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SECRETARY OF STATE  
TALLAHASSEE, FL 32304

MAY 15 2015

S. GILBERT



## Florida Incorporators, Inc.

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Mark S. Hankins  
President  
8875 Hidden River Pkwy Ste. 300  
Tampa, FL 33637

May 7, 2015

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

RE: Florida Council of Administrators of Special Education Inc.

Dear Corporate Specialist:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, and funds of \$78.75 representing the filing fee for same.

Please do not hesitate to contact the undersigned if there are any questions or concerns.

Sincerely,

Mark Hankins  
President

FILED  
15 MAY 11 AM 10:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FLORIDA COUNCIL OF ADMINISTRATORS OF SPECIAL EDUCATION, INC.

A Florida Corporation Not For Profit

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WE, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida applicable to corporations not for profit under the following provisions:

ARTICLE I - THE NAME OF THE CORPORATION

The name of the Corporation shall be FLORIDA COUNCIL OF ADMINISTRATORS OF SPECIAL EDUCATION, INC. (the "Corporation").

ARTICLE II - ADDRESS

The street address of the initial principal office and mailing address of the Corporation shall be 1096 US Highway 27 N., Lake Placid, FL 33852.

ARTICLE III - PURPOSES

The purpose and objects for which this Corporation is formed are as follows:

(a) To promote professional leadership and to provide special education administrators with opportunities for personal and professional advancement.

(b) To promote proactive leadership in the development and improvement of quality educational services for students eligible for exceptional student education;

(c) To examine and encourage active participation of special education issues in order to promote and advance special education interests;

(d) To foster a spirit of cooperation between those responsible for special and general education for all students;

(e) To provide professional development opportunities that build competencies for new members and extend skills of experienced members;

(f) To engage in programs and activities that align with the forgoing purposes and are deemed appropriate and are authorized by the Board;

(g) To advocate for adequate funding of exceptional student education initiatives;

(h) To provide opportunity for discussion of problems common to its members with the intent of improving services for students eligible for exceptional student education;

(i) To operate as a business league and other nonprofit purposes corporation within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any other provision of these articles, this corporation shall not carry on activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law; and

(j) To perform any operation and to conduct any affairs authorized by the Florida Corporations Not for Profit Code, and to conduct and perform any and all activities that may be

related, no matter how remotely, to any of the foregoing purposes.

#### ARTICLE IV - MEMBERS

Section 1. Members. The corporation shall have one class of members, and the rights, powers and privileges of all members shall be equal.

Section 2. Qualifications. Membership in this corporation is open to all persons who meet the membership qualifications as expressed in the bylaws of FLORIDA COUNCIL OF ADMINISTRATORS OF SPECIAL EDUCATION, INC.

Section 3. Admission. To be admitted as a member of the Corporation, one must complete the admission procedures set forth in the bylaws, including payment of dues.

Section 4. Termination. The death or resignation of any member or the removal of any member by the Board of Directors, with or without cause, shall automatically terminate the membership of such person in the Corporation.

Section 5. Liabilities of Members. No member of the Corporation, shall be personally liable to the creditors of the Corporation for any indebtedness or liability and any and all creditors shall look only to the assets of the Corporation for payment.

Section 6. Property Rights. The members of the Corporation shall have no property rights in the assets of the Corporation, upon dissolution or otherwise.

Section 7. Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

#### ARTICLE V - TERM

This corporation shall have a perpetual existence.

#### ARTICLE VI -INCORPORATOR

The name and address of the incorporator forming this corporation not for profit is as follows:

Debra Giacalone

~~1096 US Highway 27 N~~

~~Lake Placid, FL 33852~~

950 Robinhood Dr  
Punta Gorda, FL  
33982

## ARTICLE VII - DIRECTORS

The government of and the management of the affairs of the Corporation shall be vested in a Board of Directors composed of members of the Corporation in good standing, which Board of Directors shall be elected by the members of the Corporation at the annual meeting of such members which shall be held in accordance with the Bylaws, but such number shall never be less than three (3). The names and addresses of the initial Board of Directors and Officers of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Dr. Rosalind Hall President	480 Marshburn Dr. Bronson, FL 32621
Debra Giacalone Treasurer	<del>1096 US Highway 27 N</del> <del>Lake Placid, FL 33852</del>
Catie McRae Secretary	3955 W Pensacola Street Tallahassee, FL 32304
Will Gordillo Past President	7755 SW 66th St. Miami, FL 33143
Sandra Chambers-Collins Membership Chair	3130 Edgewater Dr. Orlando, FL 32804

990 Robinhood Dr  
Punta Gorda FL  
33982



Cathy Dofka  
President-Elect

900 Emerson Rd.  
Brooksville, FL 34601

Dr. Poinsetta Tillman  
Professional Development Chair

270 Bartow Municipal Airport  
Bartow, FL 33830

Dr. Jeanne Prickett  
Member-at-Large

207 San Marco Ave  
St. Augustine, FL 32804

Valerie Scott  
Legislation & Bylaws

6060 NW 96th Drive  
Parkland, FL 33076

#### ARTICLE VIII - PROPERTY OF THE CORPORATION

The property of this corporation is irrevocably dedicated to its stated purposes and no part of the net income or assets of this corporation shall inure to the benefit of any Director, officer or member thereof or to the benefit of any private person except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make reimbursement in reasonable amounts for expenses actually incurred in carrying out the purposes set forth in Article III hereof, and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

Upon the dissolution of the corporation, the officers shall, after paying or making provision for the payment of all debts and liabilities of the corporation, disburse funds to Florida Council For Exceptional Children (Florida CEC), as long as it remains active as a Florida nonprofit corporation. If Florida CEC is no longer active, the corporation's 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.

#### ARTICLE IX - AMENDMENTS

The Articles of Incorporation for this Corporation may be amended by a majority vote of the Directors present at any regular or special Board of Directors meeting, provided that a quorum is present at such meeting, and further provided that at least ten (10) days written notice is given to each Director setting forth the intention to amend the articles of incorporation at such meeting.

The Bylaws of the Corporation may be adopted, amended or rescinded by a majority vote of the Directors present at any regular or special Board of Directors meeting, provided that a quorum is present at such meeting, and further provided that at least ten (10) days written notice is given to each Director setting forth the intention to make, amend or rescind any of the bylaws at such meeting.

#### ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office and initial registered agent of this corporation shall be as follows:

Debra Giacolone

~~1096 US Highway 27 N~~

~~Lake Placid, FL 33852~~

950 Robinhood Dr.  
Wintahorda, FL 33982

IN WITNESS WHEREOF, the undersigned incorporator has  
executed these Articles of Incorporation this April 30, 2015.

By: 

Debra Giacolone

Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT  
AND REGISTERED OFFICE

PURSUANT TO 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 FLORIDA COUNCIL OF  
ADMINISTRATORS OF SPECIAL EDUCATION, INC.
2. The name and address of the registered agent is:

Debra Giacalone  
~~1096 US Highway 27 N~~  
~~Lake Placid, FL 33852~~

950 Robinhood Dr.  
Punta Gorda, FL 33982

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



Debra Giacalone