

TRANSMITTAL LETTER

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

FILED
66 FEB -2 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

196000000634

SUBJECT: Teachers Incentive Programs, Inc.
(Proposed corporate name - must include suffix)

500001705815
-02/02/96--01065--005
*****78.75 *****78.75

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

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: Teresa Guerard
Name (Printed or typed)

617 Olympic Drive
Address

Ocoee, FL 34761
City, State & Zip

407-293-6919 / 407-247-6702
Daytime Telephone number

2/6/96
TS

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
for
TEACHERS INCENTIVE PROGRAMS, INC.
A FLORIDA NONPROFIT CORPORATION

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SECRETARY OF STATE
-TALLAHASSEE FLORIDA

Pursuant to the provision of the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, the undersigned Incorporators hereby adopt the following Articles of Incorporation:

ARTICLE I
Name

The name of the Corporation is : Teachers Incentive Programs, Inc.

ARTICLE II
Principle place of business and mailing address
The principal place of business and mailing address is:
1055 E. Semoran Blvd., Ste. 17
Apopka, FL 32703

ARTICLE III
Purpose

The purpose of the Corporation is as follows:

A. This Corporation is a Not-For-Profit Corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purposes of this Corporation are to provide charitable contributions to teachers and educators, to contribute funds to schools, to provide educational materials to educators through a newsletter, and to educate the public to the contributions educators make in the development of our country's future by sponsoring community events. This corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code, 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, or corresponding section of any future federal tax code.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.

C. Provided, however, that the corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its

stated purposes.

ARTICLE IV
Manner of election of Directors

The Bylaws shall provide the method of election of all Directors, and the number of Directors may be raised or lowered by amendment of the Bylaws but shall in no case be less than three (3).

The initial Board of Directors shall have 5 members whose names and addresses are:

<u>Name</u>	<u>Address</u>
Teresa Guerard	617 Olympic Drive Ocoee, FL 34761
Jeffrey Walters	419 South Highland Street Mt. Dora, FL 32757
Richard Pinette	996 Maple Court Apopka, FL 32703
Cheryl Pinette	996 Maple Court Apopka, FL 32703
Breana Guerard	617 Olympic Drive Ocoee, FL 34761

ARTICLE V
Limitations of Corporate Powers

The corporate powers of this Corporation are as provided in Section 617.0302, Florida Statutes, except that no substantial part of the activities of this 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.

Notwithstanding any other provision of these Articles, this 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 corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

ARTICLE VI
Initial registered agent and street address

The initial registered agent is Teresa Guerard and the initial registered office is:
1655 E. Semoran Blvd., Suite 17
Apopka, FL 32703.

ARTICLE VII
Incorporators

The names and addresses of the Incorporators of this Corporation are:

<u>Name</u>	<u>Address</u>
Teresa Guerard	617 Olympic Drive Ocoee, FL 34761
Jeffrey Walters	419 South Highland Street Mt. Dora, FL 32757
Breana Guerard	617 Olympic Drive Ocoee, FL 34761

ARTICLE VIII

Officers

The Officers of the Corporation shall consist of a President, Secretary, and Treasurer. Other officers may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	Teresa Guerard	617 Olympic Drive Ocoee, FL 34761
Secretary	Jeffrey Walters	419 S. Highland Street Mt. Dora, FL 32757
Treasurer	Teresa Guerard	617 Olympic Drive Ocoee, FL 34761

ARTICLE IX

Members

The Corporation shall have Voting Members, who shall be elected (and may be removed) by the Voting Members, and who shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such a manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and addresses of each initial Voting Member is as follows:

<u>Name</u>	<u>Address</u>
Teresa Guerard	617 Olympic Drive Ocoee, FL 34761
Jeffrey Walters	419 South Highland Street Mt. Dora, FL 32757
Richard Pinette	996 Maple Court Apopka, FL 32703
Cheryl Pinette	996 Maple Court Apopka, FL 327003
Breana Guerard	617 Olympic Drive Ocoee, FL 34761

ARTICLE X

Non stock basis

The Corporation is organized (and shall be operated) on a non stock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the Bylaws.

ARTICLE XI
Dissolution

Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE XII
Duration

The duration of the Corporation is perpetual.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this day of Feb 1, 1996, 1996.

Teresa Guenard
TERESA GUENARD
Jeffrey V. Walters
JEFFREY V. WALTERS
Breana Guenard
(Signatures of Incorporators) BREANA GUENARD

Acknowledged before me on Feb 1, 1996 by Teresa Guenard, who
(is personally known to me) produced _____ as
identification, and who executed the foregoing Articles of Incorporation and
acknowledged to and before me that he/she executed said Instrument for the purposes
therein expressed.

Onie Kane
NOTARY PUBLIC-STATE OF FLORIDA

Name: ONIE KANE
Commission No.: CC 462182
My Commission Expires: 5/10/99

I accept designation as registered agent:

Teresa Guenard



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Teachers Incentive Programs, Inc.
(must include suffix)

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26 FEB - 2 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2. The name and address of the registered agent and office is:

Teresa Guerard

(NAME)

1655 E. Semoran Blvd., Ste 17
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Apopka, FL 32703
(CITY/STATE/ZIP)

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.

Teresa Guerard
(SIGNATURE)

1/31/96
(DATE)