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FLORIDA PROFIT/NON PROFIT CORPORATION
FLORIDA ASSOCIATION OF COLLEGES FOR TEACHER
EDUCATION, INC.

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**ARTICLES OF INCORPORATION
OF
FLORIDA ASSOCIATION OF COLLEGES FOR TEACHER EDUCATION, INC.**

I, the undersigned, being the Incorporator of **FLORIDA ASSOCIATION OF COLLEGES FOR TEACHER EDUCATION, INC.**, a Florida not-for-profit corporation, hereby files the following Articles of Incorporation that comply with the requirements of Florida Statutes Chapter 617 (Florida Not-For-Profit Corporation Act):

ARTICLE I - NAME

The name of the Corporation is **FLORIDA ASSOCIATION OF COLLEGES FOR TEACHER EDUCATION, INC.**, a Florida not-for-profit corporation (hereinafter the "Corporation").

**ARTICLE II - REGISTERED OFFICE AND AGENT AND
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The registered office of the Corporation shall be located at Fifth Third Plaza, 201 East Kennedy Boulevard, Suite 600, Tampa, Florida 33602, and the initial registered agent of the Corporation at that address shall be J. Frazier Carraway, Esquire.

The principal place of business and the mailing address of the Corporation shall be: **FLORIDA ASSOCIATION OF COLLEGES FOR TEACHER EDUCATION, INC.**, 1114 W. Call Street, P.O. Box 3064459, Tallahassee, FL 32306.

ARTICLE III - PURPOSE

The purposes of the Corporation shall be:

- a) to focus on state and national issues related to education, and to promote ideas and professional practices, as an affiliate of the American Association of Colleges for Teacher Education, through cooperative endeavors among public and private colleges and universities in the State of Florida that would improve the quality of performance of professional school personnel;
- b) to operate in any manner for such nonprofit, charitable and/or educational purposes as will qualify the Corporation as a charitable organization exempt from federal income tax under Internal Revenue Code Section 501(c)(3);
- c) to accept a substantial part of its support (exclusive of income received in the exercise or performance by such organization of its charitable, educational or other purpose or function constituting the basis for its exemption) from a governmental unit or from direct or indirect contributions from the general public, the Corporation's organizers, corporations, foundations, and any other public or private sources;
- d) to generally perform any function necessary to engage in any lawful purpose or purposes not for pecuniary profit;
- e) to insure that no part of the earnings of the Corporation shall inure to the benefit of or be distributable to its members, officers or other private persons, except that the Corporation may be authorized and empowered to pay reasonable compensation for services rendered and products purchased and to make payments and distributions in furtherance of the purposes hereinafter set forth. No substantial part of the activities of the Corporation shall be the

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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;

f) to insure that, notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or (ji) by an organization, contributions to which are deductible under Section 170(c)(2) of such Code as it now exists or as it may be amended;

g) to insure that the Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding section of any other federal tax code;

h) to insure that the Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code without providing for fair, adequate, and reasonable compensation;

i) to insure that the Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code;

j) to insure that the Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code; and

k) to insure that the Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

l) to have succession by its corporate name for the period set forth in its Articles of Incorporation;

m) to have the ability to sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person;

n) to adopt and use a common corporate seal and alter the same provided, however, that such seal shall always contain the words "not for profit corporation,"

o) to elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation, if so voted by a majority of the Directors of the Corporation;

p) to adopt, change, amend and repeal bylaws, not inconsistent with law or its Articles of Incorporation, for the administration of the affairs of the Corporation and the exercise of its corporate powers;

q) to make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income;

r) to conduct its affairs, carry on its operations, and have offices and exercise the powers granted herein in any state, territory, district or possession of the United States or any foreign country;

s) to purchase, take, review, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated;

t) to acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights' or interests thereunder or therein;

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u) to sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets; and

v) to have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

The above stated powers shall in no way be a limitation of those corporate powers set forth in Florida Statutes §617.0302 (Florida Not-For-Profit Corporation Act) which powers are included herein by reference.

ARTICLE IV - MEMBERS

The Corporation shall have no members and no stockholders.

ARTICLE V - EXISTENCE

The Corporation shall come into existence as of November 15, 2014, and shall be perpetual.

ARTICLE VI - DIRECTORS

The affairs of the Corporation shall be managed by the Board of Directors, which initially shall consist of nine (9) members. The number of Directors may be raised or lowered by amendment of the bylaws, but shall in no case be less than three (3). The manner of election shall be as provided by the bylaws.

ARTICLE VII - BYLAWS

The bylaws of the Corporation shall be made and adopted by the Board of Directors and may be amended, altered or rescinded by a majority of the entire Board of Directors present at any regular or special meeting called for that purpose.

ARTICLE VIII - DISSOLUTION

Upon the time of dissolution of the Corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses 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 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.

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is as follows:

NAME

J. Frazier Carraway, Esq.

ADDRESS

*Fifth Third Plaza, Suite 600
201 E. Kennedy Boulevard
Tampa, Florida 33602*

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ARTICLE X - AMENDMENTS

Amendments to the Articles of Incorporation shall be adopted by a majority of the entire Board of Directors at any regular or special meeting called for that purpose.

IN WITNESS OF THE FOREGOING, I hereby set my hand and seal this 3rd day of ~~October~~^{November}, 2014.

FLORIDA ASSOCIATION OF COLLEGES FOR TEACHER EDUCATION, INC., a Florida not-for-profit corporation

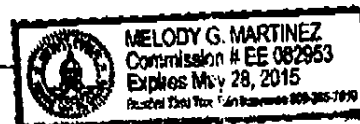
By: [Signature]
J. FRAZIER CARRAWAY, ESQ., Incorporator

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

The foregoing instrument was acknowledged before me this 3rd day of ~~October~~^{November}, 2014, by J. FRAZIER CARRAWAY, ESQ., and he executed the foregoing Articles of Incorporation as Incorporator of the **FLORIDA ASSOCIATION OF COLLEGES FOR TEACHER EDUCATION, INC.**

[Signature]
Notary Public, State of Florida
(Print, Type or Stamp Name)
My Commission Expires:

Personally Known ☒ Or Produced Identification _____
Type of Identification Produced _____



CERTIFICATE

That **FLORIDA ASSOCIATION OF COLLEGES FOR TEACHER EDUCATION, INC.**, desiring to organize under the laws of the State of Florida, with its principal office at 1114 W. Call Street, City of Tallahassee, County of Leon, State of Florida 32306, has named J. Frazier Carraway, Esq., located at Fifth Third Plaza, 201 East Kennedy Boulevard, Suite 600, City of Tampa, County of Hillsborough, State of Florida 33602, as its registered agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named 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 and comply with the provisions of Florida law.

[Signature]
J. FRAZIER CARRAWAY, ESQ.

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