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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
EARLY LEARNING COALITION OF DUVAL, INC.**

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2023 NOV 14 AM 9:40

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
EARLY LEARNING COALITION OF DUVAL, INC.**

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2023 NOV 14 AM 9:40  
SECRETARY OF STATE  
FLORIDA

Pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, the Articles of Incorporation of EARLY LEARNING COALITION OF DUVAL, INC., a corporation not for profit organized and existing under the laws of the State of Florida, are hereby amended and restated in their entirety as follows:

**ARTICLE I  
NAME**

The name of this corporation is EARLY LEARNING COALITION OF DUVAL, INC. (hereinafter, the "Corporation").

**ARTICLE II  
CORPORATE EXISTENCE**

The Corporation is to exist for a perpetual term. The Corporation shall not have any capital stock and shall not have any authority to issue any capital stock.

**ARTICLE III  
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business shall be in the City of Jacksonville, Duval County, Florida; and the mailing address shall be:

EARLY LEARNING COALITION OF DUVAL, INC.  
C/O EXECUTIVE DIRECTOR  
6500 Bowden Road, Suite 290  
Jacksonville, FL 32216

or such other address as the Board of Directors may from time to time determine.

**ARTICLE IV  
PURPOSES**

The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

Without limiting the generality of the foregoing, the Corporation is organized for the following purposes:

1. To design, operate, and manage school readiness programs and early learning programs to increase opportunities for the children of Duval County to achieve future educational success with prospect for becoming productive members of society;

2. To implement the Voluntary Prekindergarten Program pursuant to the purposes of part V of chapter 1002 of the Florida Statutes (as amended from time to time, the "Act"), implementing s. 1(b) and (c), Art. IX of the State Constitution.
3. To operate in conjunction with the district school systems, but not be construed as a part of the system of free public schools;
4. To build upon existing services and work in cooperation with other programs for young children;
5. To incorporate fully all other provisions of the Act as prescribed by law; and
6. To make distributions to other organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Subject to the preceding sentences of this Article IV and Article VI, the Corporation may take any and all actions necessary and incident to accomplish these purposes and may engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

## ARTICLE V MANNER OF APPOINTMENT OF DIRECTORS

The manner in which the members of the Board of Directors (the "Board") shall be appointed shall be as set forth in the Bylaws of the Corporation.

- A. [The manner in which the initial eighteen (18) directors but not more (35) are appointed is in accordance with section 411.01(5) *Creation of Early Learning Coalitions*.
  1. Chair shall be appointed by the Governor and two other members with same qualifications as from the private sector business member appointed pursuant to provisions of chapter 1002.
  2. Department of Children and Family Services district administrator,
  3. District Superintendent of Schools or his/her designee,
  4. Regional workforce board executive or director, where applicable
  5. County health department director or his or her designee,
  6. A children's services council or juvenile welfare board chair or executive director, if applicable
  7. An agency head of a local child care licensing agency,
  8. A president of a community college or his or her designee,

9. One member appointed by a board of county commissioners,
  10. A central agency administrator, where applicable, who shall be nonvoting member.
  11. A head start director, who shall be nonvoting member,
  12. A representative of private child care providers, including family day care homes, who shall be a nonvoting member,
  13. A representative of faith-based child care providers, who shall be a nonvoting member,
  14. A representative of programs for children with disabilities under the federal Individuals with Disabilities Education Act, who shall be a nonvoting member,
  15. Including members appointed by the Governor, more than one-third of the members must be from the private sector business members who do not have, and no one who is a relative has a substantial financial interest in the design or delivery of the Voluntary Prekindergarten Education Program created under part V of chapter 1002 or the coalition school readiness program. To meet this requirement a coalition must appoint additional members from a list to nominees present to the coalition by a chamber of commerce or economic development council within the geographic area of the coalition.
- B. Each coalition member shall serve a term of uniform length not to exceed four (4) years. The term of four years may be staggered to ensure the competent functioning of the Coalition. Members may serve a maximum of two consecutive terms.
- C. Any vacancies occurring on the board shall be filled in the following manner:
1. Where a director to be replaced is assigned pursuant to statute, the chairperson shall make a formal request to the statutory agency to replace said director.
  2. Where a director to be replaced is not assigned pursuant to statute, the nominating committee shall receive applications for membership from qualified candidates to be presented to the board for approval by a two-third majority vote of the Coalition.]

#### ARTICLE VI LIMITATION ON CORPORATION POWERS

- A. The corporate powers of the Corporation are provided in section 617.0302, Florida Statutes, except that the Corporation may not engage, either directly, indirectly, or through related or affiliated entities, in activities inconsistent with the purposes in chapter 1002 of the Florida Statutes.
- B. Further, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable

compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in ARTICLE IV hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation 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.

- C. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE VII REGISTERED AGENT AND STREET ADDRESS**

The name and street address of the registered agent is:

**ANGEL CARRO  
6500 Bowden Road., Suite 290  
Jacksonville, FL 32216**

#### **ARTICLE VIII REMOVAL OF DIRECTORS FOR NEGLECT OF DUTY**

Each board member is accountable to the Governor for proper performance of duties as a member of the board. The Governor may remove from office any board member for neglect of duty.

#### **ARTICLE IX 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, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is 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 X INDEMNIFICATION**

The Corporation shall indemnify all persons who may serve or who have served at any time as a director or officers, and their respective heirs, administrators, successors and assigns against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts

paid in settlement (before or after suit is commenced), actually and necessarily incurred in connection with the defense or settlement of any claim, action, suit or proceeding in which they or any of them are made a party, or which may be asserted against any of them, by reason of having been a director or officer of the Corporation, except in such cases where the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. Such indemnification shall be in addition to any rights to which such director or officer may otherwise be entitled.

The undersigned has executed these Amended and Restated Articles of Incorporation of Early Learning Coalition of Duval, Inc., this 25<sup>th</sup> day of October, 2023.

By: 

Name: Marcus Rowe

Title: Board Chair