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Noreen Fenner

Requester's Name

200 W. College, Ste 311B

Address

TLH, FL 32301 212-0226

City/State/Zip

Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Florida Coalition of Virtual School Families, Inc.

(Corporation Name)

(Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS

- ☐ Profit
- ☒ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

*Please call when ready.
212-0226*

ARTICLES OF INCORPORATION
OF
FLORIDA COALITION OF VIRTUAL SCHOOL FAMILIES, INC.

FILED
05 NOV -2 PM 3:16
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a not-for-profit corporation (the "Corporation") under the laws of the State of Florida, Chapter 617, Florida Statutes.

ARTICLE I

Name of the Corporation

The name of the Corporation shall be FLORIDA COALITION OF VIRTUAL SCHOOL FAMILIES, INC.

ARTICLE II

Address of the Corporation

The principal place of business and the mailing address of the Corporation is 200 West College Avenue, Suite 311B, Tallahassee, Florida 32301.

ARTICLE III

Nature of Business

The Corporation shall be organized as a not-for-profit corporation under chapter 617, Florida Statutes. The Corporation is organized and shall operate exclusively for social welfare and educational purposes as permitted in Section 501(c)(4) of the Internal Revenue Code of the United States, by, including but not limited to, advocating for public policy which furthers the advancement of virtual schools and distance learning opportunities. No part of the Corporation's earnings shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the

Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purpose. The Corporation shall not engage in any activity not permitted under Section 501(c)(4) of the Internal Revenue Code of the United States.

ARTICLE IV

Stock/Members

The Corporation shall not issue shares of stock, but shall consist of non-stock owning members who shall be admitted as set forth in the bylaws of the Corporation. The initial member(s) of the Corporation shall be Bernadette Swart, Rob Spangler, and Leslie Carter.

ARTICLE V

Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

Richard E. Coates, Esquire
200 West College Avenue
Suite 311B
Tallahassee, Florida 32301

ARTICLE VI

Term of Corporate Existence

The Corporation shall exist perpetually unless dissolved according to law. Upon dissolution of the Corporation, assets shall be distributed to a nonprofit fund, foundation, or corporation that is organized exclusively for either charitable or social welfare purposes, having established its tax exempt status under either Section 501(c)(3) or 501(c)(4) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to a state or local government, for a public purpose.

ARTICLE VII

Address of Registered Office and Registered Agent

The address of the initial registered office of the Corporation in the State of Florida shall be 200 West College Avenue, Suite 311B, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at the above address shall be Richard E. Coates. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

ARTICLE VIII

Number of Directors

The business of the Corporation shall be managed by a Board of Directors consisting of at least three persons, the exact number to be determined from time to time in accordance with the By-Laws. The directors shall be elected as provided in the bylaws.

ARTICLE IX

Initial Board of Directors

The initial Board of Directors shall consist of three members. The name and street address of the members of the initial Board of Directors of the Corporation, who shall hold office until the first annual meeting of the members, and thereafter until their successors have been elected and qualified are as follows:

Bernadette Swart
1892 Crestridge Drive
Clermont, Florida 34711

Rob Spangler
1125 27th Street North
St. Petersburg, Florida 33713

Leslie Carter
5580 NW Highway 41
Jasper, Florida 32052

ARTICLE X

Indemnification of Directors and Officers

(a) The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer, employee, or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interest of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which

such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(b) Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of members who were not parties to such action, suit or proceeding.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provision of paragraph (a) above upon a preliminary determination by the Board of Directors that such person has met the application standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, counsel chosen by it and not objected to in writing for valid reasons by such person shall conduct such defense. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are

conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

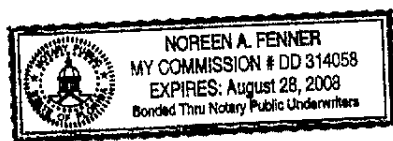
(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.


IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation has hereunto set his signature and seal this 2nd day of November 2005.


Richard E. Coates

STATE OF FLORIDA
COUNTY OF LEON

Richard E. Coates, who is personally known to me, acknowledged this instrument before me this 2nd day of November 2005.




Noreen A. Fenner
Notary Public
My commission expires: 8/29/08

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Florida Statutes Section 48.091 and 617.0501, the following is submitted:

FLORIDA COALITION OF VIRTUAL SCHOOL FAMILIES, INC., desiring to organize as a not-for-profit corporation under the laws of the State of Florida, has designated 200 West College Avenue, Suite 311B, Tallahassee, Florida 32301, as its initial Registered Office and has named Richard E. Coates, located at said address, as its initial Registered Agent.

11/2/15
Date

Richard E. Coates
Richard E. Coates
Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping the office open.

11/2/15
Date

Richard E. Coates
Richard E. Coates

FILED
05 NOV -2 PM 3:16
TALLAHASSEE, FLORIDA