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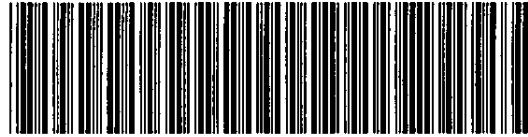
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## COVER LETTER

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

**SUBJECT:** HILLSBOROUGH COUNCIL of TEACHERS of MATHEMATICS, 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:** Kimberly D. Thresher  
\_\_\_\_\_  
Name (Printed or typed)

4233 W. El Prado Blvd  
\_\_\_\_\_  
Address

Tampa, FL 33629  
\_\_\_\_\_  
City, State & Zip

813-545-1581  
\_\_\_\_\_  
Daytime Telephone number

kim.thresher@thresherpa.com

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**  
**HILLSBOROUGH COUNCIL of TEACHERS of MATHEMATICS, INC.**

The undersigned incorporator to these Articles of Incorporation hereby subscribes these Articles of Incorporation to form a corporation (the "Corporation") not-for-profit under the Florida Not-for-Profit Corporation Act and other laws of the State of Florida (*Florida Statutes* Chapter 617).

**ARTICLE I**  
**Name and Address**

The name of the Corporation is **HILLSBOROUGH COUNCIL of TEACHERS of MATHEMATICS, INC.** The street address of the initial principal office is 901 E. Kennedy Boulevard, Tampa, Florida 33602. The mailing address is 901 E. Kennedy Boulevard, 4<sup>th</sup> Floor Elementary Math, Tampa, Florida 33602. The Board of Directors may from time to time change the principal office or mailing address of the Corporation to any other address in the State of Florida.

**ARTICLE II**  
**Purposes**

The objects or purposes of the Corporation are promoting the improvement of Hillsborough County's mathematics instructional programs, promoting cooperation and communication among the teachers of mathematics, promoting, supporting, improving and enhancing mathematics to benefit and better students, teachers, schools and/or the educational community directly or indirectly and by raising, administering and distributing funds for the financial support of programs for students, teachers and schools, providing volunteer services or otherwise taking action for the benefit and/or betterment of students, teachers, schools and/or the educational community.

The Corporation is organized exclusively for charitable, educational, scientific and literary purposes, including but not limited to, providing mathematic competitions for students, funds attendance at educational conferences, seminars and/or workshops, providing grants to teachers for educational materials and the making of distributions to organizations that qualify as exempt under section 501(c) of the Internal Revenue Code or the corresponding section of any future federal tax code. The Corporation may receive and administer funds for charitable, educational, scientific and literary purposes, within the meaning of Section 501(c)(3) and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any undivided interest therein, without limitations as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will

best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any applicable laws, and to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof.

### **ARTICLE III**

#### **Powers**

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are set forth in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations as the same now exist or as they may be hereafter amended from time to time.

### **ARTICLE IV**

#### **Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors, members of which are elected in accordance with the Bylaws. The number of Directors shall be fixed as set forth in the Bylaws of the Corporation but shall never be less than (3). The names and addresses of the initial Board of Directors, consisting of those persons who shall serve until their successors are duly elected and qualified, shall be as follows:

<b>Name</b>	<b>Address</b>
Diane Grossman	901 E. Kennedy Boulevard Tampa, Florida 33602
Jack Fahle	901 E. Kennedy Boulevard Tampa, Florida 33602
Emily Devizio	901 E. Kennedy Boulevard Tampa, Florida 33602

**ARTICLE V**  
**Officers**

The officers of the Corporation shall be a President, Executive Coordinator, Secretary and Treasurer, and such other Officers as may be provided by the Bylaws. Officers shall be elected biennial as provided by the Bylaws. The names of the persons who are to serve as Officers of the Corporation are:

	<b>Title</b>
Diane Grossman	President
Jack Fahle	Executive Coordinator
Shannon Uhe	Secretary
Laurie Weiser	Treasurer

**ARTICLE VI**  
**Non-Discrimination Policy**

The Corporation shall admit members of any race, color, nationality and/or ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to members. No programs and/or functions operated by the Corporation may discriminate on the basis of race, color, nationality and/or ethnic origin in administration of its educational policies and/or admissions policies.

**ARTICLE VII**  
**Incorporator**

The name of the incorporator is Kimberly D. Thresher. The street address of the incorporator is 4233 W. El Prado Boulevard, Tampa, Florida 33629.

**ARTICLE VIII**  
**Initial Registered Agent**

The name of the initial registered agent is Kimberly D. Thresher and her address is 4233 W. El Prado Boulevard, Tampa, Florida 33629.

## **ARTICLE IX**

### **Bylaws**

The Board of Directors of this Corporation shall adopt such Bylaws for the conduct of its business and the carrying out of its purposes, as they may deem necessary from time to time. The members of this Corporation may, with a majority vote of the members at a meeting duly called in accordance with the Bylaws of the Corporation, adopt such amendments to the Bylaws as they deem necessary from time to time.

## **ARTICLE X**

### **Amendments**

Amendments to these Articles of Incorporation shall be proposed by any member of the Board of Directors and adopted by a majority of the Board of Directors at a meeting duly called in accordance with the Bylaws of the Corporation.

## **ARTICLE XI**

### **Limitations on Actions**

All of the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of or be distributable to its directors, members, trustees, officers or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth in Article 3 hereof. No substantial part of the Corporation's activity shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or interfere with (including the publication or distribution of statements regarding) 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 activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws) or any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws). The Corporation shall have no capital stock, pay no dividends, and distribute no part of its net income or assets to any members, Directors or Officers.

## **ARTICLE XII**

### **Dissolution**

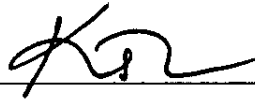
Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the Corporation, including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501(c)(3) or 170(c)(2) of the Internal Revenue Code of 1986, or to the corresponding provisions of any future Revenue Law, as shall be selected by the last

Board of Directors. None of the assets will be distributed to any member, Officer or Director of this Corporation. Any such assets not so disposed of shall be disposed of by the circuit court 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 XIII**  
**Term of Existence**

The Corporation shall have perpetual existence.

**IN WITNESS WHEREOF**, the undersigned incorporator executed these Articles of Incorporation this 25<sup>th</sup> day of September, 2015.

A handwritten signature in black ink, appearing to read 'K. Thresher', is written over a horizontal line.

Kimberly D. Thresher, Incorporator

### **ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the within-named Corporation, at the place designated hereinabove, the undersigned hereby accepts the designation to act in this capacity, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of her duties and acknowledges that she is familiar with and accepts the obligations of her position as registered agent.

Date: September 25<sup>th</sup>, 2015



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Kimberly D. Thresher,  
Registered Agent