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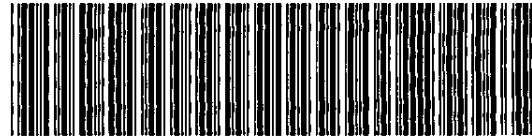
(Business Entity Name)

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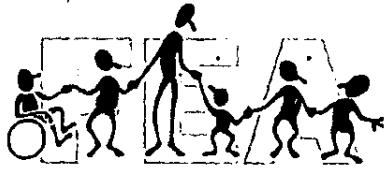
11-6-10

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PS 11/15/10



## **FLORIDA EDUCATION ADVOCATE, INC.**

557 Noremac Avenue • Deltona, FL 32738  
Phone 386-801-7882 • FloridaEducationAdvocate@gmail.com  
Facebook: facebook.com/floridaeducationadvocate

November <sup>8</sup>~~11~~, 2010

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Subject: Florida Education Advocate, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$87.50 for the filing fee, certified copy and certificate of status.

Please file the Articles of Incorporation and forward to me a certified copy and certificate of status.

Best Regards,

FLORIDA EDUCATION ADVOCATE, INC.

By Jamison Jessup, as its Executive Director

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ARTICLES OF INCORPORATION OF  
**FLORIDA EDUCATION ADVOCATE, INC.**

In compliance with § 617, Florida Statutes, (Not for Profit)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation acting in compliance with § 617, Florida Statutes, the "Florida Not For Profit Corporation Act", adopt the following articles of incorporation for such corporation:

**ARTICLE I - NAME**

EFFECTIVE DATE 11-6-10

The name of the Corporation shall be **FLORIDA EDUCATION ADVOCATE, INC.**

**ARTICLE II - PRINCIPAL AND MAILING ADDRESS**

The principal street and mailing address of the Corporation is 557 Noremac Avenue, Deltona, Florida 32738. From time to time the Board of Directors may change the principal and mailing address by a majority vote.

**ARTICLE III - PURPOSES**

The purpose of the Corporation shall be to provide low cost and affordable training, resources, advocacy services and assistance to students, their parents and others interested in helping students and parents access and obtain a free and appropriate public education in the least restrictive environment. This Corporation shall seek to provide services and resources to students with disabilities, students who are gifted and/or students who are at-risk for dropping out of school and/or not graduating and/or who may not be progressing satisfactorily through the education process.

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Corporation may receive and administer funds for scientific, religious, educational, and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Law.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any 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 member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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.

Any salaries, wages, together with fringe benefits or other forms of compensation (housing, transportation and other allowances) paid to or provided to our employees, directors, or officers will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with similar positions.

Any director or member who receives compensation, directly or indirectly, from the Corporation for services, goods and/or employment shall be precluded from voting on matters pertaining to his/her own compensation except that a director may vote for the overall budget providing the compensation matter related to the affected director shall be approved - with the affected director abstaining - by a majority vote of the remaining directors prior to voting on the overall budget.

In any taxable year in which this Corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the Corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue code; 3) shall not retain any excess business holdings as defined by Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the Corporation to tax under 4944 of the Internal Revenue Code; and, 5) shall not make any taxable expenditures as defined by Section 4945(d) of the Internal Revenue Code.

The Corporation shall indemnify a director, officer or employee of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director, officer or employee was a party because the director, officers or employee is or was a director, officer or employee of the Corporation against reasonable attorney's fees and expenses incurred by the director, officer or employee in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual was a director, officer or employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the Board of Directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the Board of Directors.

The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as director, officer, employee or agent of another foreign or domestic corporation,

partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as director, officer, employee or agent of the Corporation, whether or not the Corporation would have the power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expense to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney's fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" or "agent" shall include their heirs, estates, executors, administrators and personal representatives of such persons.

#### **ARTICLE IV - GOVERNANCE**

Accept as otherwise prescribed herein or provided in the Bylaws, the legislative and policy making powers of the Corporation shall be invested in the Board of Directors. The Board of Directors shall provide for the exercise of its powers, purpose and for the performance of all duties and obligations imposed upon the Corporation by law.

The administrative authority is vested in the Executive Officers of the corporation. The Executive Officers are the Executive Director, Treasurer and Secretary. The method by which the Executive Officers are elected/or appointed as well as their powers, duties and terms shall be prescribed in the Bylaws.

The Bylaws may also provide powers and duties of the Members of the Corporation as well as the qualifications and method by which one becomes a Member of the Corporation. The Bylaws may provide for one or more classes of membership.

Except for the purpose of inquiry and information, the Board of Directors, its directors, and the Members of the Corporation, including committees thereof, are expressly prohibited from interfering with the performance of the duties of any Corporation employee who is under the direct or indirect supervision of the Executive Director. Such action shall be malfeasance within the meaning found in the Bylaws.

#### **ARTICLE V - ELECTION OF DIRECTORS AND OFFICERS**

The initial directors and officers were elected by a majority vote of the incorporators. The Board of Directors will hold elections at its first meeting to elect permanent directors and

officers. Thereafter, directors and officers of the Corporation shall be elected and/or appointed in the manner prescribed in the Bylaws.

#### **ARTICLE VI - INITIAL DIRECTORS AND OFFICERS**

The names and address of the persons who shall serve as directors and officers until the first meeting of the Board of Directors, or until their successors shall have been elected and qualified, are as follows:

**Jamison Jessup, Executive Director**  
**557 Noremac Avenue**  
**Deltona, FL 32738**

**David Santiago, Director**  
**2631 Eustace Avenue**  
**Deltona, FL 32725**

**Deborah Seelinger, Director**  
**730 Amhurst Drive**  
**Orange City, FL 32763**

#### **VII - REGISTERED AGENT**

The name and Florida Street address of the registered agent is:

**Jamison Jessup**  
**557 Noremac Avenue**  
**Deltona, FL 32738.**

From time to time the Board of Directors may change the Registered Agent and the Registered Office by a majority vote of the Board of Directors.

#### **VIII - INCORPORATOR**

The name and address of the incorporator is:

**Jamison Jessup**  
**557 Noremac Avenue**  
**Deltona, FL 32738**

#### **IX - BYLAWS AND AMENDMENTS**

A simple majority vote of the Board of Directors shall enact Bylaws to further describe how the Corporation will be governed consistent with these Articles of Incorporation.

Thereafter, these Articles of Incorporation and such Bylaws may only be amended by a supermajority vote of the Board of Directors.<sup>1</sup>

### **X - DISTRIBUTION OF ASSETS UPON DISSOLUTION OF CORPORATION**

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

### **XI - EFFECTIVE DATE OF CORPORATION**

The effective date of this Articles of Incorporation is November 6, 2010.

### **ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Date: 11-8-10

  
\_\_\_\_\_  
JAMISON JESSUP, Registered Agent

### **SUBMISSION BY INCORPORATOR**

I, the undersigned incorporator, submit these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in § 817.155, Florida Statutes.

  
\_\_\_\_\_  
JAMISON JESSUP, Incorporator

FILED  
NOV 10 PM 3:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

<sup>1</sup> "Supermajority" as used herein, shall mean two (2) if the existing Board of Directors consists of no more than three (3) directors. Otherwise, the term "supermajority" shall mean 75% of the existing Board of Directors.

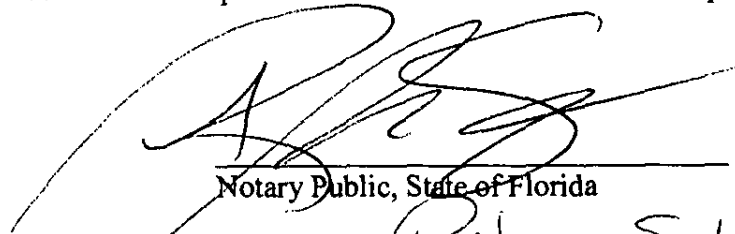
State of Florida  
County of Volusia

Sworn to (or affirmed) and subscribed before me this 8<sup>th</sup> day of November, 2010 by JAMISON JESSUP who is personally known to me or who has presented a Florida Drivers License as proof of his identity.

My Commissioner Expires:

4.14.14

(Notary Stamp)

  
Notary Public, State of Florida

Printed Name: Rebecca Sykes



REBECCA L. SYKES  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # DD982341  
EXPIRES 4/14/2014  
BONDED THRU 1-888-NOTARY1