

N13 710

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

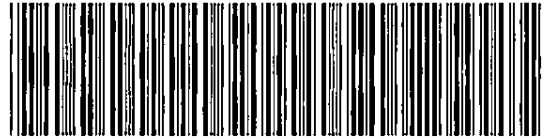
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

TG 4/29/25

Office Use Only



600446795576

03/17/25--01020--007 **52.50



FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

INSTRUCTIONS FOR RESTATED ARTICLES OF INCORPORATION

The following are instructions, a cover letter and sample restated articles of incorporation pursuant to Chapter 617 Florida Statutes (F.S.).

NOTE: THIS IS A BASIC FORM MEETING MINIMAL REQUIREMENTS FOR FILING RESTATED ARTICLES OF INCORPORATION.

The Division of Corporations strongly recommends that corporate documents be reviewed by your legal counsel. The Division is a filing agency and as such does not render any legal, accounting, or tax advice.

If changing the entity name, a preliminary search for name availability can be made on the Internet through the Division's records at www.sunbiz.org. Preliminary name searches are no longer available from the Division of Corporations. You are responsible for any name infringement that may result from your corporate name selection.

Pursuant to Chapter 617 F.S., the restated articles of incorporation **must** set forth the following:

- 1: The name of the corporation.
- 2: The text of the restated articles of incorporation.
- 3: Whether the restatement contains an amendment requiring member approval and if it does not, a statement the board of directors adopted the restatement
4. Or a statement the amendment requires member approval and the date of adoption and the statements required by 617.1006

An Effective Date: An effective date **may** be added to the Restated Articles of Incorporation, otherwise the date of receipt will be the file date. (An effective date can not be more than ninety (90) days after the date of filing).

The fees for filing a restated articles of a profit corporation are:

Filing Fee	\$35.00
Certified Copy (optional)	\$ 8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50).
Certificate of Status (optional)	\$ 8.75

Make checks payable to: Florida Department of State

Mailing Address:

Amendment Section
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
(850) 245-6050

Street Address:

Amendment Section
Department of State
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303
(850) 245-6050

COVER LETTER

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

SUBJECT: The Foundation for Seminole County Public Schools, Inc.

CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☐ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

<input type="checkbox"/> \$43.75 Filing Fee & Certified Copy	<input checked="" type="checkbox"/> \$52.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED	

FROM: Roderick Henderson

Name (Printed or typed)

The Foundation for SCPS, Inc., 400 E. Lake Mary Blvd.

Address

Sanford, FL 32773

City, State & Zip

407-320-0181

Daytime Telephone number

roderick_henderson@scps.k12.fl.us

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

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

RESTATED ARTICLES OF INCORPORATION

In compliance with Chapter 617, F.S. (Not for Profit)

ARTICLE I NAME

ARTICLE I NAME
The name of the corporation is: The Foundation for Seminole County Public Schools, Inc.

ARTICLE II RESTATED ARTICLES

ARTICLE II RESTATEDARTICLES See attached
The text of the Restated Articles is as follows: _____

ARTICLE III OFFICERS AND/OR DIRECTORS (optional)

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

The **name and Florida street address** (P.O. Box **NOT** acceptable) of the registered agent is:

Name: Roderick Henderson
Address: The Foundation for SCPS, 400 E. Lake Mary Blvd.
Sanford, FL 32773

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

Required Signature/Registered Agent

Date

ARTICLE VI ARTICLE CONSOLIDATION

These adopted restated articles of incorporation supersede the original articles of incorporation and all amendments to them.

ARTICLE VII REQUIRED ADOPTION INFORMATION

Adoption of Amendment(s) (CHECK ONE)

☐ These restated articles of incorporation contain an amendment to the articles of incorporation which required member approval. The date of adoption of the amendments was _____, and the votes cast were sufficient for approval

☒ These restated articles of incorporation were adopted by the board of directors.

ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: _____. (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Dated: March 11, 2024

Signature: _____

(By ~~a~~ director, president ~~or~~ other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee or other court appointed fiduciary by that fiduciary)

Jean Vansmith

(Typed or printed name of person signing)

Executive Director

(Title of person signing)

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

THE FOUNDATION FOR SEMINOLE COUNTY PUBLIC SCHOOLS, INC.
A FLORIDA CORPORATION NOT-FOR-PROFIT

These Amended and Restated Articles of Incorporation are prepared and filed pursuant to the provisions of the Florida Not-For-Profit Corporation Act.

ARTICLE I

NAME

The name of this corporation is **THE FOUNDATION FOR SEMINOLE COUNTY PUBLIC SCHOOLS, INC.** (the "Corporation").

ARTICLE II

ADDRESS

The address of the Principal Office of the Corporation is 400 E. Lake Mary Blvd., Sanford, Florida 32773.

ARTICLE III

CORPORATE PURPOSES

The Corporation is a nonprofit organization organized exclusively for charitable, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "Internal Revenue Code"). The Corporation has the purpose to solicit, raise, receive, hold, invest, reinvest and administer funds and property of all kinds and to make expenditures for scientific, educational and charitable purposes all for the benefit of public pre-kindergarten through twelfth grade education and career and community education programs in Seminole County, Florida, consistent with Section 1001.453, Florida Statutes, as the same may be amended or replaced by a similar successor statute. The Corporation shall be a direct support organization of the School Board of Seminole County. In furtherance of these purposes, the Corporation may:

- (a) Raise funds from the public and all other sources available.

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

**THE FOUNDATION FOR SEMINOLE COUNTY PUBLIC SCHOOLS, INC.
A FLORIDA CORPORATION NOT-FOR-PROFIT**

These Amended and Restated Articles of Incorporation are prepared and filed pursuant to the provisions of the Florida Not-For-Profit Corporation Act.

ARTICLE I

NAME

The name of this corporation is **THE FOUNDATION FOR SEMINOLE COUNTY PUBLIC SCHOOLS, INC.** (the "Corporation").

ARTICLE II

ADDRESS

The address of the Principal Office of the Corporation is 400 E. Lake Mary Blvd., Sanford, Florida 32773.

ARTICLE III

CORPORATE PURPOSES

The Corporation is a nonprofit organization organized exclusively for charitable, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "Internal Revenue Code"). The Corporation has the purpose to solicit, raise, receive, hold, invest, reinvest and administer funds and property of all kinds and to make expenditures for scientific, educational and charitable purposes, all for the benefit of public pre-kindergarten through twelfth grade education and adult career and community education programs in Seminole County, Florida, consistent with Section 1001.453, Florida Statutes, as the same may be amended or replaced with a similar successor statute. The Corporation shall be a direct support organization of the School Board of Seminole County. In furtherance of these purposes, the Corporation may:

- (a) Raise funds from the public and all other sources available, receive and

maintain such funds, invest and reinvest such funds and the proceeds therefrom and expend principal and income therefrom;

- (b) Acquire, buy, own, use, sell, lease as lessor or lessee, convey, dispose and otherwise deal with any interest of real or personal property;
- (c) Contract with other for-profit and not-for-profit organizations, individuals, and governmental agencies;
- (d) Exercise any and all powers which a not-for-profit corporation organized under the laws of Florida for the foregoing purposes can be authorized to exercise; and
- (e) Otherwise operate exclusively for charitable, scientific, or educational purposes, within the meaning of § 501(c)(3) of the Internal Revenue Code, in the course of which operation:
 - i. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any private shareholder or individual, 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.
 - ii. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. 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 except as authorized by the Internal Revenue Code.
 - iii. Notwithstanding any other provisions 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 § 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code.

ARTICLE IV

CORPORATE POWERS

The Corporation shall have and exercise all powers accorded not-for-profit corporations under the laws of the State of Florida which are not in conflict with the Corporation's exempt purposes as provided in Article III above.

ARTICLE V

MEMBERSHIP

The Corporation shall not have members. The Board of Directors may authorize the establishment of nonvoting membership from time to time. The designation of one or more classes of membership, the qualifications and rights of the members of each class, and the manner of their admission to membership shall be regulated by the Bylaws of the Corporation.

ARTICLE VI

DURATION

The Corporation shall have perpetual existence unless and until it shall be dissolved in accordance with law.

ARTICLE VII

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors, the number of which may be either increased or decreased from time to time as regulated by the Bylaws but shall consist of not fewer than three (3) directors. The Board of Directors shall be approved by the District School Board. The number, qualifications, manner and method of election or appointment of directors shall be as stated in the Bylaws of the Corporation. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Board of Directors shall have all the rights, powers, and privileges prescribed by law of directors of for-profit corporations.

ARTICLE VII

AMENDMENTS

These Articles of Incorporation may be amended only by the affirmative vote of a majority of the members of the Board of Directors present at any regular or special meeting provided proper notice of the changes to be made has been given and a quorum is present. The proposed amendment shall be provided to each Board of Directors member at least seven (7) days prior to the meeting via email or mailed to the last known address.

ARTICLE IX

REGISTERED OFFICE AND AGENT

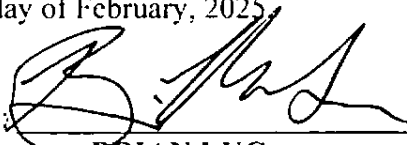
The street address of the current Registered Office of the Corporation is 400 E. Lake Mary Blvd., Sanford, Florida 32773. The name of the current Registered Agent at that address is **RODERICK HENDERSON**.

ARTICLE X

DISSOLUTION

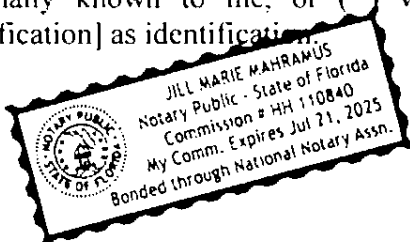
Upon the dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all the liabilities of the Corporation, shall distribute all of the assets of the Corporation for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code), or shall distribute the assets to Seminole County Public Schools, 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.

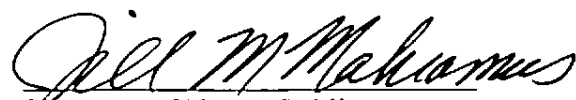
IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation of **THE FOUNDATION FOR SEMINOLE COUNTY PUBLIC SCHOOLS, INC.**, on this 28 day of February, 2025.

By: 
BRIAN LUC
Chairman

STATE OF FLORIDA COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ remote notarization this 28 day of February, 2025, by **BRIAN LUC**, as Chairman of the Board of Directors of **THE FOUNDATION FOR SEMINOLE COUNTY PUBLIC SCHOOLS, INC.**, a Florida not-for-profit corporation, ☒ who is personally known to me, or ☐ who has produced _____ [type of identification] as identification.




Signature of Notary Public
My Commission Expires:
(SEAL)

COPY

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

THE FOUNDATION FOR SEMINOLE COUNTY PUBLIC SCHOOLS, INC.
A FLORIDA CORPORATION NOT-FOR-PROFIT

These Amended and Restated Articles of Incorporation are prepared and filed pursuant to the provisions of the Florida Not-For-Profit Corporation Act.

ARTICLE I

NAME

The name of this corporation is **THE FOUNDATION FOR SEMINOLE COUNTY PUBLIC SCHOOLS, INC.** (the "Corporation").

ARTICLE II

ADDRESS

The address of the Principal Office of the Corporation is 400 E. Lake Mary Blvd., Sanford, Florida 32773.

ARTICLE III

CORPORATE PURPOSES

The Corporation is a nonprofit organization organized exclusively for charitable, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "Internal Revenue Code"). The Corporation has the purpose to solicit, raise, receive, hold, invest, reinvest and administer funds and property of all kinds and to make expenditures for scientific, educational and charitable purposes, all for the benefit of public pre-kindergarten through twelfth grade education and adult career and community education programs in Seminole County, Florida, consistent with Section 1001.453, Florida Statutes, as the same may be amended or replaced with a similar successor statute. The Corporation shall be a direct support organization of the School Board of Seminole County. In furtherance of these purposes, the Corporation may:

- (a) Raise funds from the public and all other sources available, receive and

- maintain such funds, invest and reinvest such funds and the proceeds therefrom and expend principal and income therefrom;
- (b) Acquire, buy, own, use, sell, lease as lessor or lessee, convey, dispose and otherwise deal with any interest of real or personal property;
 - (c) Contract with other for-profit and not-for-profit organizations, individuals, and governmental agencies;
 - (d) Exercise any and all powers which a not-for-profit corporation organized under the laws of Florida for the foregoing purposes can be authorized to exercise; and
 - (e) Otherwise operate exclusively for charitable, scientific, or educational purposes, within the meaning of § 501(c)(3) of the Internal Revenue Code, in the course of which operation:
 - i. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any private shareholder or individual, 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.
 - ii. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. 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 except as authorized by the Internal Revenue Code.
 - iii. Notwithstanding any other provisions 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 § 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code.

ARTICLE IV

CORPORATE POWERS

The Corporation shall have and exercise all powers accorded not-for-profit corporations under the laws of the State of Florida which are not in conflict with the Corporation's exempt purposes as provided in Article III above.

ARTICLE V

MEMBERSHIP

The Corporation shall not have members. The Board of Directors may authorize the establishment of nonvoting membership from time to time. The designation of one or more classes of membership, the qualifications and rights of the members of each class, and the manner of their admission to membership shall be regulated by the Bylaws of the Corporation.

ARTICLE VI

DURATION

The Corporation shall have perpetual existence unless and until it shall be dissolved in accordance with law.

ARTICLE VII

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors, the number of which may be either increased or decreased from time to time as regulated by the Bylaws but shall consist of not fewer than three (3) directors. The Board of Directors shall be approved by the District School Board. The number, qualifications, manner and method of election or appointment of directors shall be as stated in the Bylaws of the Corporation. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Board of Directors shall have all the rights, powers, and privileges prescribed by law of directors of for-profit corporations.

ARTICLE VII

AMENDMENTS

These Articles of Incorporation may be amended only by the affirmative vote of a majority of the members of the Board of Directors present at any regular or special meeting provided proper notice of the changes to be made has been given and a quorum is present. The proposed amendment shall be provided to each Board of Directors member at least seven (7) days prior to the meeting via email or mailed to the last known address.

ARTICLE IX

REGISTERED OFFICE AND AGENT

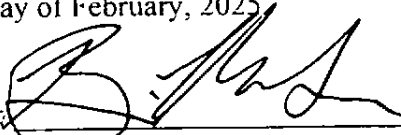
The street address of the current Registered Office of the Corporation is 400 E. Lake Mary Blvd., Sanford, Florida 32773. The name of the current Registered Agent at that address is **RODERICK HENDERSON**.

ARTICLE X

DISSOLUTION

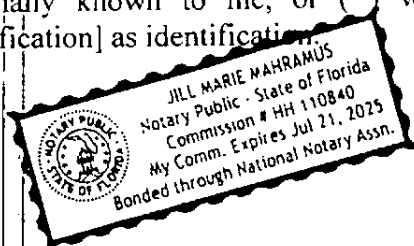
Upon the dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all the liabilities of the Corporation, shall distribute all of the assets of the Corporation for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code), or shall distribute the assets to Seminole County Public Schools, 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.

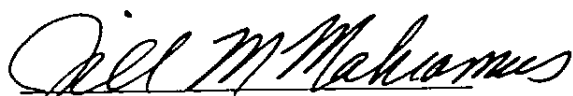
IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation of **THE FOUNDATION FOR SEMINOLE COUNTY PUBLIC SCHOOLS, INC.**, on this 28 day of February, 2025.

By: 
BRIAN LUC
Chairman

STATE OF FLORIDA COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me by means of (X) physical presence or () remote notarization this 28 day of February, 2025, by **BRIAN LUC**, as Chairman of the Board of Directors of **THE FOUNDATION FOR SEMINOLE COUNTY PUBLIC SCHOOLS, INC.**, a Florida not-for-profit corporation, (X) who is personally known to me, or () who has produced _____ [type of identification] as identification.




Signature of Notary Public
My Commission Expires:
(SEAL)

COPY

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

THE FOUNDATION FOR SEMINOLE COUNTY PUBLIC SCHOOLS, INC.
A FLORIDA CORPORATION NOT-FOR-PROFIT

These Amended and Restated Articles of Incorporation are prepared and filed pursuant to the provisions of the Florida Not-For-Profit Corporation Act.

ARTICLE I

NAME

The name of this corporation is **THE FOUNDATION FOR SEMINOLE COUNTY PUBLIC SCHOOLS, INC.** (the "Corporation").

ARTICLE II

ADDRESS

The address of the Principal Office of the Corporation is 400 E. Lake Mary Blvd., Sanford, Florida 32773.

ARTICLE III

CORPORATE PURPOSES

The Corporation is a nonprofit organization organized exclusively for charitable, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "Internal Revenue Code"). The Corporation has the purpose to solicit, raise, receive, hold, invest, reinvest and administer funds and property of all kinds and to make expenditures for scientific, educational and charitable purposes, all for the benefit of public pre-kindergarten through twelfth grade education and adult career and community education programs in Seminole County, Florida, consistent with Section 1001.453, Florida Statutes, as the same may be amended or replaced with a similar successor statute. The Corporation shall be a direct support organization of the School Board of Seminole County. In furtherance of these purposes, the Corporation may:

- (a) Raise funds from the public and all other sources available, receive and

maintain such funds, invest and reinvest such funds and the proceeds therefrom and expend principal and income therefrom;

- (b) Acquire, buy, own, use, sell, lease as lessor or lessee, convey, dispose and otherwise deal with any interest of real or personal property;
- (c) Contract with other for-profit and not-for-profit organizations, individuals, and governmental agencies;
- (d) Exercise any and all powers which a not-for-profit corporation organized under the laws of Florida for the foregoing purposes can be authorized to exercise; and
- (e) Otherwise operate exclusively for charitable, scientific, or educational purposes, within the meaning of § 501(c)(3) of the Internal Revenue Code, in the course of which operation:
 - i. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any private shareholder or individual, 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.
 - ii. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. 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 except as authorized by the Internal Revenue Code.
 - iii. Notwithstanding any other provisions 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 § 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code.

ARTICLE IV

CORPORATE POWERS

The Corporation shall have and exercise all powers accorded not-for-profit corporations under the laws of the State of Florida which are not in conflict with the Corporation's exempt purposes as provided in Article III above.

ARTICLE V

MEMBERSHIP

The Corporation shall not have members. The Board of Directors may authorize the establishment of nonvoting membership from time to time. The designation of one or more classes of membership, the qualifications and rights of the members of each class, and the manner of their admission to membership shall be regulated by the Bylaws of the Corporation.

ARTICLE VI

DURATION

The Corporation shall have perpetual existence unless and until it shall be dissolved in accordance with law.

ARTICLE VII

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors, the number of which may be either increased or decreased from time to time as regulated by the Bylaws but shall consist of not fewer than three (3) directors. The Board of Directors shall be approved by the District School Board. The number, qualifications, manner and method of election or appointment of directors shall be as stated in the Bylaws of the Corporation. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Board of Directors shall have all the rights, powers, and privileges prescribed by law of directors of for-profit corporations.

ARTICLE VII

AMENDMENTS

These Articles of Incorporation may be amended only by the affirmative vote of a majority of the members of the Board of Directors present at any regular or special meeting provided proper notice of the changes to be made has been given and a quorum is present. The proposed amendment shall be provided to each Board of Directors member at least seven (7) days prior to the meeting via email or mailed to the last known address.

ARTICLE IX

REGISTERED OFFICE AND AGENT

The street address of the current Registered Office of the Corporation is 400 E. Lake Mary Blvd., Sanford, Florida 32773. The name of the current Registered Agent at that address is **RODERICK HENDERSON**.

ARTICLE X

DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all the liabilities of the Corporation, shall distribute all of the assets of the Corporation 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 distribute the assets to Seminole County Public Schools, 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.

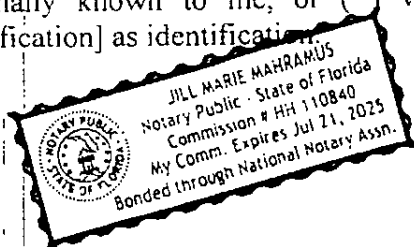
IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation of **THE FOUNDATION FOR SEMINOLE COUNTY PUBLIC SCHOOLS, INC.**, on this 28 day of February, 2025.

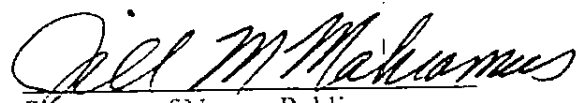
By: 

BRIAN LUC
Chairman

STATE OF FLORIDA COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me by means of (X) physical presence or () remote notarization this 28 day of February, 2025, by **BRIAN LUC**, as Chairman of the Board of Directors of **THE FOUNDATION FOR SEMINOLE COUNTY PUBLIC SCHOOLS, INC.**, a Florida not-for-profit corporation, (X) who is personally known to me, or () who has produced _____ [type of identification] as identification.




Signature of Notary Public
My Commission Expires:
(SEAL)