

NO0000003097

Law Office

A. VAN CATTERTON, JR., P.A.

1990 WEST NEW HAVEN AVENUE, SUITE 104  
POST OFFICE BOX 1598  
MELBOURNE, FLORIDA 32902-1598

TELEPHONE (321) 722-3366  
FAX (321) 722-0330  
WWW.AVC-LAW.COM

May 3, 2000

Florida Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

400003242314--3  
-05/08/00--01068--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Articles of Incorporation/  
Brevard School Readiness Coalition, Inc.  
File No. B24-101

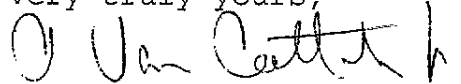
Dear Folks:

Enclosed herewith for filing please find the executed original and one copy of the Articles of Incorporation for Brevard School Readiness Coalition, Inc.

Upon filing, please provide me with a certified copy of the document. A check for your fees in the amount of \$78.75 is enclosed.

Thank you.

Very truly yours,



A. Van Catterton, Jr.

AVC:jc  
Enclosures  
cc: Client

\sec-brev.5-3

FILED  
00 MAY -8 PM 1:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5-10  
mc

ARTICLES OF INCORPORATION

OF

BREVARD SCHOOL READINESS COALITION, INC.

FILED  
00 MAY -8 PM 1:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

By these Articles of Incorporation ("Articles"), the undersigned Subscriber forms a corporation not for profit in accordance with Chapter 617, Florida Statutes, and pursuant to the following provisions:

ARTICLE I

NAME

The name of the corporation shall be Brevard School Readiness Coalition, Inc. For convenience, the corporation shall be referred to in this instrument as the "Corporation."

ARTICLE II

DURATION

The Corporation shall exist perpetually unless and until dissolved according to law. Corporate existence of the Corporation shall commence upon the filing of these Articles with the Florida Department of State.

ARTICLE III

PRINCIPAL OFFICE

The principal office and the mailing address of the Corporation shall be 2405 Broadcast Court, Cocoa, Florida 32922.

ARTICLE IV

REGISTERED OFFICE AND AGENT

Albert D. Celio, Esq., whose address is 976 Brevard Avenue, Rockledge, Florida 32955, is hereby appointed the initial registered agent of the Corporation and the registered office shall be at said address.

ARTICLE V

PURPOSE AND POWERS OF THE CORPORATION

The purpose of the Corporation shall be to assist parents and the local community by providing opportunities for the at-risk birth to kindergarten population to enhance their opportunities for

educational success through participation in quality school readiness programs; to review the administrative and financial services related to early education and care that are currently performed by various entities; to evaluate the performance of the various service groups and distribute available funds to such groups in accordance with the intent of Section 411.01 of the Florida Statutes (School Readiness Act Enabling Legislation). No part of the net earnings of the Corporation shall inure to the benefit of any private shareholder, member or individual, and no substantial part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in Section 501(c) of the Internal Revenue Code), and the Corporation 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.

The Corporation shall not pay dividends and no part of any income of the Corporation shall be distributed to its members, directors or officers. The Corporation shall have all the powers of a nonprofit corporation organized under the laws of the State of Florida, and shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by law, these Articles and the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Corporation; provided, however, notwithstanding the foregoing provision or any other provision of these Articles of Incorporation or of the Bylaws, the Corporation shall not carry on or engage in any activity not permitted a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, or which may not be permitted a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended from time to time, or which may not be permitted a corporation under Section 411.01 of the Florida Statutes, as amended from time to time.

Subject to the foregoing, the duties and powers of the Corporation shall be exercised by the Board of Directors unless provided otherwise in these Articles of Incorporation or the Bylaws, and shall include, without limitation, the following:

(a) To engage in activities which will actively foster, promote, and advance the interests of the Corporation;

(b) To acquire (by gift, purchase or otherwise), manage, control, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property for which the Corporation by rule, regulation or contract may have a right or duty to engage in such activities; -

(c) To borrow money, and mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(d) To enforce covenants, conditions, or restrictions affecting any property to the extent the Corporation may be authorized to do so under the Bylaws;

(e) To enter into, make, perform, or enforce contracts of every kind and description, and to perform all other acts necessary, appropriate, or advisable in carrying out any purpose of the Corporation, with or in association with any other association, corporation, or other entity or agency, public or private;

(f) To adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Corporation: provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of these Articles of Incorporation;

(g) To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article V are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provisions of this Article V, except for the above proviso specifically referring to activities prohibited for a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code and for a corporation acting under Section 411.01 of the Florida Statutes.

#### ARTICLE VI

##### MEMBERSHIP

The qualifications for and other matters affecting Membership in the Corporation shall be as regulated by the Bylaws, as the same may be amended from time to time.

#### ARTICLE VII

##### VOTING RIGHTS

The voting rights of members in the Corporation shall be as set forth in the Bylaws, as the same may be amended from time to time.

## ARTICLE VIII

### BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by a Board of Directors. The initial Board of Directors shall be comprised of twenty-five (25) members. In no event shall the number of directors ever be less than eighteen (18) or more than twenty-five (25). The method of election and term of office, removal and filling of vacancies of the Board of Directors shall be as set forth in the Bylaws.

## ARTICLE IX

### OFFICERS

The affairs of the Corporation shall be administered by its officers under the direction of the Board of Directors. The officers of the Corporation shall include a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may, in its reasonable discretion, deem advisable from time to time. The officers shall be elected by the Board as set forth in the Bylaws. An individual may hold more than one office.

## ARTICLE X

### INDEMNIFICATION

The Corporation shall indemnify every officer, director, committee member, employee and member of the Corporation against any and all costs and expenses, including reasonable attorneys and paralegals, fees, reasonably incurred by or imposed upon such officer, director, committee member, employee or member in connection with any action, suit, or other proceeding, or appeal therefrom (including settlement of any suit or proceeding, if approved by the then Board of Directors) to which he may be a party by reason of being or having been an officer, director, committee member, employee or member of the Corporation. Such officers, directors, committee members, employees or members shall not be liable for any mistake of judgment, negligent or otherwise, except for their own individual willful misfeasance, malfeasance, misconduct, or bad faith. The officers and directors of the Corporation shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Corporation (except to the extent they may also be members of the Corporation), and the Corporation shall indemnify and forever hold each such officer and director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for

herein shall not be exclusive of any other rights to which any officer, director, committee member, employee, member, or former officer, director, committee member, employee or member may be entitled. The Corporation may, but shall not be obligated to, maintain adequate general liability and officers, and directors, liability insurance to fund this obligation, if such insurance is reasonably available.

#### ARTICLE XI

##### BYLAWS

The initial Bylaws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

#### ARTICLE XII

##### AMENDMENTS

These Articles may be amended by a majority of the Board of Directors. However, the percentage of votes necessary to amend a specific clause shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause. No amendment shall be effective until filed with the office of the Secretary of State of Florida, nor shall any amendment be effective which impairs the ability of the Corporation to qualify as an exempt organization pursuant to Section 501(c)(3) of the Internal Revenue Code. No amendment may impair the validity or priority of the lien of any mortgage granted by the Corporation or impair the rights granted to any mortgagee herein without the prior written consent of such mortgagee.

#### ARTICLE XIII

##### SUBSCRIBER

The name and address of the Subscriber to these Articles of Incorporation is Neal Johnson, 100 Rialto Place, Suite 100, Melbourne, Florida 32901.

#### ARTICLE XIV

##### NONSTOCK CORPORATION

The Corporation is organized on a nonstock basis and shall not issue shares of stock evidencing membership in the Corporation; provided, however, that membership in the Corporation may, in the discretion of the Board of Directors, be evidenced by a certificate of membership which shall contain a statement that the Corporation is a corporation not for profit.

ARTICLE XV

DISSOLUTION

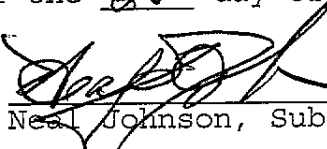
In the event the Corporation is intentionally dissolved for the purpose of winding up its affairs, then after the claims of creditors of the Corporation have been satisfied from the assets of the Corporation or otherwise, the remaining assets of the Corporation shall be dedicated to a public entity or conveyed to a not-for-profit corporation, as defined in Chapter 617, Florida Statutes, as amended, with reasonably similar purposes, and which has qualified as an exempt organization pursuant to Section 501(c)(3) of the Internal Revenue Code, and shall be selected according to such criteria by the Board of Directors of the Corporation; provided, however, that such dissolution shall in all events be effected in a manner which complies with the requirements for the dissolution of an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XVI

CONTROLLING STATUTE

The Corporation is to be managed and operated according to the provisions of Section 411.01, Florida Statutes (1999), as the same may be amended from time to time. In the event of a conflict between the foregoing statute and these Articles of Incorporation, the Bylaws, or any corporate resolution of the Corporation, the provisions of the statute shall control.

IN WITNESS WHEREOF, the undersigned Subscriber has caused these presents to be executed as of the 20 day of April, 2000.

  
\_\_\_\_\_  
Neal Johnson, Subscriber

CERTIFICATE DESIGNATING REGISTERED AGENT FOR  
SERVICE OF PROCESS

Pursuant to Chapters 48, 607 and 617, Florida Statutes, the following is submitted in compliance with said Acts.

Brevard School Readiness Coalition, Inc., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 976 Brevard Avenue, Rockledge, Florida 32955, has named Albert D. Celio, Esq., located at the above registered office, as its Registered Agent to accept service of process within this State.

ACCEPTANCE OF REGISTERED AGENT

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 PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Albert D. Celio, Esq.  
Registered Agent

Date: 5-1-00

\brevard.art

FILED  
00 MAY -8 PM 1:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA