

N130000008482

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

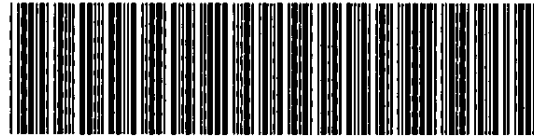
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



800251389858

09/20/13--01001--011 \*\*78.75

RECEIVED

13 SEP 20 AM 10:20

DIVISION OF CORPORATIONS

FILED

13 SEP 20 AM 8:33

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MD 9/23

Bryant Miller Olive  
Requester's Name  
101 N. Monroe St. Suite 900  
Address  
850-  
Tallahassee FL 32301 2228611  
City/State/Zip Phone #

FILED  
13 SEP 20 AM 8:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Gadsden County School Board Leasing Corporation  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time \_\_\_\_\_ ☒ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit  
☒ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

Examiner's Initials

## COVER LETTER

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

**SUBJECT:** GADSDEN COUNTY 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: Bryant Miller Olive P.A.**  
Name (Printed or typed)

**101 North Monroe St., Suite 900**  
Address

**Tallahassee, FL 32301**  
City, State & Zip

**850-222-8611 (Pam Bailey)**  
Daytime Telephone number

E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION**  
**OF**  
**GADSDEN COUNTY SCHOOL BOARD LEASING CORPORATION**

The undersigned does hereby make, subscribe and acknowledge these Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida.

**ARTICLE I**  
**NAME**

The name of the corporation is Gadsden County School Board Leasing Corporation (the "Corporation"). The principal address of the Corporation is 35 Martin Luther King, Jr. Boulevard, Quincy, Florida 32351.

**ARTICLE II**  
**PURPOSE**

The purpose for which the Corporation is organized and the business and objectives to be carried on and promoted by the Corporation are as follows:

A. To assist The School Board of Gadsden County, Florida (the "School Board"), as its instrumentality and direct-support organization in the development, financing, construction, acquisition and operation of educational capital projects and equipment in Gadsden County, Florida, consisting of real and/or personal property (the "Projects").

B. To acquire by gift, lease or purchase, and to sell, convey, lease, assign, mortgage, or otherwise encumber any property, real and/or personal, incidental to the provisions of such Projects.

C. To lease, from time to time, Projects to the School Board pursuant to the lease agreements or master lease agreements, with or without purchase options (the "Agreements"), between the Corporation, as lessor, and the School Board, as lessee.

D. To assign to a bank, leasing company, or other financial institution, or to a trust company acting on behalf thereof (the "Assignee"), all of the Corporation's right, title and interest in

FILED  
13 SEP 20 AM 8:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

and to any Agreements (other than any rights specifically reserved thereunder), including its right to receive payments under such Agreements and to enforce the provisions thereof.

E. To provide, together with the Assignee and the School Board, for the payment of the cost of construction, acquiring and installing the Projects by: (i) the assignment of the Corporation's right to receive payments under any Agreement; or (ii) the issuance and sale from time to time, (a) by the Assignee of certificates of participation, which represent undivided proportionate interests in payments to be made by the School Board to the Corporation pursuant to an Agreement, or (b) by the Corporation of lease revenue bonds (collectively, the "Obligations"); or (iii) such other financing means as may be deemed necessary and desirable by the Corporation and the School Board in accordance with applicable law.

F. To deposit or cause to be deposited with an Assignee certain sums of money from time to time to be credited, held and applied in accordance with a trust agreement, assignment agreement, or other agreements.

G. 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 corporation as provided in Chapter 617 and Section 1001.453(1)(a)2., Florida Statutes.

H. To have all the rights, privileges, powers and immunities available to corporations not for profit under the laws of the State of Florida and, anything herein to the contrary notwithstanding, the enumeration herein of the specific objects and purposes of the Corporation shall not limit the powers of the Corporation to accomplish any approved charitable, scientific or educational purpose within the meaning of Section 501(c) of the Internal Revenue Code of 1986, as amended, and any regulations promulgated thereunder. All of the assets and earnings of the Corporation shall be used exclusively for the purposes described herein, including the payment of expenses incidental thereto. No part of the net earnings of the Corporation shall inure to the benefit of any individual, and no substantial part of the activities of the Corporation shall be for the carrying on of propaganda or otherwise attempting to influence legislation.

---

### **ARTICLE III**

#### **MEMBERS**

The Corporation shall have no members.

### **ARTICLE IV**

#### **TERM OF EXISTENCE**

The period of the duration of the Corporation shall commence on the date of filing these Articles of Incorporation in the office of the Secretary of State, and the Corporation shall have perpetual existence unless sooner dissolved as provided by law.

### **ARTICLE V**

#### **POWERS**

The Corporation shall have all powers under the law which are necessary to carry out its purposes as described in Article II hereof; provided, however, that the Corporation shall at all times comply with the provisions of Section 1001.453, Florida Statutes, or any successor law applicable to the Corporation. The Corporation is prohibited from engaging in any business other than owning, financing, acquiring, constructing, installing, leasing and selling 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 Agreement relating thereto.

### **ARTICLE VI**

#### **BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors. All corporate powers shall be exercised by or under the authority of, and the affairs and business of the Corporation shall be managed under the direction of, a Board of Directors consisting of five persons. The members of the School Board shall be the directors of the Corporation. The term of office as a director shall commence upon the taking of office as a member of the School Board and shall terminate upon termination of such office holding. Subject to Florida law, the Board of Directors shall have the rights and powers of directors of corporations under Chapter 607, Florida

Statutes. In the event one or more members of the School Board is unable or unwilling to serve and resigns as director of the Corporation so that the remaining number of directors is less than three, the remaining member or members of the Board of Directors shall appoint, on a temporary basis, from among the registered electors of Gadsden County, Florida, such member or members sufficient to bring the number of directors to three; provided, such temporary member or members shall be replaced as soon as the number of members of the School Board willing to serve equals at least three members. 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.

The name and address of each person who is to serve as an initial director of the Corporation are set forth below:

<u>Name</u>	<u>Position</u>	<u>Address</u>
Isaac Simmons, Jr.	Chairman	35 Martin Luther King, Jr. Blvd., Quincy, Florida 32351
Roger Milton	Vice Chairman	35 Martin Luther King, Jr. Blvd., Quincy, Florida 32351
Audrey Lewis	Member	35 Martin Luther King, Jr. Blvd., Quincy, Florida 32351
Judge B. Helms	Member	35 Martin Luther King, Jr. Blvd., Quincy, Florida 32351
Charlie D. Frost, Sr.	Member	35 Martin Luther King, Jr. Blvd., Quincy, Florida 32351

## **ARTICLE VII**

### **MEETINGS**

Meetings of the Board of Directors and the records of the Corporation shall be subject to the provisions of Section 286.011 and Chapter 119, Florida Statutes.

## **ARTICLE VIII**

### **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 Superintendent of Schools of the School District of Gadsden County, Florida, shall be the ex-officio Secretary/Treasurer of the Corporation. The duties of the officers shall be 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><b>Name</b></u>	<u><b>Position</b></u>	<u><b>Address</b></u>
Isaac Simmons, Jr.	President	35 Martin Luther King, Jr. Blvd., Quincy, Florida 32351
Roger Milton	Vice President	35 Martin Luther King, Jr. Blvd., Quincy, Florida 32351
Reginald C. James	Secretary/Treasurer	35 Martin Luther King, Jr. Blvd., Quincy, Florida 32351

## **ARTICLE IX**

### **BYLAWS**

Bylaws of the Corporation shall be adopted by the Board of Directors, and thereafter may be altered, amended or rescinded by a majority vote of the directors at a meeting duly called in accordance with the Bylaws.

## **ARTICLE X**

### **AMENDMENTS**

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 directors at any regular or special meeting of the Board of Directors; provided, that



written notice of the proposed amendment has been given each director 10 days prior to the meeting.

#### **ARTICLE XI**

##### **STOCK AND DIVIDENDS PROHIBITED**

The Corporation shall not have or issue shares of stock. No dividends shall be paid and no part of the income of the Corporation shall be distributed or inure to its directors, officers, or employees. The Corporation may only reimburse in a reasonable amount, its directors, officers and employees for services rendered, and funds expended by them on behalf of the Corporation. All assets, revenues and income, if any, of the Corporation shall be used exclusively for the payment of 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.

#### **ARTICLE XII**

##### **DISSOLUTION OR FINAL LIQUIDATION**

Upon the retirement of any outstanding corporate indebtedness, or upon dissolution or final liquidation of the Corporation, all of the beneficial interest in any property, be it real or personal or mixed, and all of the assets of the Corporation will be distributed and conveyed to the School Board.

#### **ARTICLE XIII**

##### **SUBSCRIBERS**

The name and residence of the subscriber of these Articles of Incorporation is as follows:

<u><b>Name</b></u>	<u><b>Address</b></u>
Reginald C. James	35 Martin Luther King, Jr. Blvd., Quincy, Florida 32351

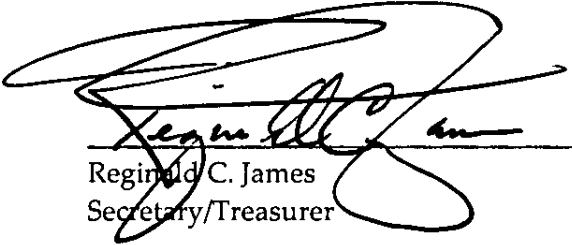
#### **ARTICLE XIV**

##### **REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial business office is 35 Martin Luther King, Jr. Boulevard, Quincy, Florida 32351.

The registered agent for service of process is Reginald C. James, Superintendent of Schools,  
the School District of Gadsden County, 35 Martin Luther King, Jr. Boulevard, Quincy, Florida 32351.

The undersigned incorporator has executed these Articles of Incorporation this  
September 3, 2013.



Reginald C. James  
Secretary/Treasurer

FILED  
13 SEP 20 AM 8:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT /REGISTERED OFFICE**

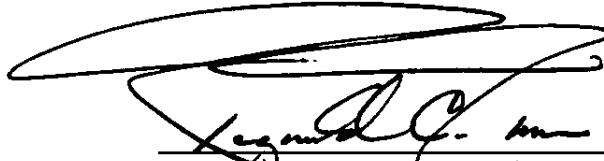
Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:  
  
Gadsden County School Board Leasing Corporation.
2. The name and address of the registered agent and office is:

Reginald C. James  
35 Martin Luther King, Jr. Boulevard  
Quincy, Florida 32351

FILED  
13 SEP 20 AM 8:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE 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.

  
\_\_\_\_\_  
Reginald C. James  
Date: September 3, 2013