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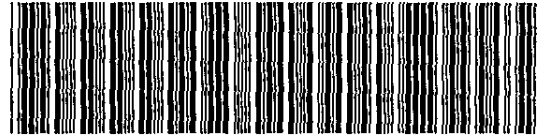
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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11/9/04
SA

The Law Office Of
Kristi M.
Odom, P.A.
ATTORNEY AT LAW

*KRISTI M. ODOM
*ALSO ADMITTED IN ALABAMA

1314 JACKSON AVENUE
CHIPLEY, FLORIDA 32428
(850) 638-7587
FAX (850) 638-3409

October 28, 2004

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

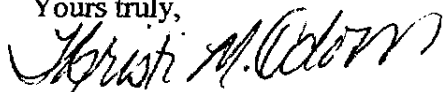
RE: Enclosed Articles of Organization

Dear Clerk:

Please file the enclosed Articles of Organization for North Central Panhandle Education Foundation, Inc. Attached is a check in the amount of \$78.75 to cover the filing fees, registered agent designation and certified copy.

If further information is required, please call and the same will be provided to you promptly. Thank you for your courtesies in this regard.

Yours truly,


Kristi M. Odom

Encl.



ARTICLES OF INCORPORATION
OF
FLORIDA NON- PROFIT CORPORATION

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TALLAHASSEE FLORIDA

ARTICLE I

CORPORATE NAME

The name of this Corporation is NORTH CENTRAL PANHANDLE
EDUCATION FOUNDATION, INC.

ARTICLE II

CORPORATE ADDRESS

The principal place of business of this Corporation will be 17731 Pear Street N.E.,
Blountstown, Florida 32424.

ARTICLE III

CORPORATE NATURE

This is a non-profit corporation, organized solely for educational purposes
pursuant to the Florida Corporations Not-For-Profit Law set forth in Section 617 of the
Florida Statutes, and it will act as a direct-support organization as set forth in Section
237.40 of the Florida Statutes.

ARTICLE IV

DURATION

The term of existence of the corporation is perpetual.

ARTICLE V

GENERAL AND SPECIFIC PURPOSES

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

- A. For the advancement of charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- B. The specific and exclusive purpose of this corporation is to operate as a direct-support organization created by the authority of Florida Statutes Section 237.40 to receive, hold, invest, and administer property and to make expenditures to or for the benefit of public pre-kindergarten through 12th grade education and vocational education and vocational education in Calhoun, Holmes and Washington Counties of Florida.
- C. To operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent Federal Tax Laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLES VI

MANAGEMENT OF CORPORATE AFFAIRS

Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three persons. The number of directors of the corporation shall be determined by the bylaws duly adopted.

The directors named herein as the first Board of Directors shall hold office until the first meeting of the Board of Directors at which time the Bay County School Board shall approve a Board of Directors.

The directors approved at the next scheduled meeting of the Calhoun, Holmes and Washington County Take Stock in Children Leadership Teams, and at all times thereafter, shall serve for a term as set forth by the By-laws. Members of the Board of Directors shall be approved by the Calhoun, Holmes and Washington County Take Stock in Children Leadership Teams.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law which related to actions so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

Nancy Finch, 1278 Booth Road, Chipley, Florida 32428

Olin Gilbert, 1287 Birdie Lane, Chipley, Florida 32428

Dr. Jim Kearce, Post Office Drawer, Blountstown, Florida 32424

Kristi M. Odom, 1314 Jackson Avenue, Chipley, Florida 32428

David Oglesby, 15168 N.W. Oglesby Road, Altha, Florida 32421

James Swafford, Post Office Box 947, Blountstown, Florida 32424

Don Walters, Post Office Box 149, Chipley, Florida 32428

ARTICLE VII

EARNINGS AND ACTIVITIES OF CORPORATION

- A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 purposes set forth in Article V hereof.
- B. 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 any candidate for public office.
- C. Notwithstanding any other 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 Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
- D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VIII

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, education, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

ARTICLE X

SUBSCRIBERS

The name and address of the Subscriber of this corporation is as follows:

James Swafford, Post Office Box 947, Blountstown, Florida 32424.

ARTICLE XII

AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitation set forth in the Corporations Not-For-Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefore in the By-Laws.

ARTICLE XIII

DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational, 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 XIV

REGISTERED AGENT AND ADDRESS

The address of the corporation's registered office shall be 17731 Pear Street, Blountstown, Florida, 32424, and the name of its registered agent at said address shall be James Swafford.

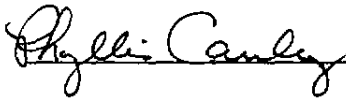
ARTICLE XV

AMENDMENT OF ARTICLES

Amendments to these articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

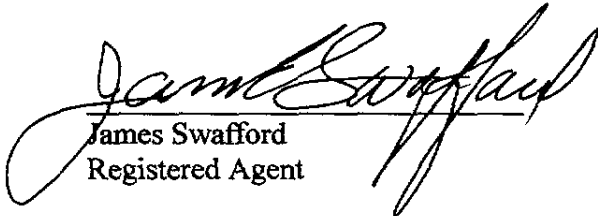
The undersigned, being the Subscriber and Incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 29 day of October, 2004.

WITNESSES:

 _____

James Swafford

 _____



James Swafford
Registered Agent

STATE OF FLORIDA

COUNTY OF Calhoun

BEFORE ME, the undersigned authority personally appeared JAMES SWAFFORD, to me known to be the person who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 29 day of October, 2004.

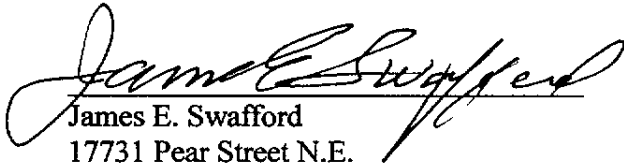
Mittie Y. Neel
Notary Public



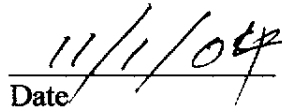
Mittie Y. Neel
MY COMMISSION # DD169418 EXPIRES
December 8, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

**ACCEPTANCE OF
REGISTERED AGENT/REGISTERED OFFICE**

Having been named as Registered Agent and to accept service of process for North Central Panhandle Education, Foundation, Inc., 17731 Pear Street N.E., Blountstown, Florida 32424, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as Registered Agent.


James E. Swafford

17731 Pear Street N.E.
Blountstown, Florida 32424


Date