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TRANSMITTAL LETTER

TO: Qualification/Registration Section
Division of Corporations

SUBJECT: EDUCATION FIRST FOUNDATION, Inc.
(Name of Corporation)

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

ROLAND E. WERNER

(Name of Person)

(Firm/Company)

187 Crossways Drive M.F.L.

(Address)

Leesburg Florida 34788

(City, State and Zip Code)

For further information concerning this matter, please call:

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ROLAND E. WERNER

(Name of Person)

at (352) 357 6676

Area Code & Daytime Telephone Number

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy

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**ARTICLES and BYLAWS
EDUCATION FIRST FOUNDATION, INC.**

ARTICLE I - NAME

The name of the corporation shall be EDUCATION FIRST FOUNDATION, INC (hereinafter referred to as the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office for the transformation of business of the corporation is hereby fixed and located at 18440 US HYW 441, Mt. Dora, Florida 32757. The board of Directors may at anytime or from time to time change the location to another.

ARTICLE III - PURPOSES

Section 1. General. The purposes for which the Corporation is organized are charitable, educational, scientific, literary and religious purposes, including the making of distributions to other organizations for such purposes, but only to the extent and in such manner that such purposes constitute exclusively charitable, educational, scientific, literary and religious purposes within the meaning of Section 501(c) (3) and also Sections 170(c) (2) (B), 2055 (a) (2) and 2522 (a) (2) of the Internal Revenue code of 1986, or the corresponding provisions of any subsequent federal tax law.

Section 2. Specific. The objectives of this corporation are to receive contributions, gifts, bequests, devises ,or any other kind of transfer or conveyance of money or property to this Corporation, either outright or in trust as trustees, to administer said sums of money or said property and to apply to the use and benefit of Mt. Dora Christian School the income or the proceeds from the sale or other disposition of said sums of money or property and to aid and encourage the operation of Mt. Dora Christian School located in Mt. Dora, Florida, by awarding scholarships, grants, and other forms of financial assistance to worthy students or employees of the school; by furnishing equipment and facilities and activities to encourage additional enrollment in the school: and to do any and all other things which tend to effectuate and carry out the aims of this corporation, or the nonprofit programs it chooses to designate or sponsor. Except for its dedicated Endowment Funds, the corporation shall not unreasonably withhold from distribution any funds upon certification of a valid need therefore by Mt. Dora Christian School.

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TALLAHASSEE, FLORIDA

ARTICLE IV - BOARD OF DIRECTORS

Section 1. Members.

(a) There shall be one class of members admitted by application. Any and all persons with an interest and desire in supporting the Corporation shall submit an application to the Board and shall be accepted by a majority vote of the Board of Directors. Any member not serving the Corporation in good faith, knowingly violating the state laws or Corporation by-laws governing corporation activities may be voted from membership by a majority vote of the Board of Directors.

(b) **Regular Meetings.** Regular meetings of the membership of the Corporation shall be held at least one (1) time per year at such place and at such time as determined by the Board. Written notice of all meetings shall be mailed, sent not more than thirty (30) days nor less than ten (10) days immediately preceding the time fixed for said meeting.

Section 2. Number of Directors.

(a) There shall be nine (9) to eighteen (18) members on the Board of Directors. Certain individuals shall be members by reason of the office they hold as 1. Pastor of the Mt. Dora Seventh-day Adventist Church, 2. Principal of Mt. Dora Christian School and 3. School Administrative Elder and Worthy Student Coordinator.

The status of such individuals as members of this Corporation shall continue during their tenure in the positions they hold with the Mt. Dora Christian School.

(b) The Board may elect honorary members to the Board who shall have the right to attend meetings and participate in discussions, but shall not have the right to vote or be vested with any title, right, power or authority as a member of the Board.

Section 3. Selection of Directors.

(a) The board of Directors shall consist of nine (9) to eighteen (18) members including those that qualify under Section 2 (a) until changed by amendment to these articles, and a majority of the regular members of the Board shall constitute a quorum for the transaction of business.

(b) The remaining six (6) to fifteen (15) directors shall be elected by the members of the Corporation to three-year terms of office, such terms of office to be arranged as to provide that only one-third (1/3) of the Directors will be elected at each annual meeting.

(c) All elected directors shall hold office until their respective successors are elected.

(d) Officers of the Corporation shall consist of a President, Vice-President, and Secretary/Treasurer. The term of office shall be two (2) years, July 1 through June 30 of every even numbered year. Officers shall be members of the Board of Directors and shall serve without compensation. All members of the Board of Directors, including officers, may serve unlimited consecutive terms of office, as long as they are duly elected to office.

Section 4. Powers of Directors. Subject to the powers of the members as provided by law or as herein set forth, all corporate powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Directors.

Article IV. Section 4. (continued)

Without limiting the generality of the foregoing, the Board of Directors shall have the following powers:

- (a) To select and remove any or all the other officers, agents, and employees of the Corporation; prescribe such powers and duties for them as may be consistent with law, with the Articles of Incorporation or the Bylaws; fix their compensation and require from them security or bonding to insure faithful service.
- (b) To conduct, manage, and control the affairs and business of the Corporation, and to make such rules and regulations that are consistent with law, with the Articles of Incorporation or the Bylaws, as they may deem best.
- (c) To change the principal office for the transaction of the business of the Corporation from one location to another within the same county; to fix and locate from time to time one or more subsidiary offices of the Corporation within or without of the State of Florida for the holding of any Directors' or members' meetings; and to adopt, make, and use a corporate seal and to alter the form thereof from time to time as in their judgment they may deem best, providing such seal shall at all times comply with provisions of law.
- (d) To borrow money and incur indebtedness for the purpose of the Corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefore.

Section 5. Vacancies. Any vacancy or vacancies in the elected Board of Directors resulting from death, incapacity, resignation, expiration of term of office, removal, or otherwise, shall be filled by a quorum of the remaining Directors.

Section 6. Time of Regular Meetings. Regular meetings of the Board of Directors shall be held on the first Sunday of every other month, unless otherwise specified, at the principal office of the Corporation, if there is sufficient business to warrant such a meeting. Notice of cancellation of each meeting shall be given to each Board member by the Executive Secretary.

Section 7. Place of the Regular Meeting. Regular meetings of the Board of Directors shall be held at any place within or without of the State which has been designated from time to time by resolution of the Board or by written consent of a majority of the members of the Board. In the absence of such designation, other meetings shall be held at the principal office of the Corporation.

Section 8. Organizational Meeting. Immediately following each bi-annual meeting of members, the Board of Directors shall hold an organizational meeting for the purpose of election of officers, and the transaction of other business. If it is not possible to meet immediately following the bi-annual meeting, then the election of officers may take place at the next meeting of the Board of Directors.

Section 9. Special Meetings.

(a) Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the President or by any two Directors.

(b) Written notice of the time and place of special meetings shall be delivered expeditiously to each Director. Such notice shall be sent at least one week prior to the time, by the Executive Secretary.

(c) The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as at any meeting held after regular call and notice, if a quorum be present and if after the meeting each of the Directors not present sign a written waiver of notice or consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of regular minutes of the board.

Section 10. Adjournment. In the absence of a quorum at any meeting of the Board of Directors, the majority of the Directors present may adjourn the meeting from time to time until the time fixed for the next regular meeting of the Board. Notice of the time and place of holding an adjourned meeting shall be given to absent Directors if the time and place be fixed at the meeting adjourned.

Section 11. Removal. A Director may be removed from office, for cause, by the vote of a majority of the Directors.

Section 12. Compensation. The Directors shall receive no compensation for their services as such.

ARTICLE V - EXECUTIVE OFFICERS

Section 1. Officers. The officers of this Corporation shall be a President, Vice President, Secretary, Executive Secretary, and Treasurer, and such other officers as the Board of Directors may appoint. The Corporation may also have, at the discretion of the Directors, one or more additional Vice Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers. When the duties do not conflict, one person, other than the President, may hold more than one to these offices.

Section 2. Election. The Board of Directors shall elect all officers of the Corporation for terms of two years or until their successors are elected and qualified.

Section 3. Vacancies. A vacancy in any elected office because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Directors.

Section 4. President. Subject to the control of the Board of Directors, the President shall have general supervision, direction, and control of the business and affairs of the Corporation. He shall preside at all meetings of the members and Directors, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

Section 5. Vice President. In the absence or disability of the President, the Vice President shall perform all the duties of the President, and in so acting shall have all the powers of the President. The Vice President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 6. Secretary. The Secretary shall keep a full and complete record of the proceedings of the Board of Directors, shall keep the seal of the Corporation and affix the same to such papers and instruments as may be required in the regular course of business, shall make service of such notices as may be necessary or proper, and shall discharge such other duties as pertain to the office or as prescribed by the Board of Directors.

Section 7. Executive Secretary. The Executive Secretary shall obtain the record of proceedings of the Board of Directors from the Secretary, and shall obtain the signature of the President on the record, and distribute copies of the minutes to all Board members.

Section 8. Treasurer. The treasurer shall receive and safely keep all funds of the Corporation and deposit the same in such bank or banks as may be designated by the Board of Directors. Such funds shall be paid out only on the check of the Corporation signed by the President, Vice President, Treasurer, or Secretary, or by such officers as may be designated by the Board of Directors as authorized to sign the same. The Treasurer shall be responsible for preparation of and presentation to the Board of Directors, no less often than annually, financial statements disclosing the receipts and disbursements of property or money by the Corporation during the period covered by the reports and statements showing the financial conditions of the Corporation as of the date of the report and as of the end of its fiscal year. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 9. Powers. Unless expressly authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

ARTICLE VI - AMENDMENTS or APPEALS

These Bylaws may be amended or repealed and new Bylaws adopted by the vote of a majority of the members of the Board of Directors at any Directors' meeting, except that a Bylaw fixing or changing a number of Directors may be adopted, amended, or repealed only by the vote or written consent of a majority of the members of the Corporation.

ARTICLE VII - MISCELLANEOUS

Section 1. Salaries and Expenses. Directors as such shall not receive any stated salary for their services; however, by resolution of the Directors, expenses of attendance at regular or special Directors' meetings, or membership meetings by the Directors, may be allowed. Nothing contained herein, however, shall be construed as to preclude any Director from serving the Corporation in any other capacity and receive compensation therefore, as approved by the Board of Directors.

Section 2. Committees. The Directors, by majority resolution, may designate one or more committees, each of which shall consist of at least one Director. The function of any committee shall be advisory only.

Section 3. Rules. All meetings of the Corporation shall be governed by the provisions of Robert's Rules of Order, Newly Revised.

Section 4. Miscellaneous.

(a) The President, or Vice President, and the Secretary, Executive Secretary, or such other officers as the Board of Directors may select for that purpose, are authorized to vote, represent, and exercise on behalf of the Corporation all rights incident to any and all voting securities of any other corporation or corporations standing in the name of this Corporation. The authority herein granted to said officers to vote or represent on behalf of this Corporation any and all voting securities held by this Corporation in any other corporation or corporations may be exercised either by such officers in person or by any person authorized to do so by proxy or power of attorney duly executed by such officers. The Board of Directors may provide for protection of the assets and properties of the Corporation, or any properties which it holds in trust for others, by requiring a corporate surety bond covering Directors, officers, or employees, or all of them as the Directors may determine, in such amounts as the Directors may from time to time deem necessary and appropriate; and the Directors may further provide for public liability insurance coverage in such amount, or amounts, as the Board may from time to time determine necessary and appropriate.

(b) The Corporation shall observe a nonpartisan policy with regard to politics.

ARTICLE VIII - DISSOLUTION

At any regular or special meeting, the Corporation may elect to dissolve by vote of a two-thirds (2/3) majority of all members, calling for such dissolution. In the event that such dissolution is voted, the assets shall be liquidated by the Directors in accordance with provisions as set forth in the Articles of Incorporation.

Vicki Turner, Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Roland E. Werner
Signature/Registered Agent

Aug 7, 2000
Date

Roland E. Werner
Signature/Incorporator

Aug 7, 2000
Date

Prepared by an ad hoc Constitution and Bylaws Committee appointed by President Roland Werner which met during July, 2000. Committee members were:

Roland Werner
Kevin Jorah
Bob Murrell
Vicki Turner