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TRANSMITTAL LETTER

FILED
01 JUN -1 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: The Gadsden School Readiness Coalition, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$87.50 to cover the Filing Fee, a Certified Copy and Certificate.

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*****87.50 *****87.50

From: Hal Richmond

2140 West Jefferson Street

Quincy, FL 32351

850-875-8650

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 APR -6 PM 2:55
NOT INTENDED
TO ACKNOWLEDGE
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Mailed 6/1

[Signature]
4/16

ARTICLES OF INCORPORATION
OF
GADSDEN COUNTY SCHOOL READINESS COALITION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of this corporation is GADSDEN COUNTY SCHOOL READINESS COALITION, INC., a tax exempt corporation organized under the State of Florida, the Articles of Incorporation which have been filed in the office of the Secretary of State. This organization was recognized by the State of Florida as a School Readiness Coalition in January, 2000.

ARTICLE II - CORPORATE NATURE

This is a nonprofit corporation, organized solely for general socio-economic development purposes pursuant to the Florida Corporations Not for Profit law set forth in Section 617 of the Florida Statutes.

ARTICLE III - DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV - GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

- (a) to establish an integrated and quality seamless service delivery system for all publicly funded early education and care programs in Gadsden County;
- (b) provide oversight and develop a plan which facilitates the stated goals of the School Readiness Act, F. S. 411.01.

The Coalition will serve the following children:

- (1) birth to five years of age;
- (2) until child enters kindergarten;

(3) school aged children up to age twelve; and

(4) special needs children ages 13 -17.

ARTICLE V - MANAGEMENT OF CORPORATE AFFAIRS

(a) Composition: The coalition shall be composed of from 18 - 25 members. More than one third of the coalition members must be from the private sector, and neither they nor their families may earn an income from the early education and childcare industry. No member of the Coalition may appoint a designee to act in his/her place unless allowed by law. A member may send a representative to a Coalition meeting, but the representative will have no voting privileges. The terms of all appointed members of the Coalition must be staggered. Members of the Coalition are subject to the ethics and provisions of Florida Statutes, Part III of Chapter 12.

The membership of the local Coalition is designated by Statute, as follows. Thirteen members officially required and named:

- a) A Department of Children and Family Services district administrator or designee;
- b) A District Superintendent of Schools or designee;
- c) A Regional Workforce Development Board chair or director, where applicable;
- d) A County Health Department Director or designee;
- e) Children's Services Council or Juvenile Welfare Board chair or executive director, if applicable;
- f) A childcare licensing agency head;
- g) One member appointed by the Department of Children and Family Services' district administrator;
- h) One member appointed by the district school board;
- I) One member appointed by the Board of County Commissioners;
- j) A central childcare agency administrator;

- k) A Head Start director;
- l) A representative of private childcare providers; and
- m) A representative of faith-based childcare providers.

A variable number of members, at least one-third, selected from a list of nominees presented to the Coalition by the Chamber of Commerce. Additional members may be appointed by the voting members of the Coalition.

Voting: Coalition members are voting members and may serve on committees and may hold office. No members of a coalition may appoint a designee to vote in his/her place. All members must be present at the meetings to vote. The Chair of the Coalition shall preside at all meetings of the Coalition and the Executive Committee and shall cast the deciding vote in case of a tie. If a member has a conflict of interest as defined by Section 112.3143 of the Florida Statutes, then they must abstain from voting.

Quorum: A quorum for voting shall consist of forty percent of the Coalition's total membership plus one additional member.

Vacancies: Should a vacancy occur on the Coalition, members of the Coalition shall elect by a majority vote, an individual who qualifies under the Statutes to serve the remainder of the unexpired term.

Compensation: No compensation, of any manner, shall be paid to any School Readiness Coalition member for services performed by them for the Coalition.

Functions / Duties: The Coalition shall manage the business and affairs of the organization in accordance with these Bylaws. The Coalition shall also enter into contracts, hire staff, appoint committees and make all necessary rules and regulations, not inconsistent with law or these Bylaws.

The Executive Director and staff shall conduct the day-to-day operation and management of the organization. The Coalition shall be responsible for development of the policies of the organization and to update as needed.

Powers: The Coalition shall have the powers granted to it by law, including but not limited to receipt, or rejection, of grants or gifts of money and property to be devoted to the purpose and mission of this organization.

ARTICLE VI - MEETING OF MEMBERS

Regular Meetings: Meetings of the Coalition shall be open to all members, be duly noticed and held at such time and place as determined from time to time by a majority vote of the Coalition members. The Chair, upon three days notice to the Coalition, may call special meetings of the Coalition members either by telephone, mail or personal contact. To maintain membership on the Board, appointed members may not miss more than three (3) consecutive board meetings unless confined by illness or otherwise decreed by the Coalition. All meetings are held in the Sunshine and are open forum.

Annual Meeting: An annual meeting of the organization shall be held at such time and place as decided by the Coalition. The membership shall be informed by mail of the time, place, and agenda of the annual meeting at least fifteen (15) days prior to the meeting. A committee shall be formed to facilitate the activities of the Annual Meeting. The purpose of the Annual Meeting shall be to create public awareness, report Coalition activities, and introduce new officers and members of the Coalition.

ARTICLE VII - OFFICERS

Officers: The officers of the organization shall consist of a Chairperson, Chairperson Elect, Secretary, Treasurer and Immediate-Past Chairperson of the Coalition and shall be elected by vote of the members of the Coalition. Election of officers shall occur one (1) month prior to the Annual

Meeting of the organization.

Term of Office: Officer's shall serve one year or until a successor is elected.

Vacancies: Any officer may resign at any time by written notice to the Coalition. In this event, the Board shall elect a Coalition member to fill the unexpired term. In the event of a vacancy in the office of Chairperson of the Board, the Chairperson Elect shall fill the duties of that office for the remainder of the term.

Chairperson of the Coalition: The Chairperson of the Coalition shall preside at all meetings of the Coalition and the Executive Committee, and shall perform all duties as required by the nature of the office to ensure that the Bylaws, policies and objectives of the organization are promoted and maintained. The Chairperson shall appoint committee chairpersons.

Chairperson Elect: The Chairperson Elect shall perform the duties of the Chairperson, when that officer is absent or unable to serve and assume the duties of Chairperson the following year.

Secretary: The Secretary, assisted by designated staff of the organization, shall keep minutes of all meetings of the organization, the Board of Directors, and the Executive Committee and shall perform other duties delegated to that office.

Treasurer: The Treasurer shall assure that accurate financial records are kept. The Treasurer and other designated officers shall be authorized to sign checks and drafts, or demands for money, and notes of the organization.

Removal: Any officer may be removed from office by a majority vote of the Coalition whenever, in their sole judgment, the best interests of the organization will be served. The officer shall have the right to appeal before the Coalition.

Executive Committee: The Executive Committee shall consist of the officers of the Coalition. The Executive Committee shall act for and on behalf of the Coalition and transact all

necessary business of the organization during the intervals between regular meetings of the Coalition, and shall be accountable to the Coalition for its actions. The Executive Committee shall meet, as needed, upon notice of the Chairperson.

ARTICLE X - MISCELLANEOUS

Amendments: These Bylaws may be amended or revised at any annual, regular, or special meeting of the organization by a majority of the votes cast.

Suspension of the Rules: Rules may be suspended at any duly constituted meeting by unanimous consent. Suspension shall be in accordance with Robert's Rules of Order.

Personnel and Personnel Policies: The Executive Director of the organization shall be hired by the Coalition based on a job description developed by the Coalition, and will receive a formal evaluation annually. The Executive Director will report to the Chairperson of the Coalition and be responsible for hiring all other staff, based on job descriptions developed with the Coalition, with the provision that the Coalition may appoint a representative to assist the Executive Director in the interviewing and hiring process. The Executive Director and the Coalition shall utilize equal opportunity hiring practices and may not discriminate on the basis of race, creed, religion, color, age, sex, marital status, familial status, national origin, or handicap. The Executive Director may be dismissed by the Coalition at any time with sixty (60) days advance notice.

Board Liability: Liability insurance shall be provided by the organization for all Coalition members in the amount deemed consistent with the needs of the organization.

Parliamentary Authority: The rules contained in the Modern Edition of Robert's Rules of Order shall govern the organization in all cases where they are not inconsistent with these Bylaws and any special rules of order the organization may adopt.

ARTICLE XI - DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII - REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 2140 West Jefferson Street, Quincy, Florida 32351, and the name of its registered agent at said address shall be HAL RICHMOND. Also principal office address.

ARTICLE XIII - AMENDMENT OF ARTICLES

Amendments to the Articles of Incorporation may be proposed by a resolution adopted by the Board of Trustees and presented to a quorum of members for their vote.

We, the undersigned, being the subscribers and incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 29th day of May, 2001.

ARTICLE XIV - INITIAL DIRECTORS/OFFICERS

The initial directors and officers of the organization are:

Chairperson - Rebecca Pruett, 1339 East Lafayette Street, Tallahassee, Florida 32301;
Chairperson Elect - Howard McKinnon, Post Office Box 1799, Quincy, Florida 32353;
Secretary - Barbara Weaver, 512 Martin L. King Boulevard, Quincy, Florida 32351;
Treasurer - Joe Alexander, 230 E. Crawford Street, Quincy, Florida 32351
Director - Margaret Awad, Post Office Box 1000, Quincy, Florida 32353
Director - Maureen Daughan, 35 Martin L. King Boulevard, Quincy, Florida 32351;
Director - Wyatt Pope, 565 East Tennessee Street, Tallahassee, Florida 32301;

Director - Dale East, 230 East Crawford Street, Quincy, Florida 32351;
Director - Pamela Davis, 1170 Capitol Circle, N.E., Tallahassee, Florida 32301;
Director - Vickie Stegall, 35 Martin L. King Boulevard, Quincy, Florida 32351;
Director - Olive Bedenbaugh, 6 South Key Street, Quincy, Florida 32351;
Director - Bruce Rowan, Post Office Box 700, Quincy, Florida 32351;
Director - Sherry VanLandingham, 263 East Jefferson Street, Quincy, Florida 32351;
Director - Don Gibson, 19 East Jefferson Street, Quincy, Florida 32351;
Director - Lomar Barkley, Post Office Box 1726, Quincy, Florida 32353;
Director - Ellen Bryant, 681 Sand Tyler Road, Quincy, Florida 32351;
Director - Roxanne Johnson, 215-B West Jefferson Street, Quincy, Florida 32351;
Director - Georgia Young, Post Office Box 725, Quincy, Florida 32353;
Director - Juana Gayton, 1292 Greensboro Highway, Quincy, Florida 32351; and
Director - Ed Feaver, 115 Byrd Road, Quincy, Florida 32351.

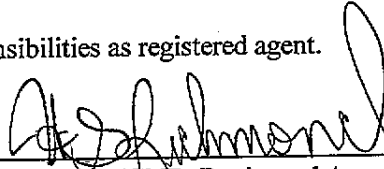
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE


REBECCA PRUETT, Chairperson


HOWARD MCKINNON, Chairperson Elect


BARBARA WEAVER, Secretary

I hereby accept the duties and responsibilities as registered agent.

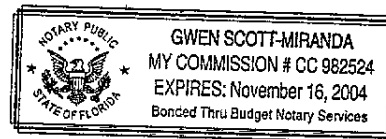

HAL RICHMOND, Registered Agent

STATE OF FLORIDA

COUNTY OF GADSDEN

The foregoing instrument was acknowledged before me this 30th day of May, 2001, by REBECCA PRUETT, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.

Gwen Scott-Miranda
NOTARY PUBLIC - STATE OF FLORIDA
My Commission Expires:



STATE OF FLORIDA

COUNTY OF GADSDEN

The foregoing instrument was acknowledged before me this 21st day of May, 2001, by HOWARD MCKINNON, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.

Betty F. Miller
NOTARY PUBLIC - STATE OF FLORIDA
My Commission Expires:

BETTY F. MILLER
Notary Public, State of Florida
My comm. exp. Apr. 7, 2003
Comm. No. CC824158

STATE OF FLORIDA

COUNTY OF GADSDEN

The foregoing instrument was acknowledged before me this 30th day of May, 2001, by BARBARA WEAVER, who is personally known to me or who has produced drivers license as identification and who did/did not take an oath.

Gwen Scott-Miranda
NOTARY PUBLIC - STATE OF FLORIDA
My Commission Expires:

