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TALLAHASSEE, FL 32301  
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AUTHORIZATION :

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*Patricia Myers*  
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ORDER NO. : 632657

CUSTOMER NO: 81746A

CUSTOMER: Patricia M. Myers, Esq  
MYERS AND MORING, P.A.

Suite 12  
7655 West Gulf To Lake Highway  
Crystal River, FL 34429

DOMESTIC FILING

NAME: CITRUS COUNTY DISTRICT SCHOOL  
BUS DRIVER'S ASSOCIATION, INC.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angela Lane

EXAMINER'S INITIALS:

T. BROWN JUL - 6 1995

FILED  
95 JUL - 6 PM 1:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
CITRUS COUNTY DISTRICT SCHOOL BUS DRIVER'S ASSOCIATION, INC.

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not for Profit Corporation Act, Florida Statutes, Chapter 617, do hereby make and adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be CITRUS COUNTY DISTRICT SCHOOL BUS DRIVER'S ASSOCIATION, INC., with it's principal place of business located at 5920 S. Kerley Way, Homosassa, Florida 34446, with a mailing address of 5920 S. Kerley Way, Homosassa, Florida 34446.

ARTICLE II

Initial Registered Agent. The street address of the registered office of the corporation is: 5920 S. Kerley Way, Homosassa, Florida 34446. The name of the initial Registered Agent is EMILY COOK, whose address is 5920 S. Kerley Way, Homosassa, Florida 34446.

ARTICLE III

The qualifications for members and the manner of their admission shall be regulated as provided for in the corporation Bylaws.

ARTICLE IV

Not For Profit. The corporation is a not for profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these Articles, under law and under Section 501(c)(3) of the United States Internal Revenue Code of 1986(hereinafter "Code"). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to

the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except permissible under these articles, under law and under Section 501(c)(3) of the Code.

#### ARTICLE V

The duration(term) of the corporation is perpetual.

#### ARTICLE VI

Purposes: The purpose of this association shall be to maintain and improve the standards of transportation system for the health, welfare and benefit of the students and bus drivers, as well as maintaining a good working relationship with parents, administration and the District School Board.

#### ARTICLE VII

Powers: Solely for the foregoing purposes, the corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporation, including but not limited to those set forth in Florida Statutes Chapter 617, and the following powers: To acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount of value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property.

B. To engage in and transact any other lawful activity, solely in furtherance of the foregoing purposes, for which nonprofit corporations may be incorporated under the Florida Not For Profit Corporation Act, and any successor or amendment to said Act.

C. To do such other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

#### ARTICLE IX

*Immunity Status.* It is intended that the corporation shall qualify as a cultural or educational institution within the United States under Title 22, United States Code Section 2459 ("Immunity from seizure under judicial process of cultural objects imported for temporary exhibit or display"). This qualification does not interfere with the corporation's tax exempt status.

#### ARTICLE X

*Limitation.* No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if corporation ever has any), directors or officers, but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article VII hereof.

#### ARTICLE XI

*Tax Exempt Status:* It is intended that the corporation shall have an continue to have the status of a corporation that is exempt from federal taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code and which is other than a private foundation as defined in Section 509 of the Code. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c)(3) of the Code. All references in these articles to sections of the Internal Revenue Code or Code shall be considered references to the Internal

Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

#### ARTICLE XII

*Dissolution.* Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of such assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office where the corporation is then located, exclusively for the aforesaid purposes of the corporation or to such qualified organization or organizations a said court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving such assets, it is operated exclusively for the purposes described in Section 170(c)(1) or 170(c)(2)(B) of the Internal Revenue Code of 1986 and as described in Section 509(a)(1), (2) or (3) of said Code.

#### ARTICLE XIII

*Board of Directors.* There shall be a board of directors consisting of at least three individuals. The initial directors are elected by the incorporator. Thereafter, each director shall be elected by majority vote of the board of directors in the manner and at the times set forth in the Bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors.

*The First Board of Directors and Officers are as follows:*

1.    *EMILY COOK*                                5920 S. Kerley Way  
      President and Director               Homosassa, Florida 34446
2.    *JOSEPH(Joe) GIARDINA*               7170 N. Carl G. Rose Highway  
      Vice President and Director       Hernando, Florida 34442
3.    *ELIZABETH(Betsy) HART*             95 S. Lee Street  
      Secretary and Director            Beverly Hills, Florida 34465
4.    *JOSEPHINE(Josie) SELLMAN*          5170 S. Shadey Oaks Lane  
      Treasurer and Director           Homosassa Springs, Florida 34447

#### **ARTICLE XIV**

*Officers. The officers of the corporation may consist of a president, one or more vice-presidents, a secretary, a treasurer, and such other officers and assistant officers as may be provided for in the Bylaws or by resolution of the board of directors (and may be removed by majority vote of the board of directors) at such time and in such manner as may be prescribed by the Bylaws or Bylaw.*

#### **ARTICLE XV**

*Incorporators. The name and street address of each incorporator is as follows:*

*EMILY COOK*  
5920 S. Kerley Way  
Homosassa, Florida 34446

*JOSEPH GIARDINA*  
7170 N. Carl G. Rose Highway  
Hernando, Florida 34442

*ELIZABETH HART*  
95 S. Lee Street  
Beverly Hills, Florida 34465

*JOSEPHINE SELLMAN*  
5170 S. Shadey Oaks Lane  
Homosassa Springs, Florida 34447

#### **ARTICLE XVI**

*Bylaws. The Bylaws of the corporation are to be made and adopted by the board of directors and may be altered, amended or rescinded by the board of directors.*

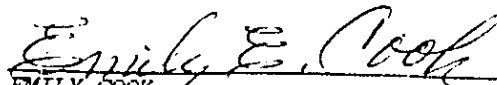
**ARTICLE XVII**

*Amendment.* The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them.

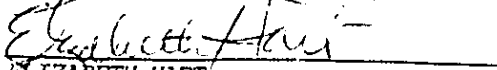
**ARTICLE XVIII**

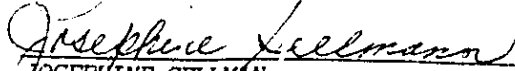
*Indemnification and Civil Liability Immunity.* The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617, and other similar laws.

IN WITNESS WHEREOF, the undersigned incorporators have signed these Articles of Incorporation on June 28, 1995.

  
EMILY COOK

  
JOSEPH GIARDINA

  
ELIZABETH HART

  
JOSEPHINE SELLMAN

CERTIFICATE OF DESIGNATION AND  
ACCEPTANCE BY REGISTERED AGENT

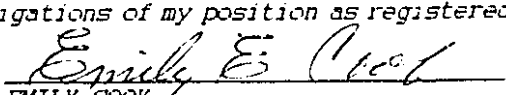
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Statutes Chapter 617, the undersigned corporation organized under the Not For Profit Corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the corporation of the State of Florida:

1. The name of the corporation is: CITRUS COUNTY DISTRICT  
SCHOOL BUS DRIVER'S ASSOCIATION, INC.
2. The name and address of the office and registered agent is:  
EMILY COOK of 5920 S. Kerley Way, Homosassa, Florida 34446.

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.

Dated: June 28, 1995.

  
EMILY COOK  
Registered Agent