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FLORIDA PROFIT/NON PROFIT CORPORATION
Foundation for Duval Schools, Inc.

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ARTICLES OF INCORPORATION OF
FOUNDATION FOR DUVAL SCHOOLS, INC.

Pursuant to the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes, the following is submitted:

ARTICLE I

NAME; DURATION; PRINCIPAL OFFICE; AND REGISTERED AGENT

(a) The name of this Corporation is FOUNDATION FOR DUVAL SCHOOLS, INC. (the "Corporation").

(b) The duration of the Corporation shall commence upon filing of the Articles of Incorporation, and the Corporation shall have perpetual existence unless dissolved sooner according to law.

(c) The principal office and mailing address of the Corporation is 1701 Prudential Drive, Jacksonville, Florida 32207, or at such other address as may be determined by the Board of Directors.

(d) The registered agent of the Corporation is J. Jacob R. Peek, whose address is Wells Fargo Center, One Independent Drive, Suite 1200, Jacksonville, Florida 32202.

ARTICLE II

PURPOSE

The Corporation is organized and will be operated exclusively for charitable, literary, scientific, and education purposes consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States internal revenue law (the "Code"), and, more particularly, the Corporation is organized and will be operated exclusively to receive, hold, invest, and administer property and to make expenditures to or for the benefit of public kindergarten through 12th grade education and adult career and community education programs in Duval County, Florida. The Corporation is a district school board direct-support organization as defined and authorized by Section 1001.453, Florida Statutes.

ARTICLE III

MEMBERSHIP

The Corporation shall have no members.

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ARTICLE IV POWERS

The Corporation shall have the general power to do all lawful acts, as conferred upon not for profit corporations by the Florida Not For Profit Corporation Act, that are necessary and desirable to carry out the purposes and responsibilities of the Corporation. Notwithstanding the generality of the foregoing, the powers of the Corporation shall be subject to the following limitations and restrictions:

(a) The Corporation shall have no power to do any act inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code;

(b) The Corporation shall have no power to do any act inconsistent with the provisions of Section 1001.453, Florida Statutes.

(c) No part of the income, profit or assets of the Corporation shall inure to the benefit of, or be distributable to, directly or indirectly, its directors, officers, or other private persons; provided, however, 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 contained in these Articles of Incorporation; and

(d) The Corporation shall not carry out propaganda, or otherwise attempt to influence legislation, in a manner inconsistent with or forbidden by Section 501(c)(3) of the Code, 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.

ARTICLE V 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 the number of persons as shall be specified from time to time in the Bylaws of the Corporation; however, the Corporation shall at all times have at least three (3) directors. Pursuant to section 1001.453, Florida Statutes, the members of the Board of Directors of the Corporation shall be approved by The School Board of Duval County, Florida. The initial Board of Directors to serve until their successors are qualified and elected pursuant to the Bylaws of the Corporation are:

Ashley Smith Juarez	1701 Prudential Drive, 6 th Floor, Jacksonville, Florida 32207
Paula D. Wright	1701 Prudential Drive, 6 th Floor, Jacksonville, Florida 32207
Nikolai P. Vitti, Ed.D.	1701 Prudential Drive, 6 th Floor, Jacksonville, Florida 32207

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ARTICLE VI
MEETINGS

Meetings of the Board of Directors of the Corporation shall be subject to the provisions of the Bylaws as they may from time to time be adopted by a majority vote of the Board of Directors. Meetings shall comply with the requirements of Section 286.011, Florida Statutes.

ARTICLE VII
INDEMNIFICATION

The Corporation shall indemnify the officers and directors of the Corporation to the full extent permitted by the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes provided, however, that no such indemnification shall be permitted if such indemnification would violate the purposes of the Corporation as specified herein or would be inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code. This indemnification provision shall not be deemed exclusive of any other rights to which such officers and directors may be entitled under the Bylaws, any agreement of the Corporation, any insurance maintained by the Corporation, or otherwise.

ARTICLE VIII
BY-LAWS

(a) The Board of Directors, by majority vote, may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as they may deem necessary from time to time, including, but not limited to, provisions for the quorum and voting requirements for meetings and activities of the Board of Directors; provided, however, that such Bylaws shall not conflict with any of the provisions of these Articles of Incorporation.

(b) Upon proper notice, the Bylaws may be amended, altered or rescinded by the majority vote of members of the Board of Directors who are present at any regular meeting or any special meeting for this purpose.

ARTICLE IX
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 members of the Board of Directors at any regular or special meeting of the Board of Directors, provided that written notices of the proposed amendment has been given to each director ten (10) days prior to the meeting.

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ARTICLE X
STOCK AND DIVIDEND 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 for services rendered to, and funds expended on behalf of, the Corporation.

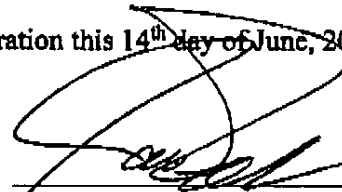
ARTICLE XI
DISSOLUTION OR FINAL LIQUIDATION

Upon dissolution or final liquidation of the Corporation, after all debts and liabilities are paid, all of the beneficial interest in any property, be it real or personal or mixed, and all of the assets of the Corporation shall be distributed in furtherance of the Corporation's purposes contained in these Articles, including a distribution to a government entity or an organization exempt from federal income tax under Section 501(c)(3) of the Code. If for any reason the liquidating distributions cannot be made in accordance with the preceding sentence, upon order of a court of competent jurisdiction over Duval County, Florida, distributions shall be made to another organization to be used in such manner as in the judgment of the court will best accomplish the purposes of the Corporation.

ARTICLE XII
INCORPORATION

The name and address of the incorporator of the Corporation is J. Jacob R. Peek, whose address is Wells Fargo Center, One Independent Drive, Suite 1200, Jacksonville, Florida 32202.

Signed by the sole incorporator of the Corporation this 14th day of June, 2016.



Name: J. Jacob R. Peek

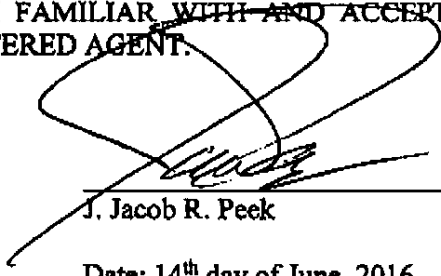
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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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: FOUNDATION FOR DUVAL SCHOOLS, INC.
2. The name and address of the registered agent and office are: J. Jacob R. Peek, whose address is Wells Fargo Center, One Independent Drive, Suite 1200, Jacksonville, Florida 32202.

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 A REGISTERED AGENT.



J. Jacob R. PeekDate: 14th day of June, 2016

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