

TRANSMITTAL LETTER

NO10000002053

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: SANDHILL ELEMENTARY PTO, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

200003877962--3
-03/19/01--01130--010
*****87.50 *****87.50

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: ANDREA WILSON
Name (Printed or typed)
1801 TYNER ROAD
Address
HAINES CITY, FL 33844
City, State & Zip
863-324-4988
Daytime Telephone number

FILED
01 MAR 19 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

Feb
3/23

(2)

Sandhill Elementary PTO, Inc.

Articles of Incorporation

07 MAR 19 PM 1:54
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Articles of Incorporation of Sandhill Elementary PTO, Inc. The undersigned, a majority of which is citizens of the United States, desiring to form a Non-Profit Organization under the Corporation Law of Florida, do hereby certify:

Article I

The name of the Corporation shall be Sandhill Elementary PTO, Inc.

Article II

The place in this state where the principle office of the Corporation is to be located in the City of Haines City, Polk County, and whose physical address is 1801 Tyner Road, Haines City, Florida 33844.

Article III

The purpose of the Corporation is to engage in the following activities:

- a. To do all things necessary and proper to carry out purposes for which it is organized and to exercise all powers necessary or convenient to effect any and all of these purposes; provided that no such power shall be exercised in a manner inconsistent with Florida State Statutes Chapter 617, or of Section 501 (c) (3) of the Internal Revenue Code (hereafter call the Code).
- b. To establish an organization for voluntary action to raise funds and solicit gifts in order to provide materials and services to enrich the Sandhill Elementary School; and
- c. To do all things, alone or in conjunction with other persons, programs or institutions, desirable for accomplishing and promoting enhancement of the education program and goal of the Sandhill Elementary School.

Article IV

There shall be one class of members who serve as the Board of Directors. All members are voting members. Directors will consist of the President, Vice President(s), Secretary, and Treasurer. The election process is as defined in Article IV of the bylaws.

Article V

The names and addresses of the persons who are the initial trustees of the corporation are as follows:

Paula Combee, President & Registered Agent:	12950 Hatchineha Road, Haines City, Florida 33844
David Cook, Vice-President:	118 Frederick Avenue, Dundee, Florida 33838
Andrea Wilson, Treasurer & Incorporator :	18 Pine Run, Haines City, Florida 33844
Ingrid Whidden, Secretary:	4550 Tanner Road, Haines City, Florida 33844

Article VI

The initial registered office is located at 1801 Tyner Road, Haines City, Florida 33844

Article VII

- a. No part of the assets of the Corporation and no part of any net earnings of the Corporation shall be divided among or inure to the benefit of any officer or director of the Corporation or any private individual or be of the Corporation or any private individual or be appropriated for any purposes other than the purposes of the Corporation as herein set forth except that the Corporation shall be

authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its purposes as set forth in Article II. 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 distributing of statements), any political campaign on behalf of any candidate for public office. The Corporation has qualified for exemption from federal income tax Section 501(c) (3) of the Internal Revenue Code as the same may be amended from time to time and shall not be a private foundation under Section 509 (a) of the Code.

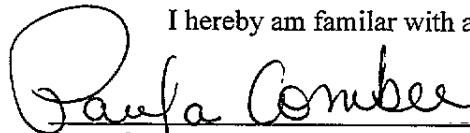
- b. The Corporation is organized and shall be operated exclusively for educational, charitable, scientific or literary purposes, as said terms have been and shall be defined pursuant to Sections 170 (c) and 501 (c) (3) of the Code, or under any successor sections thereto. All powers of this Corporation shall be exercised only in such manner as will assure the operation of this Corporation exclusively for said educational, charitable, scientific or literary purposes, as so defined, it being the intention that this Corporation shall be exempt from federal income tax and that contributions to it shall be deductible pursuant to said sections of said Code, and all purposes and powers herein shall be interpreted and exercised consistently with this intention.
- c. In any taxable year in which the Corporation is a private foundation as described in Code Section 509 (a), the organization shall distribute its income for said period at such time and manner as not to subject it to tax under Code Section 4942, and the organization shall not: (i) engage in any act of self-dealing as defined in Code Section 4941 (d); (ii) retain any excess business holdings as defined in Code Section 4943 (c); (iii) Make any investments in such a manner as to subject the organization to tax under Code Section 4945; or (iv) make any taxable expenditures as defined in Code Section 4945 (d) or corresponding provisions of any subsequent federal tax laws.
- d. Except as may be otherwise required by law, the Corporation may at any time authorize a petition for its dissolution to be filed by the affirmative vote of a majority of the directors of the corporation then in office; provided, however, that in the event of any liquidation, dissolution, termination, or winding up of the Corporation (whether voluntary, involuntary or by operation of law), the property or assets of the Corporation remaining after providing for the payment of its debts and obligations shall be conveyed, transferred distributed, and set over outright to one or more educational, charitable, scientific or literary institutions or organizations, created and organized for non-profit purposes similar to those of the Corporation and conducting their activities primarily in Haines City or its environs, contributions to which non-profit institutions or organizations are deductible under Section 170 (c) of the Code and which qualify as exempt from income tax under Section 501 (c) (3) of such Code as sections may, from time to time, be amended or added to or under any successor sections thereto, as a majority of the total number of the directors of the corporation may by vote; provided further that the Corporation's property may be applied to charitable, educational, scientific or literary purposes in accordance with the doctrine of cy pres in all respects as a court having jurisdiction in the premises may direct.
- e. Subject to the provisions of paragraphs (a) and (c) through (e), inclusive, of this Article VII, no contract or other transaction of this Corporation with any other person, corporation, association or partnership shall be affected or invalidated by the fact that (i) this Corporation is a stockholder in such other corporation, association or partnership or (ii) any one or more of officers or directors of this Corporation is an officer, director or partner of such other corporation, association or partnership, or (iii) any officer or director of this Corporation, individually or jointly with others, is a party to or is interested in such contract or transaction. Any director of this Corporation may be counted in determining the existence of a quorum at any meeting of the board of directors for the purpose of authorizing or ratifying any such contract or transaction, and may vote thereon, with like force and effect as if s/he were not so interested or were not an officer, director or partner of such other corporation, association or partnership.
- f. No director of the Corporation shall be personally liable to the Corporation or its members for monetary damages for or arising out of a breach of fiduciary duty as a director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of a director to the extent that such liability is imposed by applicable law, (i) for a breach of the director's duty of loyalty to the Corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the officer or director derived an improper personal benefit. The foregoing shall not eliminate or limit the liability of a director for any act of omission occurring prior

to the date upon which the foregoing became effective. No amendment or deletion of the foregoing provisions of this paragraph which restricts or limits the limitations on liability provided thereunder to directors shall be effective with respect to actions and omissions of any director occurring prior to the date said amendment or deletion become effective.

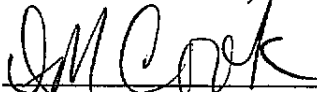
- g. The foregoing clauses shall be construed as both purposes and powers and the enumeration of specific powers therein shall not be held to limit or restrict in any manner the general powers of Corporation.

In witness whereof, we have hereunto subscribed our names this 12th Day of March, 2001.

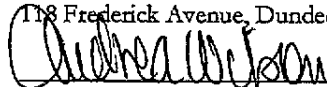
I hereby am familiar with and accept the duties and responsibilities of Registered Agent.



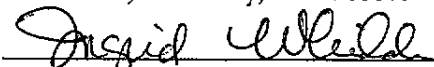
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