

717600

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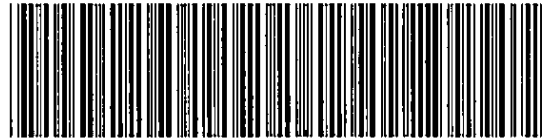
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FEB 17 2020

S. YOUNG

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Florida School Board Attorneys Association, Inc.

DOCUMENT NUMBER: 717600

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Karen M. Chastain, Esquire

(Name of Contact Person)

Office of General Counsel, c/o Duval County School Board

(Firm/ Company)

1701 Prudential Drive, Room 340

(Address)

Jacksonville, FL 32207

(City/ State and Zip Code)

chastaink@duvalschools.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Karen M. Chastain

904

390-2032

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|---|--|---|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

**RESOLUTION AMENDING AND RESTATING THE ARTICLES OF INCORPORATION
OF THE FLORIDA SCHOOL BOARD ATTORNEYS ASSOCIATION**

WHEREAS, it is necessary and desirable that the Articles of Incorporation be amended and restated; and

WHEREAS, notice of the Amended and Restated Articles of Incorporation have been submitted to each member of the Association; and

WHEREAS, the Amended and Restated Articles of Incorporation were considered at the annual meeting of the Association held on November 2, 2019, and approved by a vote of at least two-thirds of the members of the Association entitled to vote at that meeting;

NOW, THEREFORE, BE IT RESOLVED that the Amended and Restated Articles of Incorporation of the Florida School Board Attorneys Association, Inc., be and the same are hereby amended, altered and changed and in accordance with the attached document which is made part of this Resolution by reference and which document shall be substituted for the present and existing Articles of Incorporation as adopted in 1969 and amended in 1983.

DONE this 2nd day of November, 2019.

FLORIDA SCHOOL BOARD ATTORNEYS ASSOCIATION, INC.

By: Mindy McNichols
Mindy McNichols, Esq., President

Attest:

Karen M. Chastain
Karen Chastain, Esq., Secretary

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE FLORIDA SCHOOL BOARD ATTORNEYS ASSOCIATION, INC.

A Florida Corporation Not for Profit

Pursuant to the provisions of Section 617.1002 and 617.1007 of the Florida Not for Profit Corporation Act and pursuant to a resolution duly adopted by its Members on November 2, 2019, The Florida School Board Attorneys Association, Inc. hereby adopts these Amended and Restated Articles of Incorporation which shall supercede and replace the Articles of Incorporation of 1969 and as amended in 1983.

ARTICLE I – NAME

The name of the Corporation shall be **THE FLORIDA SCHOOL BOARD ATTORNEYS ASSOCIATION, INC.** (Corporation).

ARTICLE II – DURATION

The Corporation shall have perpetual existence unless dissolved sooner by the laws of the State of Florida.

ARTICLE III – PURPOSE AND POWERS

Section 1. **Purposes and Powers.**

A. The Corporation is organized as a corporation not for profit under Chapter 617, F.S., and shall be operated at all times exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulation as they now exist or as they may hereafter be amended, or a corresponding section of any

future federal tax code (Code). The Corporation shall possess all of powers and authority as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida.

B. The purpose of this Corporation shall be the improvement of school law administration in Florida by the perpetuation of this Corporation as a self-autonomous body without any affiliations with other associations, groups, or organization; the study and discussion of the legal problems of public district schools in Florida, the examination and determination of potential solutions thereto; the operation of an information service through which district school board attorneys may obtain information which would enable them to better perform their functions; the discussion of legal problems relating to public district schools in Florida; the sponsorship and presentation of meetings during which legal questions relating to public district schools in Florida shall be discussed; the continual study of legislation, court decisions and administrative rulings pertaining to public district schools and the publication of the results of the studies for the use of district school board attorneys.

Section 2. Limitations on Purposes and Powers.

A. All the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. 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, and no member, director, or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

B. No substantial part of the activities of the Corporation shall be the carrying on of a program of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

C. The Corporation shall have sole responsibility for the acts, debts, liabilities, and obligations of the Corporation.

D. The Corporation does not have the power to issue stock or pay dividends, and the private property of the members, directors, and officers shall not be liable for the debts of the Corporation.

ARTICLE IV – MEMBERS

The qualifications of Members and the manner of their admission shall be as regulated by the Bylaws.

ARTICLE V – BOARD OF DIRECTORS

A. The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors, the number of which may be either increased or decreased from time to time as regulated by the Bylaws but shall consist of not fewer than five (5), with one of the Board of Directors being the immediate Past-President. Members of the Board shall hold office for such terms as provided in the Bylaws of the Corporation and until their successors have been elected and qualified or until their earlier resignation, removal from office, inability to act, or death. The manner and method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation. The members of the Board shall serve in such capacity without compensation. Where not inconsistent with Chapter 617, F.S., and the express provisions of these Articles of Incorporation, the Board of Directors shall have all the rights, powers, and privileges prescribed by law of directors of corporations for profit.

ARTICLE VI – OFFICERS

The officers of the Corporation shall consist of a President, Vice-President, Secretary and Treasurer. The time and manner of election or appointment, duties, term of office and manner of removal of officers shall be set forth in the Bylaws. The officers of

the Corporation shall serve in such capacity without compensation.

ARTICLE VII – AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended by an affirmative vote of two-thirds (2/3) of the members of the Corporation present and voting at any duly held regular or special meeting of the Corporation. The proposed amendments must be submitted to the President at least thirty (30) days before the meeting at which they are proposed to be voted on and the President shall then forward them to the membership at least ten (10) days prior to the regular or special meeting at which they are proposed to be voted on by the membership.

ARTICLE VIII – DISSOLUTION

Upon the 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 of 1986, as may be amended, or shall be distributed to a State or Federal government for a public purpose. None of the assets shall be distributed to any officer, director, or member of the Corporation, or any other person or organization not described in the preceding sentence.

ARTICLE IX – MEETINGS

The Corporation shall hold meetings in accordance with its Bylaws.