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N17-03856B

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 4, 2017

TERRY LEWIS
515 N. FLAGLER DR., STE. 1500
W. PALM BCH., FL 33401

SUBJECT: THE FASD EDUCATION FOUNDATION, INC.
Ref. Number: W17000038568

We have received your document for THE FASD EDUCATION FOUNDATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Thomas Chang
Regulatory Specialist II
New Filing Section

Letter Number: 817A00008832

**LLW****LEWIS
LONGMAN
WALKER**Attorneys at Law
llw-law.comTerry E. Lewis
tlewis@llw-law.com*Reply To:
West Palm Beach Office*

May 11, 2017

Mr. Thomas Chang
Regulatory Specialist II
New Filing Section
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314**RE: The FASD Education Foundation, Inc. Ref. Number: W17000038568**

Dear Mr. Chang:

Thank you for the information provided regarding required provisions in the referenced articles of incorporation. Enclosed please find a revised original and copy of the articles with the acknowledgement and dated signatures of the incorporator and registered agent.

Sincerely yours,

Terry E. Lewis

TEL:bas

Enclosures

c: Rita M. Greenberg
Fred Crawford
M. Christopher Lyon, Esquire**JACKSONVILLE**245 Riverside Ave., Suite 150
Jacksonville, Florida 32202

T: 904.353.6410

F: 904.353.7619

TALLAHASSEE315 South Calhoun St., Suite 830
Tallahassee, Florida 32301

T: 850.222.5702

F: 850.224.9242

TAMPA BAY101 Riverfront Blvd., Suite 620
Bradenton, Florida 34205

T: 941.708.4040

F: 941.708.4024

WEST PALM BEACH515 North Flagler Dr., Suite 1500
West Palm Beach, Florida 33401

T: 561.640.0820

F: 561.640.8202

ARTICLES OF INCORPORATION

Pursuant to Chapter 617, Florida Statutes, the undersigned, all of whom are citizens of the United States, do hereby submit these Articles of Incorporation for the purpose of forming a nonprofit corporation.

ARTICLE I

Name

The name of the corporation shall be The FASD Education Foundation, Inc.

ARTICLE II

Existence

The corporation shall have perpetual existence unless dissolved as prescribed herein. The corporation may be dissolved by a majority vote of a quorum of the Board of Directors of the Florida Association of Special Districts.

ARTICLE III

Effective Date

The effective date of incorporation shall be upon certification of these Articles of Incorporation by the Secretary of State of the State of Florida.

ARTICLE IV

Members

The corporation will not have members and will be governed by a five member Board of Directors appointed by majority vote of a quorum of the Board of Directors of the Florida Association of Special Districts. Board members of this corporation may be removed and new members appointed at any time, with or without cause, by a majority vote of a quorum of the Board of Directors of the Florida Association of Special Districts.

ARTICLE V

Type of Nonprofit Corporation

This corporation is organized exclusively for educational purposes under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VI

Purpose

This corporation's primary purpose is to provide scholarships to elected officials and management personnel of local general and special purpose governments for attendance at educational seminars and training related to governmental ethics laws, financial management, public records laws, government in the sunshine, and related topics. Recipients of the Virginia

Cebula CDM Certification Scholarship will be expected to complete specified curriculum and obtain certification from the Florida Association of Special Districts ("FASD") as a Certified District Manager. In addition, those elected officials receiving a CDO Certification Scholarship will be expected to complete a specified curriculum and obtain certification from FASD as a Certified District Officer. Recipients of a General Purpose Scholarship will be expected to attend and participate in the educational seminar requested on their application.

ARTICLE VII

Registered Agent and Office Address

The Registered Agent and office address is:

Terry E. Lewis, Esq.
Lewis, Longman and Walker, P.A.
515 North Flagler Drive, Suite 1500
West Palm Beach, FL 33401

ARTICLE VIII

Principal Office

The principal office of this corporation is:

Egis Insurance and Risk Advisors
150 East Palmetto Park Road, Suite 705
Boca Raton, FL 33432
Attn: Mark Grimmel

ARTICLE IX

Mailing Address

The corporation's mailing address is:

Egis Insurance and Risk Advisors
150 East Palmetto Park Road, Suite 705
Boca Raton, FL 33432
Attn: Mark Grimmel

ARTICLE X

Directors

There will be 5 directors:

1. Michael Paul McElligott
2456 SW Century Way
Stuart, FL 34997

2. Mark Grimmel
Egis Insurance and Risk Advisors
150 East Palmetto Park Rd., Suite 705
Boca Raton, FL 33432
3. Kathleen Quinn Litton
7701 40th Ave. N
St. Petersburg, FL 33709-4322
H: 727/347-3653
C: 727/434-0373 (preferred)
4. Kevin Michael Hart
851 North Surf Road #203
Hollywood, FL 33019
5. Kim M. Eikov
16153 68th St. N
Loxahatchee, FL 33470

The Board of Directors shall be organized with a Chair, Vice Chair, who shall preside when the chair is absent, and a Secretary/Treasurer. The initial officers shall be Mark Grimmel, Chair, Kim Eikov, Vice Chair and Kevin Hart, Secretary/Treasurer. Board meetings shall be held at the call of the Chair or upon the request of two or more Board members for the Chair to call a meeting.

Annually during the anniversary month of the first Board meeting, the Board shall elect or re-elect its officers for the next calendar year.

Once convened, the Board is authorized to adopt policies and procedures for the management and operation of the corporation, the selection of scholarship recipients and such related matter that may come before the Board.

ARTICLE XI Indemnification

The corporation does indemnify any directors, officers, employees, incorporators, and members of the corporation from any liability regarding the corporation and the affairs of the corporation, unless the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the corporation, or as otherwise provided under applicable statute.

ARTICLE XII
Prohibited Activities

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except 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 set forth in Article VI. No substantial part of the activities of the corporation shall be the 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE XIII
Distributions Upon Dissolution


Upon the dissolution of the corporation, after paying or making provisions for the payment of all the legal liabilities of the corporation, 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 XIV
Incorporator

The name and address of the Incorporator is:

Terry E. Lewis, Esquire
Lewis, Longman & Walker, PA
515 North Flagler Dr., Suite 1500
West Palm Beach, Florida 33401

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.



Signature of Incorporator

5/11/17
Date

Having been named as registered agent to accept service of process for the above stated 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.

Ty - Li
Signature of Registered Agent

5/11/17
Date

FILED
17 MAY 16 AM 10:04
OFFICE OF THE
CLERK OF THE
COURT
PALM BEACH COUNTY
FLORIDA