

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Incentives to Teach, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
INCENTIVES TO TEACH, INC.  
(A Florida Not For Profit Corporation)**

*I, the undersigned incorporator, for the purpose of incorporating and organizing a corporation under the Florida Not For Profit Corporation Act (the "Act"). do hereby execute the following Articles of Incorporation, and certify as follows:*

**ARTICLE I  
NAME**

The name of the corporation shall be: INCENTIVES TO TEACH , INC. (the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation shall be: 507 Southeast 11<sup>th</sup> Court, Fort Lauderdale, Florida 33316-1145.

**ARTICLE III  
PURPOSES**

1. The Corporation is not-for-profit and is organized and shall be operated exclusively for religious, charitable, scientific, literary, or educational purposes as described in 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 "Code"). Such purposes to include, but not be limited to, assisting with the implementation and support of programs at tax-exempt high school level educational organizations located in Broward County, Florida that seek to incentivize teachers to take steps to enhance the quality of education in such tax-exempt high school level educational organizations.

2. No part of the earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or to any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no director or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

3. The Corporation shall not participate, directly or indirectly, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any

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candidate for public office. The Corporation shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in Treasury Regulations.

4. 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 tax under Section 501(c)(3) of the Code.

5. Upon the dissolution of the Corporation, the Board of Directors will, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for scientific, educational or charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors of the Corporation shall determine.

#### **ARTICLE IV ELECTION OF DIRECTORS**

The manner in which the directors are elected or appointed shall be as provided in the Bylaws. The names and addresses of the initial directors are as follows:

Michael J. Styles  
507 Southeast 11<sup>th</sup> Court  
Fort Lauderdale, Florida 33316-1145

Timothy Petrillo  
507 Southeast 11<sup>th</sup> Court  
Fort Lauderdale, Florida 33316-1145

Frank B. Dolph III  
507 Southeast 11<sup>th</sup> Court  
Fort Lauderdale, Florida 33316-1145

#### **ARTICLE VI MEMBERSHIP**

The Corporation shall have no members.

#### **ARTICLE VII INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

The name and Florida street address of the registered agent are:

Michael J. Styles  
507 Southeast 11<sup>th</sup> Court  
Fort Lauderdale, Florida 33316-1145.

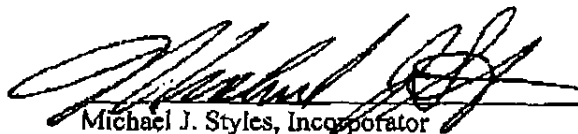
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**ARTICLE VIII  
INCORPORATOR**

The name and address of the Incorporator are:

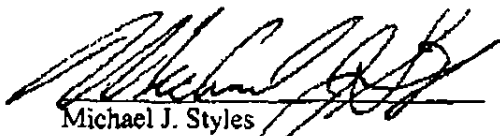
James B. Davis  
c/o Gunster  
450 East Las Olas Boulevard, Suite 1400  
Fort Lauderdale, Florida 33301

IN WITNESS WHEREOF the undersigned has executed these Articles as of the 12 day of August, 2016.

  
Michael J. Styles, Incorporator

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent and to accept the service of process for the above-stated limited liability company at the place designated in these Articles, Michael J. Styles hereby accepts the appointment as registered agent and agrees to act in this capacity. Michael J. Styles further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 608, F.S.

  
Michael J. Styles

Date: August 12, 2016