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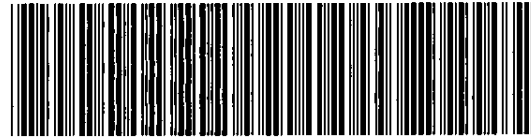
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Envers DEC 30 2011

COVER LETTER

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

SUBJECT: Association for Gifted and Talented Education for Santa Rosa County, Inc.
(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: Jill K. Satterwhite
Name (Printed or typed)

226 Palafox Place, Ninth Floor
Address

Pensacola, FL 32502
City, State & Zip

850-434-2411 (x167)
Daytime Telephone number

jsatterwhite@shellfleming.com
E-mail address: (to be used for future annual report notification)

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

ARTICLES OF INCORPORATION

OF

**ASSOCIATION FOR GIFTED AND TALENTED
EDUCATION FOR SANTA ROSA COUNTY, INC.**

A FLORIDA NONPROFIT CORPORATION

ARTICLE ONE

Name

The name of the Corporation is Association for Gifted and Talented Education for Santa Rosa County, Inc. (hereafter "Corporation").

ARTICLE TWO

Principal Office and Address

The address of the principal office of the Corporation is 226 Palafox Place, Ninth Floor, Pensacola, Florida 32502, and the mailing address of the Corporation is P.O. Box 1831, Pensacola, Florida 32591-1831.

ARTICLE THREE

Duration

The term of existence of the Corporation is perpetual. The corporate existence will commence on January 1, 2012.

ARTICLE FOUR

Purpose

The purpose for which the Corporation is organized is to promote excellence in the education of gifted and talented students in Santa Rosa County, Florida, both within the public school system and within the community. The Corporation is organized exclusively for charitable and educational 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 the corresponding section of any future federal tax code.

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TALLAHASSEE, FLORIDA

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No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, 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 in above paragraph. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE FIVE

Directors

The Board shall be comprised of at least three (3) directors, but not more than fifteen (15) directors. Each director shall be a member of the Corporation.

Beginning January 1, 2012, the Board shall be comprised of three directors who shall serve until May 31, 2012. Beginning June 1, 2012, board members shall serve during a fiscal year commencing June 1st and ending May 31st. Directors shall serve for a two year term, with the exception that half of the directors (rounded up if there is an odd number of directors) appointed to serve commencing June 1, 2012 shall serve for a three (3) year term.

Each Board shall appoint members of the Corporation to vacant board positions. The Board may form a committee to propose a slate of members to fill vacant board positions. When appointing members to vacant board positions, the Board shall consider the overall composition of the Board giving consideration to maintaining a Board whose members represent different geographical areas of Santa Rosa County, Florida, different grade levels and different roles in gifted and talented education (such as educators, parents, students, administrators and community leaders).

ARTICLE SIX

Registered Office and Agent

The initial registered office of the Corporation shall be located at 226 Palafox Place, Ninth Floor, Pensacola, Florida 32502. The initial registered agent of the Corporation at that address shall be Jill K. Satterwhite.

ARTICLE SEVEN

Incorporators

The names and residence addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Jill K. Satterwhite	226 Palafox Place, Ninth Floor Pensacola, FL 32502
Karin A. Garvin	1801 West Garden Street Pensacola, FL 32502

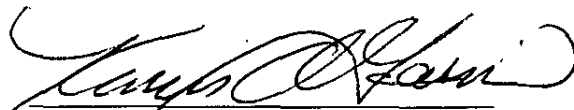
ARTICLE EIGHT

Dissolution

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the 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. 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.

IN WITNESS WHEREOF, we have subscribed our names this 29 day of December, 2011.

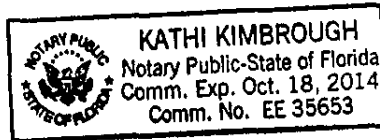

Jill K. Satterwhite, Incorporator

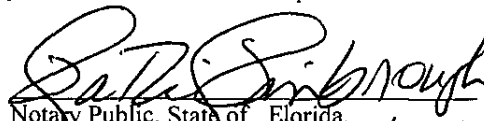

Karin A. Garvin, Incorporator

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 29 day of December, 2011, by **Jill K. Satterwhite**, who personally appeared before me and who is personally known to me or who has produced driver's license as identification.



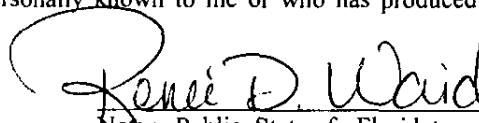

Notary Public, State of Florida
Printed Name: Kathi Kimbrough

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 29 day of December, 2011, by **Karin A. Garvin**, who personally appeared before me and who is personally known to me or who has produced driver's license as identification.




Notary Public, State of Florida
Printed Name: Renee D. Waid

This instrument was prepared by:
Jill K. Satterwhite
226 Palafox Place, Ninth Floor
Pensacola, FL 32502

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, JILL K. SATTERWHITE, am familiar with and hereby accept the appointment as Registered Agent for Association for Gifted and Talented Education for Santa Rosa County, Inc., as set forth in the Articles of Incorporation filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand this 29 day of December, 2011.


JILL K. SATTERWHITE

226 Palafox Place, Ninth Floor
Pensacola, FL 32502

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