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**ARTICLES OF INCORPORATION  
OF  
FLORIDA SCHOOL BOARDS EDUCATIONAL LEADERSHIP  
FOUNDATION, INC.**

(A Not-for-Profit Florida Corporation)

**FILED**  
10 FEB -9 AM 9:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THE UNDERSIGNED**, as incorporator and on behalf of a not-for-profit, non-stock corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation

**ARTICLE I – NAME**

The name of the corporation is “Florida School Boards Educational Leadership Foundation, Inc.,” (the “Corporation”).

**ARTICLE II – DURATION**

The Corporation shall have perpetual existence unless dissolved pursuant to law.

**ARTICLE III – NON-STOCK CORPORATION**

The Corporation shall be organized (and shall be operated) on a non-stock basis under the Florida Not-for-Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the Bylaws.

**ARTICLE IV – PURPOSES**

1. The primary purposes for which the Corporation is organized are for the provision of education with a focus on the training, development, support and enrichment of Florida school board members, superintendents, students and other education personnel as deemed appropriate by the Board of Directors for the advancement of education in the state of Florida. Second, the Corporation is organized to conduct research and analysis in education. Third, the Corporation will recognize educational leadership and achievements in Florida.

2. Other purposes include:

- A. encouraging and facilitating the process of cooperative planning and action for research, surveys and demonstrations in the field of education;
- B. disseminating, through appropriate channels, findings and recommendations derived from educational research, whether conducted by the Corporation or by others;
- C. supporting education-related projects which are of statewide significance and interest; and

- D. seeking adequate funds from foundations, corporations, government agencies and other organizations to finance projects of the Corporation which are consistent with the purposes

Furthermore, the Corporation is organized for transacting any and all lawful business for which corporations may be incorporated under the Florida Not-for-profit Corporation Act and to distribute the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and regulations issued pursuant thereto, as they now exist or as they may hereafter be amended.

3. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set for the in Section 501 (c)(3) of the Internal Revenue Code and the regulations thereunder as the same now exist or as they may be hereinafter amended from time-to-time.

4. No part of the net earnings of the Corporation shall inure to the benefit of , or be distributable to any director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon the 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 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 distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

7. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

8. The Corporation shall not retain any excess business holding as defined in Section 4943(c) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

9. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

10. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

11. Notwithstanding any other provision of these Articles of Incorporation, 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 Internal Revenue Code and regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said regulations as they now exist or as they may hereafter be amended.

12. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious 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 (or the corresponding provisions of any future United States Internal Revenue law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where 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 V – MEMBERS**

This Corporation shall have a membership consisting of the Board of Directors of the Corporation serving from time-to-time.

## **ARTICLE VI – DIRECTORS**

1. The affairs of the Corporation shall be governed by a Board of Directors (the “Board”), subject to the restriction that, except as specifically set forth to the contrary in the Bylaws, the exercise of any powers or actions of the Board shall require the approval thereof by a majority vote of the Board present at a meeting at which a quorum of no less than fifty percent (50%) of the directors is present. The affirmative vote of a majority of the total number of directors shall be necessary for the following corporate actions:

- A. Approval of charitable gifts, transfers, distributions and grants by the Corporation to other entities.
- B. Adoption of an amendment to the Articles of Incorporation or the Bylaws.
- C. Organization of a subsidiary or affiliate by the Corporation.
- D. Approval of any merger, consolidation or sale or other transfer of all or a substantial part of the assets of the Corporation.

2. Each Director other than ex-officio Directors will serve a two (2) year term following an election and said term shall continue until a successor shall have been duly elected and qualified. A director may be elected to succeed him/herself.

3. The Board of Directors shall be comprised of no fewer than three (3) directors. The number of directors and their manner of selection shall be prescribed in the Bylaws.

#### **ARTICLE VII – ADDRESS**

The street address of the principal office of this Corporation in the State of Florida is:

203 South Monroe Street  
Tallahassee, Florida 32301

The Board may, from time-to-time, move its principal office in the State of Florida to another place in this state.

#### **ARTICLE VIII – REGISTERED AGENT AND OFFICE**

The registered agent and registered office of the Corporation shall be:

Dr. Wayne Blanton  
203 South Monroe Street  
Tallahassee, Florida 32301

#### **ARTICLE IX – AMENDMENT**

These Articles of Incorporation may be amended in the manner and with the vote provided by these Articles of Incorporation, unless the laws of the State of Florida require a different manner or vote.

#### **ARTICLE X – BYLAWS**

The Board of Directors of this Corporation shall adopt Bylaws for the governance of this Corporation, which shall be subordinate only to the Articles of Incorporation and the laws of the

United States and the State of Florida. The Board of Directors may amend the Bylaws from time-to-time.

### ARTICLE XI – INCORPORATOR

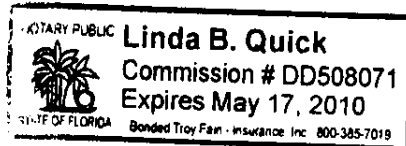
The name and address of the incorporator of this Corporation are as follows:

Dr. Wayne Blanton,  
203 South Monroe Street  
Tallahassee, Florida 32301.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9<sup>th</sup> day of February 2010.

Wayne Blanton  
Wayne Blanton, Incorporator

ACKNOWLEDGED BEFORE ME by Wayne Blanton, who is ☒ personally known to me or \_\_\_\_\_ who produced \_\_\_\_\_ as identification (check one), and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed the said instrument for the purposes therein expressed:



Linda B. Quick  
NOTARY PUBLIC – STATE OF FLORIDA  
Print name: Linda B. Quick

My Commission Expires: 5-17-2010

### ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I agree to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open said office for service of process.

Wayne Blanton  
WAYNE BLANTON, Registered Agent

Date: 2/9/2010, 2010