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DIVISION OF CORPORATION

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TALLAHASSEE, FLORIDA

6/28/05

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Area Management Coalition for School Readiness, Inc.

DOCUMENT NUMBER: NO2000004904

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

Please return all correspondence concerning this matter to the following:

Beverley Connors

(Name of Contact Person)

Area Management Coalition for School Readiness, Inc.

(Firm/ Company)

29 Avenue E

(Address)

Apalachicola, Florida 32320

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Beverley Connors

(Name of Contact Person)

at (850) 653-3940

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
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enclosed) | <input checked="" type="checkbox"/> \$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
409 E. Gaines Street
Tallahassee, FL 32399

Articles of Amendment
to
Articles of Incorporation
of

Area Management Coalition for School Readiness, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

FILED
05 JUN 28 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NO2000004904

(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:

NEW CORPORATE NAME (if changing):

Early Learning Coalition of the Big Bend, Inc.

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article II Principal Office - Amended total section (see attached)

Article III Registered Agent and Registered Office - Amended total section (see attached)

Article IV Purpose - Amended total section (see attached)

Article V Powers - Amended total section (see attached)

Article VI Operating Restrictions - Amended total section (see attached)

Article VII board of Directors - Amended total section (see attached)

Article VIII Officers - Amended total section (see attached)

Article IX Duration - Amended total section (see attached)

Article X Dissolution - Amended total section (see attached)

Article XI General - Amended total section (see attached)

(Attach additional pages if necessary)
(continued)

The date of adoption of the amendment(s) was: April 13, 2005

Effective date if applicable: July 1, 2005
(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 was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signed this 13th day of June, 2005

Signature

Cheryl S. Clemons

(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.)

Cheryl Clemons

(Typed or printed name of person signing)

Secretary

(Title of person signing)

FILING FEE: \$35

Attachment

**ARTICLES OF INCORPORATION
OF
Early Learning Coalition of the Big Bend, Inc.
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, Inc.

**ARTICLE II
Principal Office**

The principal office and address of the organization is 29 Avenue E, Apalachicola, Florida 32320.

**ARTICLE III
Registered Agent and Registered Office**

The street address of the principal office of the corporation in the state of Florida is 29 Avenue E, Apalachicola, Florida 32320. The Board of Directors may from time to time move the registered office to any other address in Florida. The initial registered agent of this corporation is Beverley Connors whose address is 29 Avenue E, Apalachicola, Florida 32320.

**ARTICLE IV
Purpose**

The Early Learning Coalition of the Big Bend, Inc. represents Jefferson, Liberty, Madison, Taylor and Wakulla Counties. This corporation does not contemplate pecuniary gain or profit to its members, and is organized exclusively for charitable and educational purposes. The specific purpose for which this corporation is formed is to implement section 411.01, Florida Statutes and Part V of Chapter 1002, Florida Statute. Under these Florida Statutes, the purposes for forming this corporation include, but are not limited to the following:

1. To prepare children from birth to 5 years of age, to include the Voluntary Pre-kindergarten Education program, to enter kindergarten ready to learn.
2. To create a program to be administered by the Early Learning Coalition of the Big Bend, Inc. on behalf of Jefferson, Liberty, Madison, Taylor and Wakulla County, Florida.
3. To implement a comprehensive program of readiness services (to include the Voluntary Pre-kindergarten Education program), that enhances the cognitive, social, and physical development of children to achieve the performance standards and outcome measures specified by the State.

4. To accommodate the needs of children for extended day and extended year services, without compromising the quality of the program, by providing extended-day and extended-year services to meet the needs of parents who work.
5. To ensure coordinated staff development and teaching opportunities.
6. To provide expanded access to community services and resources for families to help achieve economic self-sufficiency.
7. To ensure a single point of entry and a unified entry list.
8. To ensure there is a community plan to address the needs of all eligible children.

ARTICLE V

Powers

This corporation shall have the following powers:

1. The Board of Directors of the Corporation shall be appointed as stated in Chapter 411.01, F.S., and as stated in the by-laws.
2. 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 objections of the corporation, and which are consistent with the provisions of the Florida Statutes. The corporation shall have all powers granted to not-for-profit corporations under Chapter 617, Florida Statutes, whether or not specifically enumerated in these Article of Incorporation or the By-Laws.
3. 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.
4. The corporation shall remain a corporation not-for-profit. No dividends shall be paid by the corporation, and no part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its directors or 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 exempt purposes set forth in these Articles.

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 as in such manner as 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 investments in such manner as to subject it to tax under Section 4944 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

Board of Directors

The Board of Directors shall be composed of at least 18, but not more than 35, members. The composition of the Board must conform to the provisions of the section 411.01(5)(a), Florida Statutes and appointed and elected as stated and provided for in the Bylaws. The Executive Committee of the Board of Directors are:

Name	Address
George Willis Chairperson	P.O. Box 119 Madison, Florida 32340
David Miller Vice-Chair	P.O. Box 100 Crawfordville Florida 32326
Cheryl Clemons Secretary	3019 Jackson Bluff Road Tallahassee, Florida 32399
Cynthia Shrestha Member-at-Large	1490 W. Washington Street Monticello, Florida 32344
Suzann Stoutamire Member-at-Large	P.O. Box 429 Bristol, Florida 32321
Julia Waldrep Member-at-Large	312 NE Duval Street Madison, Florida 32340
Sharon Hathcock Member-at-Large	318 N. Clark Street Perry, Florida 32347
Vacant Member-at-Large	Crawfordville, Florida

ARTICLE VIII

Officers

The officers of this corporation shall be elected or appointed by the Board of Directors and shall consist of a Chairperson (appointed by the Governor), a Vice-Chair, and a Secretary, each of who 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 IX

Duration

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

ARTICLE X
Dissolution

Upon dissolution of the corporation, any assets remaining after the satisfaction of all corporate liabilities shall be conveyed to (1) such organizations as shall be selected by the affirmative vote of a majority of the Directors, provided, however, that such organization or organizations must be recognized as exempt from federal income taxation under Section 170(c) (2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future law; or (2) to the federal, state, or local government for exclusive public purpose.

ARTICLE XI
General

The Articles of Incorporation of the Early Learning Coalition of the Big Bend, Inc. are a part of the Coalition's Plan and any amendments to them constitute an amendment to the Plan.

Each member of the Early Learning Coalition of the Big Bend, Inc. is subject to Florida Statutes 112.313, 112.3135, and 112.3143. For purposes of Florida Statute 112.3143(3) (a), each voting member is a local public officer who must abstain from voting when a voting conflict exists.

The Coalition will follow Robert's Rules of Order parliamentary procedures.

These Articles of Incorporation will be in effect July 1, 2005.

ARTICLE XII
Incorporators

The incorporators to these Articles of Incorporation are not amended. See original incorporation for original signatures. The incorporators to these Articles of Incorporation are:

Name	Address
David Miller, Chairperson	P.O. Box 100 Crawfordville, FL 32326


IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the state of Florida, the undersigned incorporators of the Area Management Coalition for School Readiness, Inc. have executed these Articles of Incorporation this _____ day of June, 2002.

Incorporator

Acceptance of Registered Agent:

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

FILED
05 JUN 28 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


~~Robert Connors~~ *Beverley Connors*
28 Seventh Street
Apalachicola, FL 32320

**STATE OF FLORIDA
COUNTY OF JEFFERSON**

BEFORE ME, the undersigned authority, personally appeared David Miller and Robert Connors who are personally known to me or produced _____ as identification, and who acknowledged the execution of the foregoing Articles of Incorporation of the Area Management Coalition for School Readiness, Inc. to be the duly authorized act and deed of said corporation, for the purpose therein expressed and who did not take an oath.

Notary Signature: _____
Notary's Printed Name: _____
Notary Public Commission: _____