

Florida Department of State
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Division of Corporations
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NOV 29 2017
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FLORIDA PROFIT/NON PROFIT CORPORATION
Don Estridge High Tech Middle School Foundation, Inc

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$78.75

**ARTICLES OF INCORPORATION
OF
DON ESTRIDGE HIGH TECH MIDDLE SCHOOL FOUNDATION, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act pursuant to Chapter §617 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of this not-for-profit corporation shall be "DON ESTRIDGE HIGH TECH MIDDLE SCHOOL FOUNDATION, INC." (hereinafter, the "Corporation").

ARTICLE II

PRINCIPAL OFFICE

The street address and mailing address of the Corporation is 1798 NW Spanish River Blvd., Boca Raton, FL 33431.

ARTICLE III

PURPOSES

The Corporation has been formed exclusively for charitable and educational purposes, including for such purposes the making of distributions to organizations under Section 501(c)(1) of the Internal Revenue Code (the "Code") or corresponding sections of any future federal tax code. The specific purpose of this Corporation shall be to raise money for the for the acquisition and maintenance of high-tech resources benefitting the students of Don Estridge High Tech Middle School ("DEHTMS"), a public school in the Palm Beach County School District, located in the State of Florida.

ARTICLE IV

EFFECTIVE DATE; COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation shall come into existence as of the date of filing with the Florida Department of State. The existence of the Corporation shall be perpetual.

ARTICLE V

INCORPORATOR

The incorporator is Scott M. Coffey, whose address is 777 South Flagler Drive, Suite 1900, West Palm Beach, Florida 33401.

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ARTICLE VI

BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of not less than three (3) or more than fifteen (15) Directors.

Section 2. The Board of Directors of this Corporation is to be self-perpetuating. Those who are board members at the time of each election shall elect board members.

Section 3. Any Director desiring to resign shall do so in writing to the Secretary of the Board. Any one or more of the Directors may be removed either with or without cause at any time by a vote of two-thirds of the Board of Directors present at any special meeting called for that purpose.

ARTICLE VII

INITIAL DIRECTORS

The name of the initial directors of the Corporation are as follows:

Initial Directors

Scott Coffey
Yvette Drucker
Stuart Perlin
Jeffrey Weinstock

ARTICLE VIII

MEMBERS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its 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 Third hereof. 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) in 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 other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under 170(c)(2) of the Code or the corresponding section of any future federal tax code.

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ARTICLE IX

INITIAL REGISTERED AGENT AND STREET ADDRESS

The initial registered agent is: Yvette Drucker, whose street address is 1798 NW Spanish River Blvd., Boca Raton, FL 33431.

ARTICLE X

CORPORATE POWERS; CHARITABLE ORGANIZATIONS PROVISIONS

The Corporation shall have all the powers granted not for profit corporations under the laws of the State of Florida. However, notwithstanding any powers granted to the Corporation by its Articles, By Laws or by the laws of the State of Florida, the following limitations of power shall apply:

- (a) The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code (the "Code").
- (b) 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 the services rendered and to make payments and distributions in furtherance of purposes set forth in the purpose clause hereof. 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 any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Code; or (ii) by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE XI

DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation by transferring such assets to any charitable, scientific, religious or educational organization as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, or to any governmental or other entities with purposes similar to the Corporation's, such disposition to be as the Board of Directors shall determine. Any assets remaining after such disposition by the

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Board of Directors shall be disposed of by the Circuit Court of Palm Beach County, pursuant to the procedures for judicial dissolution, §617.1431 of the Florida Statutes, or any successor provision thereto.

ARTICLE XII

AMENDMENTS TO ARTICLES

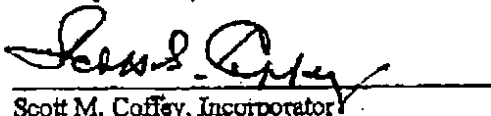
These Articles of Incorporation may be amended by the affirmative vote of not less than two thirds of the total number of Directors then serving.

INDEMNIFICATION

The Corporation shall indemnify any officer or Director or any former officer or Director acting in their corporate capacity only to the full extent permitted by law.

Statement of Incorporator

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 felon as provided in §817.155, Florida Statutes.

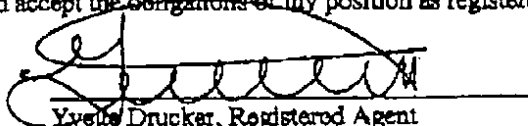


Scott M. Coffey, Incorporator

Date: November 17, 2017

Acceptance by Registered Agent

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.



Yvette Drucker, Registered Agent

Date: November 17, 2017

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