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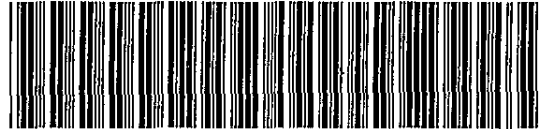
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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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Thornton & Torrence, P. A.
Attorneys at Law

RONALD G. THORNTON *
ALFRED W. TORRENCE, JR. *
*ACCREDITED ESTATE PLANNER
BY NATIONAL ASSOCIATION OF ESTATE PLANNERS

6645 RIDGE ROAD
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April 1, 2005

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

Re: Early Learning Coalition of Pasco and Hernando Counties, Inc.

Dear Sir:

Enclosed please find the original and a copy of the documents for Pasco School Readiness Coalition, Inc. and Hernando County School Readiness Coalition, Inc. to merge and become Early Learning Coalition of Pasco and Hernando Counties, Inc. Also enclosed is a check in the amount of \$78.75 for \$35.00 for each corporation, plus the \$8.75 required to receive a certified copy.

I would ask that you please file these documents and return a certified copy to me. If you have any questions, or need anything further, please feel free to call my office.

Sincerely,

THORNTON AND TORRENCE, P.A.



Alfred W. Torrence, Jr.

AWT:bar
Encl.

2005 APR -5 AM 8:05

ARTICLES OF MERGER

(Not for Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Pasco School Readiness Coalition, Inc.</u>	<u>FL</u>	<u>N00000001953</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Hernando County School Readiness Coalition, Inc.	FL	N00000005488

Third: The Plan of Merger is attached. The plan of merger includes amended and restated Articles of Incorporation including an amended name for the surviving corporation to be known as Early Learning Coalition of Pasco and Hernando Counties, Inc.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR xxx-xx-xx 2005 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future).

(Attach additional sheets if necessary)

Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the surviving corporation on _____.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
_____ FOR _____ AGAINST

SECTION II

(CHECK IF APPLICABLE) ☐ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III PASCO COUNTY

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on 2/3/2005. The number of directors in office was 11. The vote for the plan was as follows: 8 FOR 0 AGAINST (2 absent and chair did not vote)

Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(S)
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the merging corporation(s) on _____.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: _____ FOR _____ AGAINST

SECTION II

(CHECK IF APPLICABLE) ☐ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III HERNANDO COUNTY

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on 2/9/2005. The number of directors in office was 16. The vote for the plan was as follows: 15 FOR 0 AGAINST (Chair did not vote)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

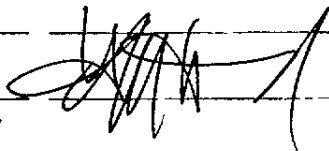
Typed or Printed Name of Individual & Title

Pasco School Readiness
Coalition, Inc.



David G. Marshall, Chair

Hernando County School
Readiness Coalition, Inc.



Lisa Hammond, Chair

**Merger Plan Agreement
between the
Pasco Early Learning Coalition, Inc.
and the
Hernando County Early Learning Coalition, Inc.**

This document outlines the "Merger Plan Agreement" between the Pasco Early Learning Coalition, Inc. (aka Pasco School Readiness Coalition, Inc.) and the Hernando County Early Learning Coalition, Inc. (aka Hernando County School Readiness Coalition, Inc.). A "Notice of Intent to Merge," dated December 13, 2004, has been filed with the Florida Partnership for School Readiness (see Attachment for copy of letter), as required. The two Coalitions agree to form the multi-county Coalition with mutual respect for each other and commitment to the mission of each Coalition.

1. Name of the multi-county Coalition

The name of the multi-county Coalition is the Early Learning Coalition of Pasco and Hernando Counties, Inc. The FEID to be used for the multi-county Coalition will be 59-3639528.

2. Mission Statement

The new mission statement of the Coalition will be determined during the strategic planning process. The current mission statements of each county are:

Pasco Mission:

To engage the family and community as partners in providing safe, nurturing and enhanced learning opportunities for children leading to success in school.

Hernando Mission:

The Hernando County School Readiness Coalition shall improve and enhance educational and support services for pre-schoolers by fostering coordination among existing partners; heightening the awareness of the community-at-large of the needs and potentials of this age group; increasing the resources available to serve the children; and encouraging continuing education for the staff and volunteers of the providers.

3. Vision Statement

The new vision statement of the Coalition will be determined during the

strategic planning process. The current vision statements of each county are:

Pasco Vision:

Safe, affordable, high quality early education and child care services available to all children allowing families to be economically self-sufficient and children to enter school ready to learn while enabling school readiness providers to be fully licensed, highly trained and family friendly, and to pay their staff a living wage.

Hernando Vision:

Hernando County's children shall enter school having had access to an adequately funded, community supported comprehensive pre-school system, consisting of high quality, child focused, developmentally and age appropriate education, cultural and play programs with a continuum of support services.

3. Geographic Location

The geographic location for the Coalition will contain all of Pasco and Hernando counties.

4. Projected minimum number of children to be served

For Fiscal Year 05-06, the budgeted direct child care allocation must not be less than what was expended in FY 04-05 for direct child care per county. Each county will have the authority to decide the percentage of the budget to be spent on direct child care, but not less than what was expended in the previous year. The projected number of children to be served will be calculated by the Office of Early Learning's formula as provided in the Grant Award to the Coalition.

5. Federal, state or local laws or regulations

The Coalition will continue to comply with all applicable current federal, state and local laws and regulations.

6. Board membership structure

The multi-county Coalition membership will be comprised of approximately 50-50 representation from each county for the appointed positions and rotated membership for the five designated positions. Pasco County shall be allowed two more Board appointed members than Hernando County; however, when possible, such members shall have a home and/or employment relationship in both counties.

7. Multi-County Coalition Plan and Operational Delivery System

By March 1, 2005, the Boards of the Pasco and Hernando Coalitions will determine, through approval of the initial multi-county's Articles of Incorporation and this merger plan, the Board membership and structure.

By April 1, 2005, the Board and/or staff of the new Coalition will develop and/or complete the following:

- ◆ Agency mission and vision.
- ◆ Administrative structure and organizational chart.
- ◆ Changes to workman's compensation and other insurance policies.
- ◆ Requirements of any corporate status change.
- ◆ Update CFO and SPURS databases regarding where payments will be received (if necessary).
- ◆ Property inventory and asset transfer from the Hernando Coalition to the multi-county Coalition
- ◆ Plan for continuation, transfer or termination of contracts.

By June 30, 2005, the staff of the new multi-county Coalition will submit the following documents or evidence of the following activities to the Agency for Workforce Innovation.

- ◆ Multi-county Coalition Plan .
- ◆ Multi-county Cost Allocation Plan.
- ◆ Confirmation of how reporting requirements will be met by the multi-county Coalition (combining databases, if necessary).
- ◆ Report to the Office of the Inspector General (OIG) and the Office of Early Learning (OEL) on contracting for final audits of the Hernando Coalition.

Until receipt of the final approval, each Coalition's current plan will be in effect.

8. Corporate Structure

By April 1, 2005, the Pasco School Readiness Coalition's Articles of Incorporation will be amended to show the joining of Pasco and Hernando into one multi-county Coalition. Accordingly, the Pasco Coalition's FEID number (59-3639528) will be utilized for the multi-county Coalition.

9. Merger Termination

Corporate re-organization may be achieved in the event of a Merger termination by creating a six month timeline, with a written letter of termination that will highlight the responsibilities of each county.

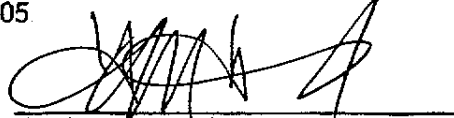
10. Cost Allocation

The multi-county Coalition's funding, with specific programmatic expenditures determined by each Coalition, will be combined into one budget by July 1, 2005 with expenses allocated to specific line items. The new cost allocation plan will be submitted to the Agency for Workforce Innovation no later than June 30, 2005. Until receipt of the final approval, each Coalition's current plan will be in effect.

It is the intent of the Pasco Early Learning Coalition, Inc. (aka Pasco School Readiness Coalition, Inc.) and the Hernando Early Learning Coalition, Inc. (aka Hernando County School Readiness Coalition, Inc.) to be joined into a multi-county coalition no later than April 1, 2005.



Dave Marshall, Chair
Pasco School Readiness Coalition, Inc.



Lisa Hammond, Chair
Hernando County School Readiness Coalition, Inc.

**RESTATED AND AMENDED ARTICLES OF INCORPORATION
of the
EARLY LEARNING COALITION of PASCO and HERNANDO
COUNTIES, INC.**

Pursuant to the provisions of the Florida Corporation Act, the undersigned Corporation, pursuant to a resolution duly adopted by its Board of Directors, hereby amends and restates its Articles of Incorporation and further restates the same as follows:

ARTICLE 1: CORPORATE NAME AND ADDRESS

The name and address of the Corporation shall be changed from the Pasco School Readiness Coalition, Inc. to the Early Learning Coalition of Pasco and Hernando Counties, Inc. (dba the Pasco-Hernando Coalition, dba the Pasco-Hernando Early Learning Coalition, dba the Early Learning Coalition of Pasco-Hernando) (referred to as the "Coalition") at 7147 Congress Street, New Port Richey, Florida 34653.

ARTICLE 2: CORPORATE PURPOSE

The Coalition is organized exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. More specifically, the Coalition shall administer the school readiness and voluntary pre-kindergarten programs for Pasco County and Hernando County, Florida as established by Florida Statute 411.01 and Part V, Chapter 1002, F.S. The program must prepare preschool children to enter kindergarten ready to learn as measured by criteria established by the Department of Education and provide extended-day and extended-year child care services to the maximum extent possible for the needs of parents who work. The Coalition may serve as its own central child care agency, directly providing or procuring direct enhancement services and system support services, to include resource and referral, training of providers, parent support and involvement, eligibility determinations and child care payments. The Coalition shall serve as its own fiscal agent.

ARTICLE 3: RESTRICTIONS ON CORPORATE POWERS

The Coalition shall possess all powers granted corporations not for profit under the laws of the State of Florida and shall be subject to all restrictions imposed upon such corporations. In addition thereto, the following restrictions shall apply:

- 3.1 No part of the net earnings of the Coalition shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons except that the Coalition shall be authorized and empowered to pay reasonable compensation for services rendered and to make expenditures in furtherance of the purposes set forth in Article 2 hereof.

3.2 Activities. No substantial part of the activities of the Coalition shall be carrying on of propaganda or otherwise attempting to influence legislation and the Coalition's shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

3.3 Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations or the corresponding provision of any future United States Internal Revenue law, or by an organization, contributions of which are deductible under Section 170(c)(2) of such Code and regulations, or by a corporation organized under Florida Statute Chapter 617.

ARTICLE 4: DURATION OF CORPORATE EXISTENCE

The corporation shall have perpetual existence, unless terminated by due process of law.

ARTICLE 5: DISPOSITION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Coalition, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to a state or local government, for a public purpose. 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 Coalition is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 6: MEMBERS

The Coalition shall have no voting members within the meaning of Florida Statute 617.0601. Whenever "member" is used in relation to this corporation, it shall refer to the members of the Board of Directors who shall also be referred to as Board members or Coalition members.

ARTICLE 7: REGISTERED AGENT

The registered agent of the surviving entity in the merger, Alfred W. Torrence, Jr. shall continue to act as the registered agent of the merged entity at 6645 Ridge Road, Port Richey, FL 34668.

ARTICLE 8: OFFICERS

- 8.1 Defined. The affairs of the Coalition shall be managed by a chair, a vice chair and a secretary/treasurer who shall perform the usual functions of said offices together with such additional officers as may be from time to time constituted and appointed by the Board of Directors or as may be provided in the bylaws.
- 8.2 Election. Officers of the Coalition shall be appointed or elected in the manner provided for in the bylaws. All officers shall continue to serve until the election of their successors or their resignation, whichever comes first.

ARTICLE 9: BOARD OF DIRECTORS

The Coalition shall be governed by a Board of Directors of at least 18 members but not more than 35 members (according to standards forthcoming established by the Agency for Workforce Innovation). The Board membership must include the designees described in Florida Statute 411.01. The Governor of the State of Florida shall appoint the chair and two other members of the Board. These members must each meet the same qualifications as private-sector business members appointed by the Coalition as specified by statute. More than one-third of the Coalition membership will be from the private sector in compliance with statutory reference. Each member shall be elected in the manner provided for in the bylaws consistent with the statutory enabling requirements of Florida Statute 411.01. The initial Board shall be as follows:

Designated members:

1. President of the Pasco-Hernando Community College or designee – Irvin Homer (Hernando designee)
2. Regional Workforce Board Executive Director or designee – Blake Harding
3. A Department of Children and Families Administrator or designee – Ben Shirley – Pasco designee (alternates by county every 3 years)
4. A District Superintendent of schools or designee (shall be a non-voting member) – Sonya Jackson – Hernando designee (alternates by county every 3 years)
5. A County Health Department Director or designee – Dr. Marc Yacht – Pasco (alternates by county every 3 years)
6. A Board of County Commissioner's Appointee – Jean Rags – Hernando (alternates by county every 3 years)
7. A Central Agency Administrator (where applicable) (shall be a non-voting member) – George Magrill – (Pasco) (alternates by Central Agency every 3 years if applicable)
8. A Head Start Director (shall be a non-voting member) – Maria Crosby – Pasco (alternates by county every 3 years)
9. A Representative of Private Child Care Providers (including family child care homes) (shall be a non-voting member) – Denise Gill – Hernando (alternates by county every 3 years)

10. A Representative of Faith-Based Child Care Providers (shall be a non-voting member) – Marie (Toni) Watkins – Pasco (alternates by county every 3 years)
11. A Representative of programs for children with disabilities under the federal Individuals with Disabilities Education Act (shall be a non-voting member) – Evan Cadmus – Pasco (alternates by county every three years)

Designated members 10 and 11 above may be removed and elected by vote of a majority of the voting members at a meeting at which a quorum is present.

Appointed Members:

1. Chair – Appointed by the Governor
2. Appointment by the Governor
3. Appointment by the Governor
4. David Gonzalez – Extra Pasco Private Sector Representative
5. Ken Littlefield – Extra Pasco Private Sector Representative
6. Dave Marshall – Pasco
7. Lisa Hammond – Hernando
8. James Cook – Pasco
9. John C. Druzbeck – Hernando

Appointed members must either be appointed by the Governor or chosen from a list or lists of nominees presented to the coalition, from time to time at the coalition's request, by any chamber of commerce or economic development council within Pasco County, Florida. The choice and election of members from such lists shall be upon recommendation of the Nominating Committee of the Board and by vote of a majority of the voting members at a meeting at which a quorum is present.

In the event that one or more of the Appointed Members from Pasco are chosen to fill Governor-appointed positions, the first or both of the following alternate members may be appointed to the vacated Coalition-appointed positions:

1. Cecilia Looney
2. David Meglay

In the event that one or more of the Appointed Members from Hernando are chosen to fill Governor-appointed positions, the first, first and second, or all three of the following alternate members may be appointed to the vacated Coalition-appointed positions:

1. William Greene
2. Nicole Miller
3. Kathleen Richardson

At-Large Members:

If allowed by statute, the coalition may have voting or non-voting members who are designated as at-large members if the number of public sector members allows for additional members (i.e. more than one-third of the coalition directors must at all times

be from the private sector). At-large members may be employed in, or retired from, the non-profit sector, the public sector or the educational sector. The choice and election of at-large members shall be upon the recommendation of the Nominating Committee of the Board and by vote of a majority of the voting members at a meeting at which a quorum is present.

In the event that one or more at-large members from Pasco are allowed onto the Board, the first or both of the following alternate members shall be appointed:

1. John Tschirhart – Healthy Start of Pasco
2. Sister Roberta Bailey – Saint Anthony Catholic School

In the event that one or more at-large members from Hernando are allowed onto the Board, the first or both of the following alternate members shall be appointed:

1. Valerie Hunt – United Way of Hernando
2. Barbara Renczkowski – PTA

ARTICLE 10: ACCEPTANCE OF GIFTS, DEVISES AND BEQUESTS; APPLICATION THEREOF

The officers or Directors of the Coalition may accept, on its behalf, any designated contribution, gift or devise consistent with the general purposes of the Coalition. Where consistent with the needs of the Coalition, designated contributions by donors will be accepted and designations honored as to special funds, purposes or uses. The Coalition at all times reserves all rights over, interest in and control of such contributions with full discretion as to the ultimate expenditure or distribution of the contribution in satisfaction of any specified fund, purpose or use. The Coalition shall, at all times, have full control over all donated funds and discretion as to their use so as to ensure that all contributions will be used to carry out its purposes as set out in Article 2. In the event the Coalition shall be beneficiary of any gift, devise or bequest, subject to conditions subsequent with respect to the administration or alienation of said property, the Coalition shall, at all times, act in a manner consistent with such conditions and the purposes to be served by such conditions.

ARTICLE 11: ADOPTION AND AMENDMENT OF BYLAWS

The bylaws of the Coalition shall be as adopted by the first Board of Directors. The bylaws may thereafter be amended by a majority vote of the voting members of the Board of Directors at any regular or special meeting thereof provided that notice of such meeting containing the text of the proposed bylaw amendment is furnished to each Director at least five days prior to such meeting.

ARTICLE 12: DEFENSE AND INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Coalition shall defend, indemnify and hold harmless, every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this Coalition, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct. The foregoing rights shall be exclusive of other rights to which he or she may be entitled.

ARTICLE 13: AMENDMENT OF ARTICLES OF INCORPORATION

Amendments to the Articles of Incorporation shall be adopted by a two-thirds vote of all voting members of the Board of Directors at any regular or special meeting at which a quorum is present, provided that written notice of such meeting containing the text of the proposed amendments is furnished each member not less than ten days prior to such meeting.

The foregoing restated Articles of Incorporation restate, integrate and amend in accordance with the provisions of the Corporation's Articles of Incorporation as theretofore amended, and with the exception of new amendments included herein and omitted matters of historical significance only, there is no discrepancy between these provisions and the provisions of the restated Articles of Incorporation.

DATED this 31st day of March, 2005.


James R. Garrett, Executive Director