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FLORIDA NON-PROFIT CORPORATION

Arthur J. Gallagher Neighborhood School Parent Teach

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

**ARTHUR J. GALLAGHER NEIGHBORHOOD SCHOOL
PARENT TEACHER ORGANIZATION, INC.
(A Corporation Not For Profit)**

ARTICLE I

Name

The name of this corporation is the Arthur J. Gallagher Neighborhood School Parent Teacher Organization, Inc. (the "Corporation").

ARTICLE II

Principal Business Address

The street and mailing address of the initial principal office of the Corporation shall be at 3300 School House Road, Harmony, Florida 34773.

ARTICLE III

Purpose

The Corporation is organized exclusively for charitable, educational and scientific purposes all within the meaning of Section 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986 (the "Code"), and specifically to aid the students and teachers of the Arthur J. Gallagher Neighborhood School by providing support for educational and recreational needs and to promote open communication between administration, teachers and parents.

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon not for profit corporations, including, but without limitation thereon, to receive gifts, devises, bequests and contributions in any form, and to use, apply, invest and reinvest the principal or income therefrom or distribute the same for the above purposes.

Notwithstanding any other provisions herein, the Corporation shall not carry on any activities not permitted to be carried on:

(a) By an organization exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, and/or

(b) By an organization, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Code.

ARTICLE IV

Board of Directors

Section 1. The number of directors of the Corporation shall be three (3), which number may be increased or decreased from time to time, by the Bylaws, but shall never be less than three (3).

Section 2. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

ARTICLE V

Authority

The Corporation is organized pursuant to the Florida Corporations Not for Profit Law set forth in Chapter 617 of the Florida Statutes as a not for profit corporation.

ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 200 South Orange Avenue, SunTrust Center, Suite 2300, in the City of Orlando, County of Orange, 32801, and the name of the original registered agent at that address shall be A.G.C. Co.

ARTICLE VII

Qualification of Members

The membership of this Corporation shall constitute such persons as, from time to time hereafter, may become members, in the manner provided in the Bylaws. The members of this Corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this Corporation. Members of this Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation, and shall not be subject to any assessments.

ARTICLE VIII

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

Name

A.G.C. Co.

Address

200 South Orange Avenue
SunTrust Center, Suite 2300
P.O. Box 112
Orlando, Florida 32802

ARTICLE IX

Bylaws

Section 1. At the initial meeting of the Corporation, the Board of Directors of this Corporation may adopt such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary, provided the same shall not be inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Florida or the United States.

Section 2. Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of those members of the Corporation present at any regular meeting or any special meeting of the members called for that purpose as provided in the initial Bylaws.

ARTICLE X

Amendments

These Articles of Incorporation may be amended by a majority vote of those members of the Corporation present at any regular meeting or any special meeting of the members called for that purpose.

ARTICLE XI

Tax Exempt Status

No part of the net earnings or property of the Corporation shall inure to the benefit of, or be distributed to, any member, other than a member which is exempt from federal income tax under Section 501(c)(3) of the Code, director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions and furtherance of the purposes set forth in Article III hereof. The Corporation shall not have the power to declare dividends. No substantial part of the activities of the Corporation shall be 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 any candidate for public office. Notwithstanding any provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code. Notwithstanding anything herein to the contrary, the Corporation shall not take any action or omit to take any action or make any payment which would result in an avoidable tax liability under Sections 4940 through 4945 of the Code, or could result in termination of the Corporation's status as a private foundation under Section 507 of the Code.

ARTICLE XII

Distribution of Assets Upon 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 Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Circuit Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII

Indemnification

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand and seal this 7th day of June, 2004, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.

A.G.C. Co., as Incorporator

By: 

Kenneth C. Wright
Vice President

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Not For Profit Corporation Act, the following is submitted, in compliance with said statute:

That the Arthur J. Gallagher Neighborhood School Parent Teacher Organization, Inc. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named A.G.C. Co., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative to keeping open said office, and further state that it is familiar with §617.0501 et seq., Florida Statutes.

A.G.C. Co.

By: 

Kenneth C. Wright
Vice President

DATED: June 7, 2004

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