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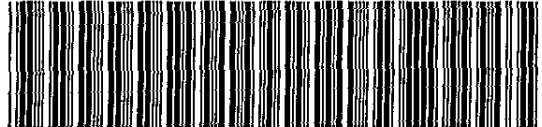
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DAVID W. MINER
ATTORNEY AT LAW
523 39th STREET WEST
BRADENTON, FLORIDA 34205
www.davidwminer.com

TELEPHONE
(941) 748-8122

FAX NUMBER
(941) 748-6335

October 24, 2002

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

Dear Folks:

**RE: FLORIDA ASSOCIATION OF
SCHOOL ADVISORY COUNCILS, INC.**

Please find enclosed the following:

- (1) 10/24/02 DWM Firm Check payable to the Secretary of State in the amount of **\$87.50** for filing the Articles of Incorporation of the above Corporation, obtaining a **CERTIFIED COPY** of the Articles and a **"CERTIFICATE OF STATUS"**;
- (2) **ORIGINAL AND ONE (1) COPY** of the 4/13/02 seven (7) page **"ARTICLES OF INCORPORATION OF THE FLORIDA ASSOCIATION OF SCHOOL ADVISORY COUNCILS, INC."**.

I understand that you will return to me a **CERTIFIED COPY** of the Articles of Incorporation and a **"CERTIFICATE OF STATUS"** regarding the above Corporation.

With best wishes, I remain

Very truly yours,


DAVID W. MINER

DWM/lbh
enc.

cc: Mr. Dwayne Mundy
Ms. Ms. Theresa McCormick

**ARTICLES OF INCORPORATION
OF THE
FLORIDA ASSOCIATION OF
SCHOOL ADVISORY COUNCILS, INC.
(A FLORIDA NOT *FOR* PROFIT CORPORATION)**

The undersigned, for the purpose of forming a corporation not for profit under Florida law, hereby adopt the following **ARTICLES OF INCORPORATION**.

ARTICLE I: NAME

The name of the corporation shall be the:

**FLORIDA ASSOCIATION OF
SCHOOL ADVISORY COUNCILS, INC..**

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ARTICLE II: PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of this corporation shall be:

**2603 NE 10TH Terrace
Gainesville, Florida 32609
(Alachua County, Florida)**

The corporation may conduct business at any other location, in and outside the State of Florida, and the **BOARD OF DIRECTORS** may move the principal place of business to other locations in Florida.

ARTICLE III: PURPOSE

The purpose for which this Corporation is organized is to serve district and school advisory councils by providing networking, training and resources and such other purposes as may be allowed by law and provided for in the By-Laws of the Corporation.

Notwithstanding any other provision of these **ARTICLES OF INCORPORATION**, this corporation will not carry on any activity not permitted to be carried on by:

(A) A corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code 1986, or any corresponding provision of any United States law; or

(B) A corporation to which contributions are deductible under Section 170 (C) (2) of the Internal Revenue Code of 1954, or any corresponding provision of United States law.

ARTICLE IV: MEMBERSHIP

SECTION 1: Membership in this corporation shall be determined in accordance with requirements set forth in the By-Laws of the corporation. Unless otherwise provided in the By-Laws, membership shall be open to any interested person residing in the State of Florida who subscribes to the on-line discussion group FL-SAC.

SECTION 2: Voting rights of members shall be determined in accordance with requirements set forth in the By-Laws of the corporation.

SECTION 3: This corporation shall issue no stock. No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons except that this corporation 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 this article. Notwithstanding any other provision of these articles, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under 501(c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law, or by a corporation, contributions to which are deductible under 170(c) (2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law.

ARTICLE V: EXISTENCE

This corporation shall exist perpetually or until dissolved according to law.

ARTICLE VI: MANAGEMENT

This corporation shall have a **BOARD OF DIRECTORS** of not fewer than three (3) persons, but otherwise the number of Directors may be set by the By-Laws. Directors shall be elected by the Membership or as otherwise provided by the By-Laws. Unless otherwise provided for in the By-Laws of this corporation, the Board of Directors shall consist of the officers and the area Governors as provided for in the By-Laws.

ARTICLE VII: CORPORATION POWERS

This corporation is empowered to perform all acts permitted by law, including the act of owning real property.

ARTICLE VIII: BY-LAWS

The By-Laws of this Corporation may be made, amended or rescinded by: (A) a majority of the Membership present at any regular or special meeting of the Membership, provided that a quorum of the Membership is present at the meeting; (B) a majority of the Board of Directors at any regular or special meeting of the Board of Directors provided that a quorum of the Board of Directors is present at the meeting; (C) a majority of Directors voting via e-mail in the on-line discussion group during a time period set by the proponent of the action to be taken; or (D) such other means as may be provided for in the By-laws. For the purpose of this Article, unless otherwise provided in the By-Laws, a quorum of the membership shall be deemed to exist whenever seven members are present of which three (3) of the members present are Board members and a quorum for a Board of Director's meeting shall be three (3) Board members.

ARTICLE IX: DISPOSITION OF ASSETS UPON DISSOLUTION

In the event of dissolution of the corporation, the residual assets of the corporation will be turned over and disposed: (A) exclusively for the purposes of this corporation in the manner or to the organization or organizations that are organized and operated exclusively for charitable, educational, religious or scientific purposes and that shall at the time qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law, after paying or

making provisions for the payment of all liabilities of this corporation; or (B) either the Federal, State, or Local Government for an exclusive public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the principal office of this corporation is then located exclusively for the purposes or to the organizations that the court determines are organized and operated exclusively for charitable, educational, religious or scientific purposes.

ARTICLE X: AMENDMENT OF ARTICLES OF INCORPORATION

An Amendment to these Articles may be proposed by the Board of Directors or a member. Amendments may be approved by: (A) a majority of the Membership present at any regular or special meeting of the Membership, provided that a quorum of the Membership is present at the meeting; (B) a majority of the Board of Directors at any regular or special meeting of the Board of Directors provided that a quorum of the Board of Directors is present at the meeting; (C) a majority of Directors voting via e-mail in the on-line discussion group during a time period set by the proponent of the action to be taken; or (D) such other means as may be provided for in the By-laws. For the purpose of this Article, unless otherwise provided in the By-Laws, a quorum of the membership shall be deemed to exist whenever seven members are present of which three (3) of the members present are Board members and a quorum for a Board of Director's meeting shall be three (3) Board members.

ARTICLE XI: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

This corporation's initial Registered Office and its initial Registered Agent - who below signs this document making this appointment and thereby manifests acceptance of this appointment - shall be:

**DWAYNE MUNDY
2603 NE 10TH TERRACE
GAINESVILLE, FL 32609**

ARTICLE XII: INITIAL DIRECTORS

The names and addresses of the initial **Board of Directors** who shall hold office for a period of one (1) year or until successors are duly elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
DWAYNE MUNDY	2603 NE 10TH TERRACE GAINESVILLE, FL 32609
DAVID W. MINER	523 39TH STREET WEST BRADENTON, FL 34205
THERESA MCCORMICK	5194 HUNTINGTON CIRCLE NE ST. PETERSBURG, FL 33703
NINA CAMP	2941 BIG SKY BLVD. KISSIMMEE, FL 34744
LINDA GREEN	13221 SW 29 COURT DAVIE, FL 33330
LAURA BENSON	4805 GREENLEAF ROAD SARASOTA, FL 34233
MARVIN PAWLESS	5451 GRANDE LAGOON BLVD. PENSACOLA, FL 32507
MARY COOL	P.O. BOX 2410 DAYTONA BEACH, FL 32115
EULA WEST-VANDERGRIF	2498 LYNN LAKE CIRCLE SOUTH ST. PETERSBURG, FL 33712
CARL DURNBERG	2929 SW 3RD AVENUE MIAMI, FL 33129

ARTICLE XIII. SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
DWAYNE MUNDY	2603 NE 10TH TERRACE GAINESVILLE, FL 32609
THERESA MCCORMICK	5194 HUNTINGTON CIRCLE NE ST. PETERSBURG, FL 33703

IN WITNESS WHEREOF, the before named incorporators have hereunto set their hands and seals on this 13th day of **APRIL, 2002.**


WITNESS

 (SEAL)
DWAYNE MUNDY


WITNESS


WITNESS

 (SEAL)
THERESA MCCORMICK


WITNESS


WITNESS


DWAYNE MUNDY, who accepts
appointment as **REGISTERED AGENT**

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, on the 13th day of APRIL, 2002, personally appeared **DWAYNE MUNDY** and **THERESA MCCORMICK** BOTH to me well known and known to be the persons described in and who executed the foregoing instrument, and acknowledged to and before me that **THEY** executed said instrument for the purposes therein expressed.

My Commission Expires:
October 10, 2002



NOTARY PUBLIC -- DAVID W. MINER
MY COMMISSION #CC776567

(SEAL)

Bonded Thru Notary Public Underwriters

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