

N19000000 1000

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

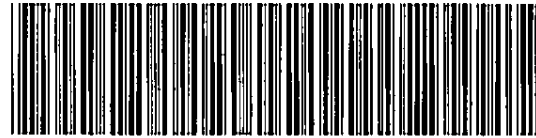
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100322540951

01/22/13--01040--011 **87.50

FILED

2019 JAN 22 PM 1:48

SECRETARY OF STATE
TALLAHASSEE, FL

COVER LETTER

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

SUBJECT: Seminole Coconut Creek Education Foundation, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Michelle Diffenderfer
Name (Printed or typed)

515 N. Flagler Dr., Suite 1500
Address

West Palm Beach, FL 33401
City, State & Zip

(561) 640-0820
Daytime Telephone number

mdiffenderfer@llw-law.com
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

SEMINOLE COCONUT CREEK EDUCATION FOUNDATION, INC.

(A FLORIDA NON-PROFIT CORPORATION)

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a non-profit corporation (the "Non-Profit Corporation") under the laws of the State of Florida.

ARTICLE I.

Name

The name of the Non-Profit Corporation shall be Seminole Coconut Creek Education Foundation, Inc.

ARTICLE II.

Principal Office

Lewis, Longman, & Walker, P.A.
515 N. Flagler Dr.
Suite 1500
West Palm Beach, Fl. 33401

FILED
2019 JAN 22 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FL

ARTICLE III.

Purpose

This Non-Profit Corporation is organized exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The charitable and educational purposes include: the provision of scholarships, fellowships, or grants for educational purposes to students of Coconut Creek public schools, children of the City of Coconut Creek employees, and/or residents of the City of Coconut Creek; after school tutoring programs for elementary, middle, and high school students of Coconut Creek public schools and/or children of the City of Coconut Creek employees; college test preparation courses for high school students of Coconut Creek public schools, children of the City of Coconut Creek employees, and/or residents of the City of Coconut Creek; educational scholarships to students of Coconut Creek public schools, children of the City of Coconut Creek employees, and/or residents of the City of Coconut Creek; and other educational programs for students of Coconut Creek public schools, children of the City of Coconut Creek employees, and/or residents of the City of Coconut Creek.

ARTICLE IV.
Incorporators

The names and street addresses of the Incorporators of this Non-Profit Corporation are as follows:

For the Seminole Tribe of Florida:

Michelle Diffenderfer
Lewis, Longman, & Walker, P.A.
515 N. Flagler Dr., Suite 1500
West Palm Beach, FL 33401

For the City of Coconut Creek:

Terrill Pyburn
City of Coconut Creek
4800 W. Copans Road
Coconut Creek, FL 33063

ARTICLE V.
Term of Non-Profit Corporate Existence

The Non-Profit Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI.
Address of Registered Office and Registered Agent

The address of the initial registered office of the Non-Profit Corporation in the State of Florida shall be The Law Offices of Lewis, Longman, & Walker, P.A., 515 N. Flagler Dr., Suite 1500, West Palm Beach, Florida 33401. The name of the initial registered agent of the Corporation at the above address shall be Michelle Diffenderfer. The Board of Directors may from time to time change the registered agent and/or office to any other address and/or agent in the State of Florida.

ARTICLE VII.
Number of Directors

The business of the Non-Profit Corporation shall be managed by a Board of Directors consisting of no less than two (2) and no more than five (5) people.

ARTICLE VIII.
Initial Board of Directors

The initial Board of Directors shall consist of two members. The names and street addresses of the members of the initial Board of Directors of the Non-Profit Corporation, who shall hold office until the first annual meeting of the Board of Directors at which five Board Members shall be elected and qualified, are as follows:

Michelle Diffenderfer
Lewis, Longman, & Walker, P.A.
515 N. Flagler Dr., Suite 1500
West Palm Beach, FL 33401

Terrill Pyburn
City of Coconut Creek
4800 W. Copans Road
Coconut Creek, FL 33063

FILED
2019 JUN 22 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FL

FILED
2019 JAN 22 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FL

ARTICLE IX.
Officers

The Non-Profit Corporation shall have a President, a Vice President, a Secretary and a Treasurer and may have additional Officers as designated by the Board of Directors pursuant to the By-Laws. Any two or more offices may be held by the same person.

ARTICLE X.
Transactions in Which Directors
Or Officers Are Interested

(a) No contract or other transaction between the Non-Profit Corporation and one or more of its Directors or Officers, or between the Non-Profit Corporation and any other corporation, firm, or entity in which one or more of the Non-Profit Corporation's Directors or Officers are Directors or Officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such Director(s) or Officer(s) are present at or participate in the meeting of the Board of Directors which authorizes, approves or ratifies such contract or transaction, if:

- (1) The fact of such relationship or interest is disclosed or known to the Board of Directors which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose, without counting the votes or consents of such interested Director or Directors; or
- (2) The fact of such relationship or interest is disclosed or known to the Board of Directors entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or
- (3) The contract or transaction is fair and reasonable as to the Non-Profit Corporation at the time it is authorized.

(b) Interested Directors may not be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XI.
Indemnification

Every Director and employee of the Non-Profit Corporation shall be indemnified by the Non-Profit Corporation against all expenses and liabilities, including counsel fees and costs, reasonably incurred by or imposed upon him/her in connection with any action or proceeding to which he/she may be made a part, or in which he/she may become involved by reason of his/her being or having been a Director or employee at the time such expenses are incurred, except in such cases where there was or is malfeasance or misfeasance or as otherwise limited by law in the

performance or omission of such duties as give rise to the subject of such action or proceeding. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or employee is or may be entitled. The Non-Profit Corporation shall indemnify the Legal Counsel from and against any claims brought by third parties, including counsel fees and costs, reasonably incurred by or imposed upon him/her in connection with any action or proceeding to which he/she may be made a part, or in which he/she may become involved by reason of his/her being or having been the Legal Counsel at the time such expenses are incurred, except in such cases whether there was or is malfeasance or misfeasance or as otherwise limited by law in the performance or omission of such duties as give rise to the subject of such action or proceeding.

ARTICLE XII.

Membership

The Board of Directors of the Non-Profit Corporation shall constitute the members of the Corporation. Directors and members shall be interchangeable. Additional provisions specifying the obligations of Directors shall be contained in the Bylaws of this Non-Profit Corporation pursuant to, and in accordance with, the laws of the State of Florida.

ARTICLE XIII.

Financial Information

Any additional provisions for the operation of the Non-Profit Corporation are as follows:

(a) Upon the dissolution of this Non-Profit Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to the City of Coconut Creek for a public purpose.

(b) No substantial part of the activities of this Non-Profit Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this 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.

(c) No part of the net earnings of this Non-Profit Corporation shall inure to the benefit of, or be distributable to, its Directors or Officers. There shall be no compensation for Officers and Directors related to their volunteer service on the Board.

(d) Notwithstanding any other provision of these Articles, this Non-Profit Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a


FILED
2009 JAN 22 PM 3:48
SECRETARY OF STATE

corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

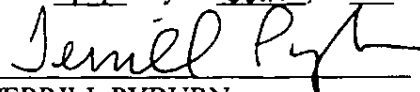
ARTICLE XIV.
Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law, by majority vote of the Board of Directors.

IN WITNESS WHEREOF, the undersigned, being one of the original Incorporators to the foregoing Articles of Incorporation has hereunto set her hand this 15 day of January, 2019.


MICHELLE DIFFENDERFER

IN WITNESS WHEREOF, the undersigned, being one of the original Incorporators to the foregoing Articles of Incorporation has hereunto set her hand this 14 day of Jan., 2019.


TERRILL PYBURN

FILED

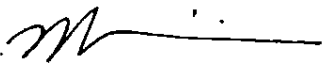
2019 JAN 22 PM 1:48

SECRETARY OF STATE
TALLAHASSEE, FL

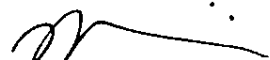
CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Florida Statutes Section 48.091 and 607.304, the following is submitted:

Seminole Coconut Creek Education Foundation, Inc., desiring to organize as a non-profit corporation under the laws of the State of Florida, has designated Michelle Diffenderfer, as its Registered Agent who is located at the Registered Office: Lewis, Longman, & Walker, P.A., 515 N. Flagler Dr., Suite 1500, West Palm Beach, Florida 33401.

By: 
Michelle Diffenderfer

Having been named Registered Agent for the above stated Non-Profit Corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping the office open.

By: 
Michelle Diffenderfer

FILED

2019 JAN 22 PM 1:48

**SECRETARY OF STATE
TALLAHASSEE, FL**