the arts and athletics; to implement the total program of activities of the LCSD in appropriate ways; and, to otherwise assist, aid, and advance the activities and services of LCSD as it serves the citizens of Florida.
2. To enter into, make, and perform contracts and agreements; to purchase or otherwise acquire, hold, lease, encumber, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of any real, personal, or tangible personal property in the same manner and to the same extent as a natural person might do.
3. To encourage, solicit, administer and accept gifts of both real and personal property or money for educational and charitable purposes, all for the advancement of LCSD; to sue and defend, to lend and borrow money, giving promissory notes or bonds where necessary; and to secure payment thereof by mortgage or deed of trust or to lend money upon or without security.
4. To receive bequests and devises by will absolutely or in trust to the same extent as a natural person.
5. To make gifts in the form of scholarship to aid students and to make gifts and grants to LCSD and any of its staff, instructors or departments for the purpose outlined herein.
6. To carry on or engage in any activity of any nature whatsoever source obtained, either the principal or income therefrom, either immediately or in the future, for the furtherance of the Foundation's purposes.
7. To use assets and earnings of the Foundation exclusively for the purposes hereinabove set out, including the payment of expenses incident hereto, and to use no part of the net earnings to the benefit of any private member or individual. No substantial part of its activities shall be for the

carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

8. Notwithstanding any other provisions of the Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) 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) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE III MEMBERSHIP

Membership in this organization shall be open to all those persons, firms, organizations, or corporations interested in the purposes and objectives of the Foundation and the advancement of the Liberty County School District.

Any member of the Board of Directors may propose membership for any prospective member who expresses an interest in the purposes and objectives of the Foundation and the advancement of the Liberty County School District. The affirmative vote of a majority of the quorum present at any regular or special meeting of the Board of Directors shall be sufficient to admit such member.

ARTICLE IV TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V DIRECTORS, EXECUTIVE COMMITTEE AND OFFICERS

SECTION 1. Board of Directors.

The affairs of the Corporation and all its property shall be managed by a Board of Directors who shall number not more than twenty-five (25) as may be fixed from time to time in the By-Laws.

The Board shall be constituted as follows:

- (a) One seat shall be occupied by the Superintendent of Schools.
- (b) One seat shall be occupied by a member of the Liberty County School Board.
- (c) One seat shall be occupied by Secretary and Treasurer. This position shall be appointed by the Liberty County School District.
- (d) Two seats shall be occupied by business and/or professional persons residing within the county. One from the East side of the county and one from the West side of the county. Terms of these members shall not exceed three (3) years without re-election by majority vote of the Board of Directors.
- (e) The remaining seats shall be occupied by outstanding business and professional persons who have genuine interest in the Liberty County School District. Terms of these members shall be for three (3) years and the terms shall not exceed three (3) years without re-election by majority vote of the Board of Directors. The terms shall be staggered so that approximately one-third of such terms shall expire each year.

Vacancies occurring during a term shall be filled for the unexpired portion thereof by the manner herein provided.

(f) Directors who serve by virtue of their position are as follows:

- (1) The Superintendent of Schools.
- (2) The representative of the Liberty County School Board.
- (3) The Secretary and Treasurer of the Liberty County Education Foundation, Inc.

Other Directors shall be elected by the Board of Directors upon recommendation by the Liberty County Education Foundation Executive Committee.

SECTION 2. Executive Committee.

The By-Laws may provide for the appointment of an Executive Committee of not less than five (5) members of the Board of Directors, and may authorize such committee to exercise all or part of the powers and authority of the board of Directors. The Executive Committee shall consist of two (2) Directors who serve by virtue of their positions as listed herein and the duly elected President and Vice-President of the Foundation. The Foundation Secretary and Treasurer shall be non-voting members of the Executive Committee. Other members shall be elected by the Board of Directors as stated in the By-Laws.

SECTION 3. Officers.

The officers of the Corporation shall be a President, Vice-President, Executive Director, Secretary, and Treasurer. The President and Vice-President shall be elected by the Board of Directors at any annual meeting and the officers so elected shall hold office until the next annual meeting following their election and thereafter until their successors are duly elected and qualified. The offices of President and Vice-President shall be filled from the membership of the Board of Directors and **the office of Secretary and Treasurer shall be appointed by Liberty County School District. The office of Secretary and Treasurer may be held by one and the same person as designated by Liberty County School District.**

SECTION 4. Seal.

The seal of the Corporation shall be inscribed with the following words: "LIBERTY COUNTY EDUCATION FOUNDATION, INC.," and the seal shall include the figures "2011."

SECTION 5. Meetings.

The meetings of said Board of Directors shall be at such time as shall be set forth in the By-Laws.

ARTICLE IV INITIAL OFFICERS

The names of the officers who are to manage the affairs of the corporation until the first election are:

President
Steven A. Cutshaw

Vice-President
Joseph Shuler

Secretary
Becky Brown

Treasurer
Becky Brown

ARTICLE VII
BY-LAWS

The Foundation shall have By-Laws consistent with these Articles of Incorporation. The By-Laws of the Foundation are to be made, amended, or rescinded by the Board of Directors as set forth in the By-Laws.

ARTICLE VIII
INDEBTEDNESS

The highest amount of indebtedness for which this corporation may bind itself is \$1,000.00.

ARTICLE IX
INITIAL BOARD OF DIRECTORS

The first five (5) individuals listed shall serve as Directors so long as they hold the offices set forth in ARTICLE V, Section 1(a) through (3).

The remaining individuals listed below shall serve on (1), (2), or (3) year terms as designated below.

Three (3) Year Terms:

Steven A. Cutshaw
Joseph Shuler
Becky Brown

Two (2) Year Terms:

One (1) Year Terms:

ARTICLE X
INCOPORATORS AND SUBSCRIBERS

The names and residences of the incorporators and subscribers are as follows:

Steven A. Cutshaw
10782 NW Michaux Road
Bristol, FL 32321

Becky Brown
18721 NE Old Blue Creek Road
Hosford, FL 32334

Joseph Shuler
18420 CR 67-A
Hosford, FL 32334

ARTICLE XI
LOCATION OF REGISTERED OFFICE;
IDENTIFICATION OF REGISTERED AGENT

- (A) The address of the corporation's initial registered office in the State of Florida is 10782 NW Michaux Road, Bristol, FL 32321.
- (B) The name of this corporation's initial registered agent at the above address is Steven A. Cutshaw.

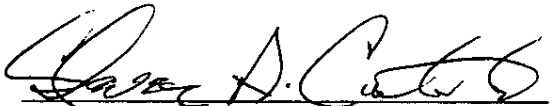
ARTICLE XII
AMENDMENT TO ARTICLES OF INCORPORATION

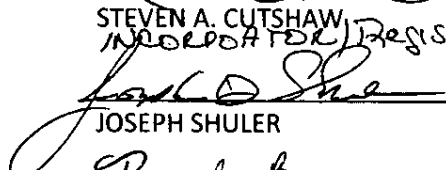
Amendments to the Articles of Incorporation of the Foundation shall be adopted by two-thirds (2/3) vote of the Board of Directors and shall become effective upon filing with the Secretary of State, State of Florida.

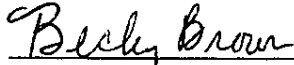
ARTICLE XIII
DISSOLUTION

In the event of dissolution of this Foundation, all the remaining assets of the Foundation shall be disbursed only to the Liberty County School District for educational, and charitable purposes related to Liberty County Schools.

IN WITNESS WHEREOF, we have hereunto set our hands and seals as subscribers and incorporators as of this 3rd day of March, 2011.


STEVEN A. CUTSHAW
INCORPORATOR Registered Agent


JOSEPH SHULER

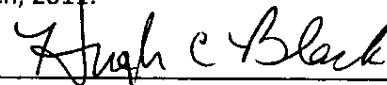

BECKY BROWN

MAR - 4 PM 2:44
FILED

State of Florida
County of Liberty:

Before me, the undersigned authority, personally appeared Steven A. Cutshaw, Joseph Shuler and Becky Brown the individuals whose signatures appear on the foregoing instrument, and they severally acknowledged before me that they executed the foregoing instrument for the use and purposes they expressed.

Witness my Hand and Official Seal this 3rd day of March, 2011.


Notary Public

