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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 DEC -6 PM 1:26

ACCOUNT NO. : 072100000032  
REFERENCE : 921111 9955A  
AUTHORIZATION : *Patricia Pigante*  
COST LIMIT : \$ 78.75

ORDER DATE : December 6, 2000

ORDER TIME : 9:51 AM

ORDER NO. : 921111-005

CUSTOMER NO: 9955A

000003489010--2

CUSTOMER: Ms. Karolyn Sheekey  
Chiumento & Emery, P.A.

Suite B  
4 Old Kings Road North  
Palm Coast, FL 32137

DOMESTIC FILING

NAME: VOLUSIA FLAGLER ADVANCED  
TECHNOLOGY CENTER, INC.

EFFECTIVE DATE:

- XX ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156  
524-2557-611-2545  
509  
EXAMINER'S INITIALS:

W000-28743

RECEIVED  
00 DEC -6 AM 10:47  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 DEC - 6 PM 1:26

December 6, 2000

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

**RESUBMIT**

Please give original  
submission date as file date.

SUBJECT: ADVANCED TECHNOLOGY CENTER, INC.  
Ref. Number: W00000028743

We have received your document for ADVANCED TECHNOLOGY CENTER, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The name of the entity must be identical throughout the document.

PLEASE LIST THE NAME OF THE REGISTERED AGENT IN ARTICLE VI.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 400A00061761

**ARTICLES OF INCORPORATION**  
**of**  
**VOLUSIA FLAGLER ADVANCED TECHNOLOGY CENTER, INC.**

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DIVISION OF CORPORATIONS  
00 DEC -6 PM 1:26

In order to form a corporation under and in accordance with the provisions of Florida Statute Chapter 617 and other applicable laws of the State of Florida for the formation of corporations not for profit, to operate a charter technical career center in accordance with s. 228.505, the undersigned hereby forms a corporation for the purposes and with the powers hereinafter specified.

**ARTICLE I**  
**NAME**

The name of the not-for-profit corporation shall be Volusia Flagler Advanced Technology Center, Inc. For convenience, the aforementioned corporation shall be referred to in this instrument as "Corporation."

**ARTICLE II**  
**ADDRESS**

The street address and the mailing address of the Corporation initially shall be Daytona Beach Community College, Building 16, Room 228, 1200 West International Speedway Boulevard, Daytona Beach, FL 32120-2811. However, these Articles of Incorporation shall be amended to change the street and mailing address of the Corporation to the side of the charter technical career center operated by the Corporation, as soon as that facility is open for business.

**ARTICLE III**  
**PURPOSE**

The Corporation is created for the purpose of filing an application to establish a charter technical career center with the unanimous approval of the Daytona Beach Community College Board of Trustees, the Flagler County School Board and the Volusia County School Board, hereinafter at times referred to as the "Sponsors", and to operate said charter technical career center in accordance with the charter between the Corporation and the Sponsors, and pursuant to Chapter 228.505, F.S. and these Articles of Incorporation. The purpose of the charter technical career center is to:

- (a) Develop a competitive workforce to support local business and industry and economic development;
- (b) Create a training and education model that is reflective of marketplace realities;
- (c) Offer a continuum of career educational opportunities using a school-to-work, tech-prep, technical academy and magnet school model;
- (d) Provide career pathways for lifelong learning and career mobility;
- (e) Enhance career and technical training; and

- (f) Organize in accordance with Section 501(c)(3) of the Internal Revenue Code.

#### **ARTICLE IV DIRECTORS**

There shall be eleven (11) directors of the Corporation, seven (7) appointed by and serving at the discretion of the Sponsors, and four (4) appointed by and serving at the discretion of the Board of Directors. The eleven (11) directors shall be appointed as follows:

- (a) One (1) Sponsor alternating chief executive officer ("CEO") shall be an automatic appointment;
- (b) Two (2) directors shall be appointed by the Volusia County School Board;
- (c) Two (2) directors shall be appointed by the District Board of Trustees of Daytona Beach Community College;
- (d) Two (2) directors shall be appointed by the Flagler County School Board; and
- (e) Four (4) directors shall be appointed by the Directors of the Volusia Flagler Advanced Technology Center, Inc.

The directors appointed by the Volusia County School Board, the District Board of Trustees of Daytona Beach Community College and the Flagler County School Board shall not be employees or members of the governing boards of those organizations. The directors of the Corporation may suggest proposed directors to the Sponsors. All directors of the Corporation, except for the CEO Sponsor, shall be representatives of the business community. The chairman of the Board of Directors shall have a one (1) year term, July through June, and shall be elected by a vote of the directors at the last meeting prior to each July 1.

The initial directors of the Board shall begin to serve at the first organizational meeting following incorporation of the Corporation. The term of each of the initial directors shall terminate on the date shown by his or her name on the list of initial directors set forth below.

Following the termination of the designated terms for the initial directors, all directors, except the Sponsor CEO Director, shall be appointed to the Board of Directors for a two-year term. The Sponsor CEO Directors shall serve individual one year rotating terms, from July 1 through June 30. The order of rotation shall be Daytona Beach Community College, Volusia County Schools and Flagler County Schools. The initial Sponsor CEO shall be the President of Daytona Beach Community College, and shall begin to serve at the first organizational meeting following incorporation of the Corporation and shall serve through June 30, 2001. It is recognized that this initial Sponsor CEO Director term may be longer or shorter than one year, dependent on the date of incorporation.

The Sponsor CEO Director is a permanent director position held by the President of Daytona Beach Community College, or the Superintendent of Schools of Flagler County Schools or Volusia County Schools.

The name and addresses of the proposed initial Board of Directors and terms of office are as follows:

- (a) Sponsor CEO  
Dr. Kent Sharples  
Daytona Beach Community College  
P.O. Box 2811  
Daytona Beach, FL 32114-2811
- (b) Mr. Robert Coleman  
Area Manager, External Affairs  
Florida Power & Light Company  
P.O. Box 2851  
Daytona Beach, FL 32117  
Volusia County School Board  
Expires June 30, 2002
- (c) Ms. Lynne Fagan  
President  
Consolidated Inns of Daytona Beach  
1031 South Beach Street  
Daytona Beach, FL 32114  
Daytona Beach Community College  
Expires June 30, 2002
- (d) Mr. Rick Fraser  
Human Resources Manager  
Ocean Design, Inc.  
9 Aviator Way  
Ormond Beach, FL 32174  
Board of Directors  
Expires June 30, 2003
- (e) Ms. Mary Jane Harris  
Associate Director of Instruction &  
Staff Development  
FAA/CMD  
4500 Palm Coast Parkway  
Palm Coast, FL 32137  
Flagler County School Board  
Expires June 30, 2003
- (f) Mr. William A. Lewis  
President  
William A. Lewis Associates  
P.O. Box 15165  
Daytona Beach, FL 32115  
Board of Directors  
Expires June 30, 2003
- (g) Mr. Walter Warning  
Viking Industries  
489 Turnbull Bay Road  
New Smyrna Beach, FL 32168  
Board of Directors  
Expires June 30, 2002

- |     |  |  |
|-----|--|--|
| (h) | Mr. Jim Zahnen<br>Vice President Engineering<br>Homac<br>12 Southland Ave.<br>Ormond Beach, FL 32174                         | Board of Directors<br>Expires June 30, 2002              |
| (i) | Mr. Joe Petrock<br>Regional Manager<br>BellSouth<br>P.O. Box 2490<br>Daytona Beach, FL 32115                                 | Daytona Beach Community College<br>Expires June 30, 2003 |
| (j) | Mr. Robert Montgomery<br>President<br>Flagler Ford<br>P.O. Box 354587<br>Palm Coast, FL 32135                                | Flagler County School Board<br>Expires June 30, 2003     |
| (k) | Ms. Maryam Hosseini Ghyabi<br>Ghyabi, Lassies & Associates<br>555 West Granada Blvd.<br>Suite C-12<br>Ormond Beach, FL 32174 | Volusia County School Board<br>Expires June 30, 2003     |

## **ARTICLE V LIMITATION OF POWERS**

The Corporation must always be a nonprofit corporation, have a corporate seal and operate in compliance with these Articles, adopted bylaws, and the aforementioned charter. The Corporation shall be a public body for the purpose of tort liability, public records and Florida Government in the Sunshine Law.

## **ARTICLE VI REGISTERED AGENT**

The street address and the name of the Corporation's initial registered agent is Sidney M. Nowell, 4B Old Kings Road North, Palm Coast, FL 32137. However, the name of the registered agent shall be changed to the executive director hired by the Corporation, and the street address shall be changed to the street address of the charter technical career center operated by the Corporation, as soon as that facility is open for business. The initial executive director, and any subsequently hired shall have the responsibility of ensuring that all necessary filings are made with the Department of State regarding the identify of the registered agent.

## **ARTICLE VII INCORPORATORS**

The incorporators of the Corporation are Dr. Kent Sharples, Daytona Beach Community College, P.O. Box 2811, Daytona Beach, FL 32114-2811; Dr. Robert D. Williams, Flagler County School Board, P.O. Box 755, Bunnell, FL 32110; and Dr. William Hall, Volusia County School Board, P.O. Box 2118, Deland, FL 32721.

## **ARTICLE VIII POWERS OF DIRECTORS**

The Board of Directors shall have the authority necessary to operate the charter technical career center in compliance with the charter between the Corporation and the Sponsors, such authority to be exercised in accordance with said charter.

## **ARTICLE IX MEMBERSHIP**

The Sponsors are the only members of the Corporation and shall be the Volusia County School Board, the district Board of Trustees of Daytona Beach Community College, and the Flagler County School Board. The bylaws of the Corporation, the charter application and the Charter must have the approval of each of the Sponsors and the Board of Directors to be effective. The Sponsors shall have the exclusive authority to exercise all corporate powers, including the management of legal matters, as such powers are set forth under State law, including but not limited to Florida Statute Section 617.0302, except as to those powers delegated to the Board of Directors pursuant to Article 8. Membership in the Corporation is not transferable. Only the Sponsors shall have the authority to:

- (a) Issue credits, diplomas and degrees to the respective students;
- (b) Control the faculty, such control to be exercised through service contracts or other agreements between the Sponsors and the Corporation;
- (c) Establish the amount of revenue the Corporation will receive from the Sponsors, the amount of tuition that may be charged to the students, and provide prior approval of the budget; and
- (d) Provide prior approval of the executive director by the CEO's of the Sponsors, by a procedure described in the Charter.

## **ARTICLE X AMENDING ARTICLES OF INCORPORATION**

These Articles of Incorporation and the bylaws may only be amended by the unanimous approval of the Sponsors and the Board of Directors.

**ARTICLE XI  
TERMINATION OF MEMBERSHIP**

Membership in the Corporation may be terminated by giving the remaining Sponsors 12 months written notice. Upon termination of the Corporation, rights of the Sponsors shall be as set out in the Consortium Agreement agreed upon by the Sponsors. Upon termination of membership in the Corporation or termination of the Corporation, each Sponsor shall be placed in the same position that it presently enjoys with respect to offering courses and curriculum to students.

**ARTICLE XII  
TERM**

This Corporation shall expire upon the expiration/non-renewal or termination of the charter between the Corporation and the Sponsors.

**ARTICLE XIII  
MEMBER VOTING**

All action taken by the Sponsors under these Articles of Incorporation regarding the Charter Technical Career Center must be unanimous approval of all the Sponsors.

**ARTICLE XIV  
CURRICULA AND PROGRAMS**

All credits, certificates, secondary and post secondary diplomas and degrees must be issued only by the Volusia County School Board, Daytona Beach Community College or the Flagler County School Board. All programs and curricula offered to students must be set out in the charter between the Corporation and the Sponsors, and must be delivered in accordance with the terms of that charter, by service contracts with the Sponsors which provide for exclusive control of faculty by the Sponsors or by other agreements with the Sponsors. The Corporation shall not have the authority to contract with any other party for curricula, programs, or any other educational service for the students without the prior approval of the Sponsors. Nothing would prohibit the Flagler County School Board from offering evening adult education classes at the facility so long as the class is not being used to pursue an A.S., A.A.S. or an A.A. degree from Daytona Beach Community College.

**INCORPORATORS**

**VOLUSIA COUNTY SCHOOL BOARD**

Date: 11-28-08

By: William E. Hall  
WILLIAM HALL



FLAGLER COUNTY SCHOOL BOARD

Date: 12/1/00

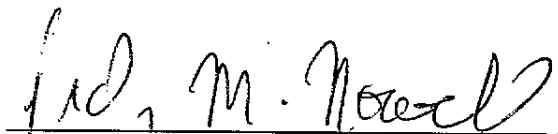
By: Robert D. Williams  
DR. ROBERT D. WILLIAMS

DAYTONA BEACH COMMUNITY  
COLLEGE

Date: 11/28/2000

By: Kent Sharples  
DR. KENT SHARPLES

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.



SIDNEY M. NOWELL  
REGISTERED AGENT  
DATE: 12/02/00

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 DEC -10 PM 1:26