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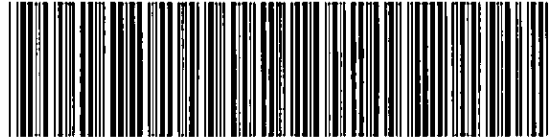
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TALLAHASSEE, FL

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## COVER LETTER

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

**SUBJECT:** PROFESSIONAL OPTICIANS OF FLORIDA 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:** STUART E. GOLDBERG, ESQ.  
\_\_\_\_\_  
Name (Printed or typed)

POST OFFICE BOX 12458  
\_\_\_\_\_  
Address

TALLAHASSEE, FL 32317  
\_\_\_\_\_  
City, State & Zip

(850) 222-4000  
\_\_\_\_\_  
Daytime Telephone number

Dee@pof.org

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  
PROFESSIONAL OPTICIANS OF FLORIDA EDUCATION  
FOUNDATION, INC.**

**a Florida not for profit corporation**

The undersigned Incorporator hereby adopts and files these Articles of Incorporation pursuant to the Florida Not for Profit Corporation Act, Chapter 617, in order to form a not for profit corporation under the laws of the State of Florida.

**ARTICLE I.**

**Name**

The name of this Corporation shall be **PROFESSIONAL OPTICIANS OF FLORIDA EDUCATION FOUNDATION, INC.**

**ARTICLE II.**

**Address**

The street address of the initial principal office of this Corporation shall be 59 Parkside Circle, Crawfordville, Florida 32327, and the mailing address of this Corporation shall be Post Office Box 1296, Crawfordville, Florida 32326.

**ARTICLE III.**

**Corporate Purposes**

The Corporation is organized to provide optical education and resources to Florida's licensed Opticians and shall be a nonprofit organization formed and operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. The Corporation shall not carry on any

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activities not permitted to be carried on by a corporation exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code and to which deductible contributions may be made under Sections 170, 2055, or 2522 of the Internal Revenue Code, as applicable. No part of the assets or the net earnings of the Corporation shall inure to the benefit of any officer, director, member, or any other person; provided, however, the Corporation is 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. No substantial part of the activities of the Corporation shall be dedicated to attempting to influence legislation by propaganda or otherwise. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

**ARTICLE IV.**  
**Term of Corporate Existence**

This Corporation shall have perpetual existence unless dissolved according to law.

**ARTICLE V.**  
**Corporate Powers**

This Corporation shall have and exercise all the powers accorded not for profit corporations under the laws of the State of Florida which are not in conflict with the Corporation's exempt purposes as provided hereinabove.

**ARTICLE VI.**  
**Members**

The Corporation shall have no members. The management of the affairs of the Corporation shall be vested in a Board of Directors, as defined in the Corporation's Bylaws.

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**ARTICLE VII.**  
**Board of Directors**

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of a Board of Directors, the number of which may be either increased or decreased from time to time as regulated by the Bylaws but shall consist of not fewer than three (3). The manner and method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles, the Board of Directors shall have all the rights, powers, and privileges prescribed by law of directors of corporations for profit. The initial Board of Directors of the Corporation shall consist of fifteen (15) members, as set forth below, who shall hold office for such terms as provided in the Bylaws of the Corporation and until their successors have been elected and qualified or until their earlier resignation, removal from office, inability to act, or death:

<b>JERRY CAMPBELL</b>	59 Parkside Circle Crawfordville, Florida 32327
<b>ATALA VALDES</b>	59 Parkside Circle Crawfordville, Florida 32327
<b>VINCE COTTONE</b>	59 Parkside Circle Crawfordville, Florida 32327
<b>WESLEY STUART</b>	59 Parkside Circle Crawfordville, Florida 32327
<b>DAVID COUCH</b>	59 Parkside Circle Crawfordville, Florida 32327
<b>MICHELLE BERGER</b>	59 Parkside Circle Crawfordville, Florida 32327
<b>SARAH BARRY</b>	59 Parkside Circle Crawfordville, Florida 32327

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<b>RAYMOND CASTRO</b>	59 Parkside Circle Crawfordville, Florida 32327
<b>MARY DENNISON</b>	59 Parkside Circle Crawfordville, Florida 32327
<b>KEATON FOX</b>	59 Parkside Circle Crawfordville, Florida 32327
<b>VICTORIA MARTIN</b>	59 Parkside Circle Crawfordville, Florida 32327
<b>PAMELA PALMER</b>	59 Parkside Circle Crawfordville, Florida 32327
<b>VANESSA RIVERA</b>	59 Parkside Circle Crawfordville, Florida 32327
<b>YVONNE SCHLOSS</b>	59 Parkside Circle Crawfordville, Florida 32327
<b>DONALD YOUNG</b>	59 Parkside Circle Crawfordville, Florida 32327

**ARTICLE VIII.**  
**Officers**

The Corporation shall have a President, a Vice-President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors at such time and in such manner as prescribed by the Bylaws. The Corporation may have such other officers and assistant officers and agents as the Board of Directors may deem necessary, to be elected by the Board of Directors or chosen in such other manner as prescribed by the Bylaws.

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**ARTICLE IX.**  
**Registered Office and Registered Agent**

The name of the initial Registered Agent of the Corporation and the street address of the initial Registered Office of this Corporation in the State of Florida shall be as follows:

**DEE PACE**

59 Parkside Circle  
Crawfordville, Florida 32327

The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

**ARTICLE X.**  
**Amendment**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law, and all rights conferred hereunder are granted subject to this reservation.

**ARTICLE XI.**  
**Personal Liability**

No officer or director of this Corporation shall be personally liable for the debts or obligations of the Corporation of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this Corporation.

**ARTICLE XII.**  
**Dissolution**

Upon dissolution, all of the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed for an exempt purpose to any organization which shall then be qualified for exemption under Section 501(c)(3) and to which a contribution shall be permitted as a deduction under Sections 170, 2055, or 2522 as applicable, or to the federal government, or to a state or local government for a public purpose. None of the assets shall be

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distributed to any officer or director of the Corporation, or any other person or organization not described in the preceding sentence.

**ARTICLE XIII.**  
**Incorporator**

The name and street address of the Incorporator of this Corporation are as follows:

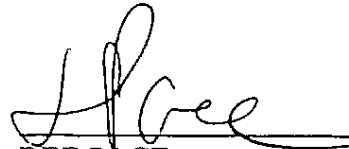
**DEE PACE**

59 Parkside Circle  
Crawfordville, Florida 32327

**Article XIV.**  
**Effective Date**


The effective date of the Corporation's existence is January 1, 2020.

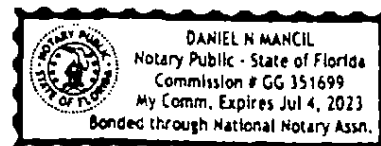
*IN WITNESS WHEREOF*, I have executed these Articles of Incorporation of  
**PROFESSIONAL OPTICIANS OF FLORIDA EDUCATION FOUNDATION, INC.**  
this 17 day of December, 2019.

  
**DEE PACE**  
Incorporator

STATE OF FLORIDA  
COUNTY OF LEON

The foregoing Articles of Incorporation of **PROFESSIONAL OPTICIANS OF FLORIDA, INC.** were acknowledged before me this 17<sup>th</sup> day of December, 2019, by **DEE PACE** ( ) who is personally known to me; or ( X ) who produced a Florida Driver's License identification, as Incorporator.

  
Signature of Notary Public  
Notary Stamp/Seal:



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**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

Pursuant to Sections 48.091 and 617.0501, Florida Statutes, **PROFESSIONAL OPTICIANS OF FLORIDA EDUCATION FOUNDATION, INC.**, desiring to organize as a corporation not for profit under the laws of the State of Florida, has designated 59 Parkside Circle, Crawfordville, Florida 32327, as its initial Registered Office, and has named **DEE PACE**, located at 59 Parkside Circle, Crawfordville, Florida 32327, as its initial Registered Agent.

  
\_\_\_\_\_  
**DEE PACE**

Incorporator

Date: 12/17/19

**ACCEPTANCE BY REGISTERED AGENT**

Having been named by the above-stated Corporation as its registered agent to accept service of process at the location designated herein, the undersigned hereby accepts said appointment and agrees to act in this capacity, is familiar with and accepts the obligations of Section 607.0505, Florida Statutes, and agrees to comply with the laws of Florida applicable thereto.

  
\_\_\_\_\_  
**DEE PACE**

Registered Agent

Date: 12/17/19

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