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*Restated
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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Early Learning Coalition of the Big Bend Region, Inc.

DOCUMENT NUMBER: NO1000001415

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Brian A. Crumbaker

(Name of Contact Person)

Hopping Green & Sams, P.A.

(Firm/ Company)

119 South Monroe Street, Suite 300

(Address)

Tallahassee, Florida 32301

(City/ State and Zip Code)

BrianC@hgsbaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Brian A. Crumbaker

(Name of Contact Person)

at (850) 222-7500

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☒ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**RESTATED
ARTICLES OF INCORPORATION
OF
EARLY LEARNING COALITION OF THE BIG BEND REGION, INC.**

FILED
2010 NOV -9 PM 5:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A Florida Not-For-Profit Corporation

In compliance with Chapter 617, Florida Statutes, the undersigned, all of whom are residents of the State of Florida and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

Name of Corporation

The name of the corporation is the Early Learning Coalition of the Big Bend Region, Inc.

ARTICLE II

The principal office of the organization is located at Northwood Centre, 1940 North Monroe Street, Suite 70, Tallahassee, FL 32303.

ARTICLE III

Registered Agent and Registered Office

The name and address of registered agent of the corporation shall be Lauren Faison, Chief Executive Officer, Early Learning Coalition of the Big Bend Region, Inc., Northwood Centre, 1940 North Monroe Street, Suite 70, Tallahassee, FL 32303. The registered office of the corporation is located at Northwood Centre, 1940 North Monroe Street, Suite 70, Tallahassee, FL 32303.

ARTICLE IV

Purpose

This corporation does not contemplate pecuniary gain or profit to its members, and is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. The specific purpose for which this corporation is formed is to implement section 411.01, and part V, chapter 1002, Florida Statutes. Under section 411.01, the purposes for forming this corporation include, but are limited to, the following:

1. To promote the age-appropriate progress of each child through the Voluntary Pre-kindergarten Program.
2. To prepare children from birth to five years of age, or until the child enters kindergarten, to enter kindergarten ready to learn.
3. To create a program to be administered by the Early Learning Coalition.
4. To implement a comprehensive program of School Readiness services that enhances the cognitive, social, and physical development of children to achieve the performance standards and outcome measures specified by the Agency for Workforce Innovation Office of Early Learning.
5. To implement a coordinated and seamless system of services through integrated funding streams.
6. To ensure coordinated staff development and teaching opportunities.
7. To provide expanded access to community services and resources for families.
8. To ensure there is a coordinated school readiness plan that addresses the needs of School Readiness and Voluntary Pre-kindergarten children.

ARTICLE V

Powers

This corporation shall have the following powers:

1. The corporation shall have the power to do all lawful acts, which are in the opinion of the Board of Directors of the Corporation, necessary or desirable to carry out the purposes and accomplish the objectives of the corporation, and which are consistent with the provisions of the Florida Statutes. The corporation shall have all powers granted to corporations not for profit under Chapter 617, Florida Statutes, whether or not specifically enumerated in these Articles of Incorporation or the Bylaws.
2. No part of the net income or assets of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of these articles the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code or (b) by an organization,

contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE VI

Operating Restrictions

If the corporation is at any time deemed to be a private foundation, it shall be subject to the following rules: The corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended. The corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986, as amended. The corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1986, as amended. The corporation shall not make any taxable expenditure as defined in Section 4945 (d) of the Internal Revenue Code of 1986, as amended.

ARTICLE VII

Manner of Election of Directors

The method of election or appointment of directors is as stated in the Bylaws.

ARTICLE VIII

Board of Directors

The Board of Directors shall be composed of at least 15, but not more than 30 members. The composition of the Board must conform to the provisions of relevant regulatory Florida statutes.

ARTICLE IX

Officers

The officers of this corporation shall be elected or appointed by the Board of Directors to serve for terms as in accordance with the Coalition's Bylaws except for the Chair, who shall be appointed by the Governor. There shall be a Chair, Vice Chair, Secretary, and a Treasurer each of whom shall be a member of the Board of Directors. The Board of Directors may from time to time elect or appoint additional officers who shall also be members of the Board of Directors.

ARTICLE X

Amendments

These articles are a part of the Early Learning Coalition of the Big Bend Region, Inc.'s plan, and any amendments to them constitute an amendment to the plan.

ARTICLE XI

Duration

The corporation shall exist perpetually, unless dissolved according to law.

ARTICLE XII

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 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 purpose.

ARTICLE XIII

Incorporators

The Incorporators to these Articles of Incorporation are:

Name	Address	
Curtis Richardson	533 Tuskegee Street	Tallahassee, FL 32310
Ann Davis	2110-B South Adams Street	Tallahassee, FL 32301
Kimbel Orr	116 South Monroe Street,	Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

Early Learning Coalition of the Big Bend Region, Inc.
(Name of Corporation as currently filed with the Florida Dept. of State)

NO1000001415

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

Northwood Centre

1940 North Monroe St., Suite 70

Tallahassee, FL 32303

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

Northwood Centre

1940 North Monroe St., Suite 70

Tallahassee, FL 32303

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

Lauren Faison

New Registered Office Address:

1940 North Monroe St., Suite 70

(Florida street address)

Tallahassee

(City)

Florida 32303

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Lauren Faison

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

Articles of Incorporation are restated.

Please see attached.

The date of each amendment(s) adoption: 09/14/2010

(date of adoption is required)

Effective date if applicable: 09/14/2010

(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 10/29/10

Signature

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Larry DiPietro

(Typed or printed name of person signing)

Board Chair

(Title of person signing)