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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**FAU-Treasure Coast University Schools, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
FAU-TREASURE COAST UNIVERSITY SCHOOLS, INC.**

Pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, the following is submitted:

**ARTICLE I**

Name, Principal Office & Registered Agent

- A. The name of this corporation (the "Corporation") shall be FAU-Treasure Coast University Schools, Inc.
- B. The principal office and mailing address of the Corporation will be located at 777 Glades Road, Boca Raton, FL 33431, or at such other address as may be determined by the Board of Directors.
- C. The initial registered agent of the Corporation is Glenn Thomas, whose address is 777 Glades Road, Boca Raton, FL 33431.

**ARTICLE II**

Purposes

A. General:

The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") and such purposes include:

1. To Provide:
  - a. a quality education for all students enrolled in a university-affiliated public school program that prepares students for success in postsecondary education and the workplace with committed involvement of post-secondary, business and community partners.

- b. a setting where faculty and graduate students can design, demonstrate, and analyze the effectiveness of new instructional materials, technological advances, and strategies under controlled conditions.
  - c. an environment for the systematic evaluation of prototype curriculum, materials and techniques appropriate to other Florida public schools.
2. To Serve as:
- a. a magnet to draw collaborating schools, districts, university and corporate partners into cooperative ventures including curriculum enhancement, technology leveraging, grant development and other activities benefiting grades K-20 education;
  - b. a demonstration school for exploring and refining results-based innovative teaching techniques and tools;
  - c. a professional teacher, counselor and administrator education center where in-service and preservice educators may observe and participate in exemplary teacher practices; and
  - d. a vehicle for the demonstration and dissemination of collaborative research findings, which have proven effective in schools and agencies across Florida, nationally and internationally.
3. To enhance generally the lawful purposes, interests, and objectives of the educational community within the overall development of the State of Florida.
4. To perform any of the foregoing activities directly or through the medium of donations, grants, loans, membership dues and assessments or other expenditures made to or for the benefit of individuals or organizations developing or performing services of a nature related to the purposes described hereinabove, either by the expenditure of the Corporation's income or principal assets, but always subject to the provisions of Section B of this Article II.

5. To do all other acts and things and carry on and conduct all other activities necessary, suitable, convenient, useful or expedient in connection with or incidental to the accomplishment of any of the purposes set forth herein to the fullest extent permitted by the laws of the State of Florida, but always subject to the provisions of Section B of this Article II.

B. Restrictions:

1. Notwithstanding any other provisions of these articles, this Corporation will not conduct any activity not permitted to be carried on by a Corporation in accordance with Chapter 617, Florida Statutes.
2. All of the funds and assets of this Corporation, together with the net earnings thereof and income realized thereon, shall be exclusively devoted to the purposes expressed herein.
3. No member, director or officer of the Corporation or any other private individual may receive or be entitled to receive, under any circumstances, any pecuniary benefit from the operations or liquidation of the Corporation, except for reasonable compensation for travel and related expenses actually rendered in effecting one or more of the purposes of the Corporation, as set forth in the Bylaws of this Corporation.
4. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director, trustee or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and payments and distributions may be made in furtherance of one or more of its purposes); and no director, trustee, officer, or any private individual shall be entitled to share in the distributions of any of the corporate assets on dissolution of the Corporation.
5. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

6. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended or replaced, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and Regulations as they now exist or they may hereafter be amended or replaced.
7. Upon the dissolution of the Corporation, the assets of the Corporation 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 a court of competent jurisdiction 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 court shall determine, *which are organized and operated exclusively for such purposes.*

### ARTICLE III

#### Membership

The sole member of the Corporation shall be the Florida Atlantic University Board of Trustees, a university board of the State of Florida University System constituted as provided in Article IX, Section 7 of the Florida Constitution ("FAU"). FAU shall have all of the rights and privileges of members as set forth in the Bylaws of the Corporation. Membership shall not be assignable or otherwise transferable.

#### ARTICLE IV

##### Duration

The duration of the Corporation is perpetual, unless sooner terminated pursuant to the provisions of the laws of the State of Florida.

#### ARTICLE V

##### Management

- A. The affairs of the Corporation shall be managed by a Board of Directors who shall be selected as provided by the Bylaws. The number of directors shall be established in the Bylaws, but shall not be less than five.
- B. Except as limited or provided in its Bylaws, the Corporation, by direction of its Board of Directors, has the power to do any and all things necessary to carry out the purposes of the Corporation and possesses all rights and privileges and immunities and enjoys all benefits granted to a Corporation of similar character under the laws of the State of Florida, including the right to hold and convey title to property whether real, personal, tangible, intangible or mixed.
- C. No person shall be authorized to act for the Corporation except as specifically provided by its Board of Directors or in the Bylaws.

#### ARTICLE VI

##### Officers

The officers of the Corporation shall be those specified in the Bylaws, and officers shall be elected as provided in the Bylaws.

## ARTICLE VII

### Directors

The number of members of the Board of Directors and election of such members shall be determined as provided in the Bylaws of the Corporation. Initially, the Board of Directors shall have seven ( 7 ) members. The names and addresses of the initial members of the Board of Directors of the Corporation to serve until their successors are qualified and elected pursuant to the Bylaws of the Corporation are:

Ms. Gerri McPherson, Vice President  
Florida Atlantic University  
500 N.W. University Blvd.  
Port St. Lucie, FL 34986

Mr. Michael Lannon, Superintendent  
St. Lucie County Schools  
4204 Okeechobee Rd.  
Ft Pierce, FL 34982

Dr. Gregory Aloia, Dean  
Florida Atlantic University  
777 Glades Rd.  
Boca Raton, FL 33431

Honorable Joseph Smith, County Commissioner  
St. Lucie County Commission  
2300 Virginia Ave.  
Ft. Pierce, FL 34982

Dr. Eliah Watlington  
Florida Atlantic University  
777 Glades Rd.  
Boca Raton, FL 33431

Ms. Debbie Hawley, Parent/Community Rep.  
8460 Immokalee Rd.  
Ft. Pierce, FL 34951

Dr. Jack Scott  
Florida Atlantic University  
500 N.W. University Blvd.  
Port St. Lucie, FL 34986

## ARTICLE VIII

### Bylaws

The Board of Directors of the Corporation shall adopt such Bylaws for the conduct of the business of the Corporation in carrying out its purpose as the Board of Directors may deem necessary from time to time; provided, however, such Bylaws shall not be inconsistent with the provisions of these Articles of Incorporation. The Board of Directors shall have the power to

amend, alter, or rescind the Bylaws or adopt new Bylaws with the duly authorized written approval of FAU.

## ARTICLE IX

### Articles of Incorporation

From time to time, and in furtherance of the exempt purposes for which the Corporation is being organized, any of the provisions of these *Articles of Incorporation* may be amended, altered, or repealed, and any other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted, in the manner and at the time prescribed by those laws. Such amendments, alternations or repeals shall be authorized from time to time by the Board of Directors with the duly authorized written approval of FAU. The Articles of Amendment of the Articles of Incorporation may be signed by an officer of the Corporation.

## ARTICLE X

### Indemnification

The Corporation shall indemnify the officers, directors, employees and agents of the Corporation to the fullest extent permitted by the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes. This indemnification provision shall not be deemed to be exclusive of any other rights to which such officers, directors, employees, and agents may be entitled under the Bylaws, any agreement with the Corporation, any insurance maintained by the Corporation, or otherwise.



ARTICLE XI

Incorporation

The names and residence addresses of the subscribing incorporators are:

Ms. Gerri McPherson, Vice President  
Florida Atlantic University  
500 N.W. University Blvd.  
Port St. Lucie, FL 34986

Mr. Michael Lannon, Superintendent  
St. Lucie County Schools  
4204 Okeechobee Rd.  
Ft Pierce, FL 34982

Dr. Gregory Aloia, Dean  
Florida Atlantic University  
777 Glades Rd.  
Boca Raton, FL 33431

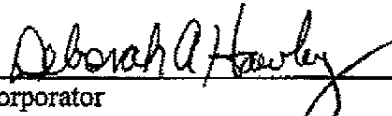
Honorable Joseph Smith, County Commissioner  
St. Lucie County Commission  
2300 Virginia Ave.  
Ft. Pierce, FL 34982

Dr. Eliah Watlington  
Florida Atlantic University  
777 Glades Rd.  
Boca Raton, FL 33431


Ms. Debbie Hawley, Parent/Community Rep.  
8460 Immokalee Rd.  
Ft. Pierce, FL 34951

Dr. Jack Scott  
Florida Atlantic University  
500 N.W. University Blvd.  
Port St. Lucie, FL 34986

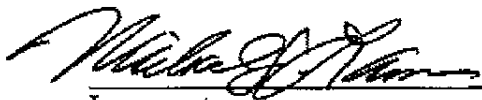
Signed by the incorporators of the Corporation this 10<sup>th</sup> day of August, 2006.

  
Incorporator

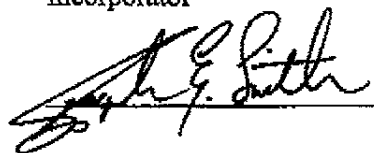
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Incorporator

Date

Elisha J. Worthington  
Incorporator

8/10/06  
Date

Jack Scott  
Incorporator

8/10/06  
Date

\_\_\_\_\_  
Incorporator

\_\_\_\_\_  
Date

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

**FAU - TREASURE COAST UNIVERSITY SCHOOLS, INC.**

2. The name and address of the registered agent and office are:

Glenn Thomas  
777 Glades Road  
Boca Raton, FL 33431

*Having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this certificate, 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 I am familiar with and accept the obligations of my position as registered agent.*

  
Glenn Thomas

August 10, 2006  
Date