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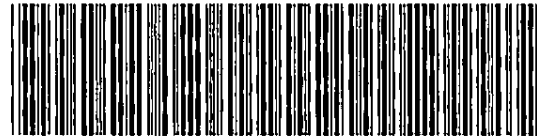
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## COVER LETTER

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

SUBJECT: Friends of Dinsmore Elementary, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00      ☐ \$78.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

☐ \$78.75      ☒ \$87.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                         & Certificate of  
                         Status  
**ADDITIONAL COPY REQUIRED**

FROM: Linda Brunson  
Name (Printed or typed)  
110 Mills Lane  
Address  
Jacksonville Beach, FL 32250  
City, State & Zip  
904.738.3092  
Daytime Telephone number  
Linda.Brunson@comcast.net  
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  
FRIENDS OF DINSMORE ELEMENTARY, INC.**

The undersigned, desiring to form a corporation not-for-profit under the Florida Not For Profit Corporation Act, *hereby adopts the following Articles of Incorporation:*

**ARTICLE I  
NAME**

The name of the corporation shall be:

Friends of Dinsmore Elementary, Inc. (the "Corporation")

**ARTICLE II  
MAILING ADDRESS**

The street address of the principal office and the mailing address of the Corporation are:

110 Mills Lane  
Jacksonville Beach, FL 32250

**ARTICLE III  
PURPOSES**

The Corporation is organized and shall be operated exclusively as a corporation not-for-profit and for charitable and educational 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"). Specifically, without limiting the generality of the preceding sentence, the Corporation primarily is organized to improve and enrich the learning experiences of Dinsmore Elementary School (a Duval County public school) students by:

- (a) soliciting and receiving funds, gifts, endowments, donations, and bequests to fund student needs; and
- (b) promoting and providing volunteer services to benefit the students.

## **ARTICLE IV**

### **POWERS**

The Corporation shall have the general power to do all lawful acts, as conferred upon corporations not-for-profit by the Florida Not For Profit Corporation Act including all those things necessary or expedient in the furtherance of the Corporation's purposes, which 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, or corresponding provisions of any subsequent federal tax laws;
- (b) 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 trustees, officers, members, 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 set forth in these Articles; and
- (c) no substantial part of the activities of the Corporation shall be 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.

## **ARTICLE V**

### **MEMBERSHIP**

The Corporation shall not have any members.

## **ARTICLE VI**

### **BOARD OF DIRECTORS**

- A. The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not fewer than three (3) directors. The method of election or appointment of the Board of Directors shall be fixed and governed by the Bylaws of the Corporation.

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CLERK OF STATE  
TALLAHASSEE FLORIDA

B. The names and addressed of the initial directors are:

<u>Name</u>	<u>Address</u>
Linda Brunson	110 Mills Lane Jacksonville Beach, FL 32250
Wanda Reese	7126 Civic Club Drive Jacksonville, FL 32219
Roger Mann	9028 Johnson Road Jacksonville, FL 32219

## **ARTICLE VII**

### **OFFICERS**

The officers of the Corporation, and their election or appointment, powers, and terms, shall be as provided by the Bylaws.

## **ARTICLE VIII**

### **REGISTERED AGENT**

The name and Florida street address of the initial registered agent is:

Linda Brunson  
110 Mills Lane  
Jacksonville Beach, FL 32250

## **ARTICLE IX**

### **INCORPORATOR**

The name and address of the Incorporator is:

Linda Brunson  
110 Mills Lane  
Jacksonville Beach, FL 32250

## **ARTICLE X**

### **DURATION**

The Corporation shall exist perpetually unless it shall be dissolved pursuant to the laws of the State of Florida and these Articles of Incorporation.

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CLERK OF CIRCUIT COURT  
JACKSONVILLE, FLORIDA

**ARTICLE XI  
AMENDMENTS**

A majority vote of the Board of Directors may amend the Articles of Incorporation.

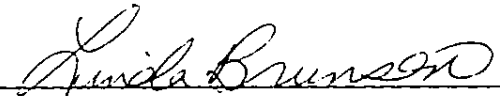
**ARTICLE XII  
BYLAWS**

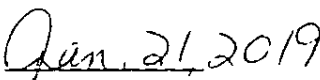
The Bylaws of this Corporation shall be adopted by the Board of Directors on behalf of the Corporation and may be altered, amended, or rescinded by a majority vote of the Board of Directors.

**ARTICLE XIII  
DISSOLUTION**

Upon dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a similar Friends organization of a public elementary school with similar student/family demographics which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws. If for any reason the liquidating distributions cannot be made in accordance with the preceding sentence, upon order of a court of competent jurisdiction, distributions shall be made to another organization to be used in such manner as in the judgment of the court will best accomplish the charitable purposes of the Corporation.

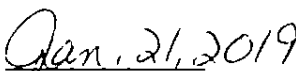
***Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity***

  
Required Signature of Registered Agent

  
Date

***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.***

  
Required Signature of Incorporator

  
Date