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DIVISION OF CORPORATIONS
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2011 JUL 15 8:20 AM

TALLAHASSEE
Suite 200
1500 Mahan Drive
Tallahassee, Florida 32308
(850) 224-4070 Tel
(850) 224-4073 Fax

**Nabors
Giblin &
Nickerson** P.A.
ATTORNEYS AT LAW

FORT LAUDERDALE
208 S.E. Sixth Street
Fort Lauderdale, Florida 33301
(954) 525-8000 Tel
(954) 525-8331 Fax

TAMPA
Suite 1060
2502 Rocky Point Drive
Tampa, Florida 33607
(813) 281-2222 Tel
(813) 281-0129 Fax

VIA HAND DELIVERY

July 15, 2011

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32302

Re: Sunbiz Account No. I20100000052


Dear Sir or Madam:

Enclosed for filing please find the original Articles of Incorporation for HERNANDO SCHOOL BOARD LEASING CORPORATION. I have also enclosed two copies of the Articles of Incorporation as required. After filing the Articles of Incorporation, I would like to have a certified copy of the Articles of Incorporation, as well as a Certificate of Good Standing.

I understand that the charge for this service is \$87.50 (filing fee, certified copy and certificate). Please deduct the cost from our Sunbiz account listed above. Also, please call me when the documents are ready and I will have a runner pick them up.

Thank you for your attention to this matter.

Very truly yours,


Sarah Blalock
Legal Assistant

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: HERNANDO SCHOOL BOARD LEASING CORPORATION
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Sarah Blalock
Name (Printed or typed)

1500 Mahan Drive, Suite 200
Address

Tallahassee, FL 32308
City, State & Zip

(850)224-4070
Daytime Telephone number

cserrano@ngn-tampa.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

FILED

2011 JUL 15 PM 4:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
HERNANDO SCHOOL BOARD LEASING CORPORATION
(A NOT-FOR-PROFIT CORPORATION)**

In order to form a corporation under and in accordance with the provisions of the State of Florida for the formation of not-for-profit corporations, we, the undersigned, do hereby associate ourselves together as an educational corporation for the purpose and with the powers hereinafter set forth, and to accomplish that objective we do hereby make, adopt and subscribe these Articles of Incorporation.

I

NAME OF CORPORATION

The name of the corporation shall be:

HERNANDO SCHOOL BOARD LEASING CORPORATION

II

OFFICE

The initial principal office and mailing address of the corporation shall be:

919 North Broad Street
Brooksville, FL 34601
Attention: Superintendent

III

PURPOSES

The purposes for which this corporation is formed are:

(a) To acquire and construct, from time to time, various projects, consisting of real and/or personal property (the "Projects") pursuant to lease-purchase or master lease-purchase program(s) with the School Board of Hernando County, Florida (the "School Board") referred to below.

(b) To lease, from time to time, the Projects and the sites on which such Projects will be located to the School Board, as governing body of the School District of Hernando County, Florida pursuant to lease-purchase agreements or master lease-purchase agreements and ground lease agreements, between the corporation, as lessor, and the School Board as lessee.

(c) To deposit or cause to be deposited with a trustee or trustees or paying agent certain sums of money from time to time to be credited, held and applied in accordance with a trust agreement or agreements utilized in such lease-purchase programs.

(d) To provide, together with the trustee or trustees or paying agent and the School Board, for the payment of the cost of constructing, acquiring and installing the Projects by the issuance and sale from time to time of certificates of participation or other forms of obligations, which represent undivided proportionate interests in payments made by the School Board pursuant to a lease-purchase agreement or master lease-purchase agreement, or of lease revenue bonds issued by the corporation (collectively, the "Obligations").

(e) To assign to a trustee or trustees or paying agent all of the corporation's right, title and interest in and to a lease-purchase agreement, master lease-purchase agreement or ground lease agreement (other than any rights specifically preserved thereunder), including its right to receive payments under such lease-purchase agreement or master lease-purchase agreement.

(f) With the prior consent of the School Board, to carry on or engage in any other activity which the corporation may deem proper or convenient in connection with the purposes hereinabove stated, provided, however, that the corporation shall at all times be operated as a not-for-profit organization as provided in Chapter 617, Florida Statutes.

IV

LIMITATIONS

All assets, revenues and income, if any, of the corporation shall be used exclusively for the payment of the Obligations or for the Projects, including the payment of expenses incidental thereto, and no part of the assets, revenues or income, if any, of the corporation shall inure to the benefit of any private person, entity or individual.

No part of the revenues or income, if any, of the corporation shall inure to the benefit or be distributable to its members, trustees, officers, directors 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 herein. 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.

V

MEMBERSHIP

The sole members of the corporation shall be members of the School Board who shall be ex-officio members. The sole membership, or any interest in such membership, shall not be assignable or otherwise transferable.

VI

TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual.

VII

POWERS

The corporation shall have all powers under law which are necessary to carry out its purposes as described in Article III hereof. The corporation is prohibited from engaging in any business other than owning, financing, acquiring, constructing, installing and leasing the Projects as provided herein. The corporation may incur no debt other than the Obligations. The corporation may not dispose of or encumber the Projects except as provided in any lease-purchase agreement or master lease-purchase agreement relating thereto and any trust agreement relating thereto.

VIII

BOARD OF DIRECTORS

(a) The affairs of the corporation shall be managed by a Board of Directors. Unless the members at their annual meeting shall determine otherwise, the Board of Directors shall consist of the lesser of (i) all of the members of the School Board who shall be ex-officio Directors or (ii) at the option of the members of the School Board, such lesser number of members of the School Board selected by the School Board as members of the Board of Directors, but in no event less than three members of the School Board. Said Board of Directors shall have the rights and duties of directors of corporations under Chapter 617, Florida Statutes. Upon taking the position as members

of the School Board serving as a member of the Board of Directors in accordance with the immediately preceding sentence, the persons holding such positions shall immediately become members of the Board of Directors as long as such members continue to serve in such capacity unless a member or members choose not to serve in such capacity. Unless the members at their annual meeting shall determine otherwise, the Chairman of the School Board shall be the ex-officio Chairman of the Board of Directors of the corporation, and the Vice-Chairman of the School Board shall be the ex-officio Vice-Chairman of the Board of Directors of the corporation.

(b) The name and address of each person who is to serve as an initial Director of this corporation are set forth below:

<u>Name</u>	<u>Position</u>	<u>Address</u>
James C. Yant	Chairman	919 North Broad Street Brooksville, FL 34601
Dianne Bonfield	Vice Chairman	919 North Broad Street Brooksville, FL 34601
Cynthia J. Moore	Member	919 North Broad Street Brooksville, FL 34601
John K. Sweeney	Member	919 North Broad Street Brooksville, FL 34601
[TBD]	Member	919 North Broad Street Brooksville, FL 34601

IX

OFFICERS

The officers of the corporation shall consist of a President, one or more Vice-Presidents, a Secretary/Treasurer and such additional officers as may be designated in the corporate bylaws. Unless the Board of Directors shall provide otherwise at their annual meeting or special meeting, the Chairman of the Board of Directors shall be the ex-officio President of the corporation, the Vice-Chairman of the Board of Directors shall be the ex-officio Vice-President of the corporation, and the Secretary/Superintendent of the School Board shall be the ex-officio Secretary/Treasurer of the corporation. The duties of the officers shall be as set forth in the corporate bylaws. The name and address of each person who is to serve as an initial officer of this corporation are set forth below:

<u>Position</u>	<u>Name</u>	<u>Address</u>
President	James C. Yant	919 North Broad Street Brooksville, FL 34601
Vice-President	Dianne Bonfield	919 North Broad Street Brooksville, FL 34601
Secretary/Treasurer	Bryan A. Blavatt	919 North Broad Street Brooksville, FL 34601

X

BYLAWS

The first Board of Directors of the corporation shall adopt bylaws consistent with these Articles of Incorporation. Thereafter, the bylaws may be altered or rescinded by the Board of Directors in the manner provided by such bylaws.

XI

REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation shall be located at Hernando School Board Leasing Corporation, c/o School Board of Hernando County, Florida, 919 North Broad Street, Brooksville, Florida 34601. Bryan A. Blavatt is the initial registered agent at that address.

XII

INCORPORATORS

The names and addresses of the incorporators of this corporation are as follows:

<u>Name</u>	<u>Address</u>
James C. Yant	919 North Broad Street Brooksville, FL 34601
Bryan A. Blavatt	919 North Broad Street Brooksville, FL 34601

XIII

DISTRIBUTION UPON DISSOLUTION

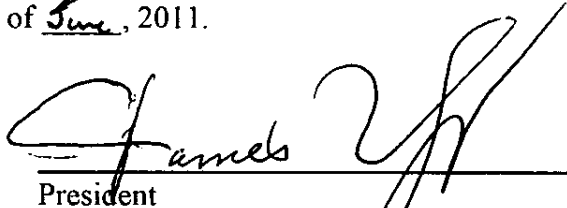
Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, transfer all of the assets of the corporation to the School Board to be used for governmental purposes by the School Board.

XIV


AMENDMENT

The corporation reserves the right to alter, amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, by an affirmative vote of the majority of the total number of members of the Board of Directors at any regular or special meeting of the Board of Directors or by such other manner as shall be provided by law; provided that written notice of the proposed amendment has been given each director ten (10) days prior to the meeting; provided, further, that any such amendment which would adversely affect the rights of the owners of the Obligations must be approved by the trustee or trustees for such Obligations so long as the Obligations remain outstanding.

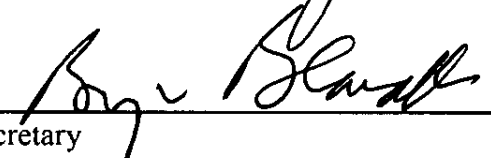
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation the 21st day of June, 2011.



President

Approved as to form


General Counsel, HCSB



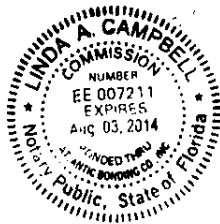
Secretary

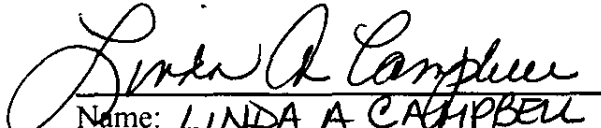
STATE OF FLORIDA)
) SS
COUNTY OF HERNANDO)

The foregoing Articles of Incorporation was acknowledged before this 21st day of June, 2011 by James C. Yant and Bryan A. Blavatt, President and Secretary, respectively, of the Hernando School Board Leasing Corporation. Such person(s) did not take an oath and:

- ☒ is/are personally known to me.
- ☐ produced a current Florida driver's license as identification.
- ☐ produced _____ as identification.

(SEAL)

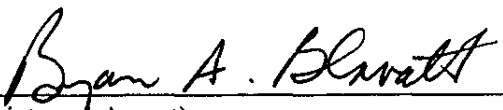



Name: LINDA A CAMPBELL
Notary Public, State of Florida
My Commission Expires:

**APPOINTMENT OF REGISTERED AGENT AND
DESIGNATION OF REGISTERED OFFICE**

Pursuant to Section 617.0501, Florida Statutes, the Hernando School Board Leasing Corporation hereby appoints Bryan A. Blavatt as its initial registered agent to accept service of process within the state of Florida on behalf of Hernando School Board Leasing Corporation. Hernando School Board Leasing Corporation further designates 919 North Broad Street Brooksville, FL 34601 as the initial registered office of Hernando School Board Leasing Corporation.

Having been named as the registered agent to accept service of process for the above not-for-profit corporation at the place designated in this certificate, I hereby accept appointment in such capacity, and agree to comply with the provisions of Chapter 617, Florida Statutes, relative to acting as registered agent and maintaining the registered office. I further state that I am familiar with, and accept, the obligations provided in Chapter 617, Florida Statutes, particularly Section 617.0503, Florida Statutes.



(Registered Agent)

2011 JUL 15 PM 4:36

FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA