

# N96000005132

*William C. Roberts*  
Requester's Name

*217 S. Adams St.*  
Address

*Tallahassee, FL 32301*  
City/State/Zip

*224-5169*  
Phone #

RECEIVED  
10/07/96--01029--003  
\*\*\*\*122.50 \*\*\*\*122.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. *The Florida Education and Redevelopment Foundation, Inc.*  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☐ Pick up time \_\_\_\_\_

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
96 OCT -7 PM 2:23  
RECEIVED  
96 OCT -7 PM 1:12  
DIVISION OF CORPORATION  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
THE FLORIDA EDUCATION AND REDEVELOPMENT FOUNDATION, INC.

The undersigned, all being citizens of the United States, desiring to amend and restate the original articles of incorporation with respect to a Not-For-Profit Corporation, pursuant to Chapter 617, Florida Statutes, do hereby certify as follows:

ARTICLE I  
Name

The name of the corporation shall be: THE FLORIDA EDUCATION AND REDEVELOPMENT FOUNDATION, INC.

ARTICLE II  
Corporate Location

The street address of the principal office of this corporation is:

250 Community College Parkway SE  
Palm Bay, Florida 32909

and the name of the registered agent of this corporation is:

William J. Roberts  
217 South Adams Street  
Tallahassee, Florida 32302

ARTICLE III  
Purposes, Objects, Powers

1. The corporation is organized and shall be operated exclusively for the following purposes:

- A. To prepare, promote, publish and distribute educational materials; conduct educational forums, lectures and seminars.
- B. To develop and promote financial aid programs for deserving

students to attend accredited institutions of higher learning of their choice.

- C. To support and/or sponsor individual education and research projects, individual educators and researchers and research programs at and/or in association with accredited institutions of higher learning, and public or not-for-profit health care providers and public entities.
  - D. To promote and support applied research projects and programs at and/or in association with accredited institutions of higher learning which lend themselves to transfer to industrial processes and which thereby improve manufacturing quality and productivity, i.e. "Technology Transfer."
  - E. To support individual educators and educational programs at and/or in association with accredited institutions of higher learning.
  - F. To provide facilities and an environment which will enable and facilitate the transfer of ideas, technology and services into goods, programs, and services which will enhance the health, education, welfare and economic well being of the citizens of Brevard County and the State of Florida.
2. The objects or goals of the corporation shall be:
- A. To create a greater awareness of and support for quality higher education among the public generally.
  - B. To make possible the attainment of a higher education by those who might otherwise not be able to attend an accredited institution of higher learning of their choice.
  - C. To encourage and support needed research, researchers and research programs at and/or in association with accredited institutions of higher learning.
  - D. To encourage, promote and support "Technology Transfer" in all areas to enhance the health, education, welfare and economic well being of the citizens of Brevard County and the State of Florida.
  - E. To encourage and support the development of needed educational and health care programs at and/or in association with accredited institutions of higher learning, or health care providers and public entities.

3. As a means of accomplishing the foregoing purposes, the corporation shall have the following powers:
- A. To accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, by judicial order or decree or otherwise, for any of its objects and purposes, any property, both real and personal of whatever kind, nature or description and wherever situated.
  - B. To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law.
  - C. To apply for, register, obtain, purchase, lease, take licenses in respect to, or otherwise acquire, hold, own, use, operate, develop, enjoy, turn to account, grant licenses, and immunities in respect to, and to introduce, sell, assign, mortgage, pledge, or otherwise dispose of, and, in any manner deal with a contract with reference to copyrights, patents, designs, and similar rights granted by a governmental entity, agency or subdivision thereof, or of any foreign country or subdivision thereof, and all rights connected therewith or pertaining thereunto.
  - D. To borrow money, and, from time to time, to make, accept, endorse, execute, and issue promissory notes and other obligations of the corporation, and to secure the payment of any such obligation by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired.
  - E. To invest and reinvest its funds in such stock, common or preferred bonds, debentures, mortgages, or in such other securities and property as the Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift.
  - F. To own and/or operate and /or provide facilities which will enable the fulfillment of purposes outlined above, which include but are not limited to, scientific, educational, research, health care, recreational and technology transfer facilities, such as business incubators, child care and development centers, recreational facilities, hospitals, clinics, health care offices and related facilities, classrooms, research and laboratory facilities.

G. To solicit:

1. Private funds

All private funds received shall be expended as directed by the donor, except where such direction would impair the classification of the corporation as a tax-exempt, non-profit organization under the laws of the United States or the State of Florida.

2. Public Funds from the State of Florida

All public funds received from the State of Florida shall be managed and expended subject to the purview of the State of Florida Auditor General, as well as the applicable laws of the State of Florida and the rules and regulations of the supervising state agency.

3. Public funds from the United States of America

All public funds received by the United States shall be managed and expended subject to the purview of the United States Auditor General, as well as the applicable laws of the United States and the rule and regulations of the supervising federal agency.

4. Funds from Pari-mutuel establishments in the State of Florida

Pursuant to State law, the Foundation is empowered to arrange extra days (charity days) of operation by the pari-mutuel licensees in the State of Florida. All funds received from the proceeds of these extra days of operation by pari-mutuel licensee shall be used to further the general purposes of the Foundation.

H. To retain or to disburse and distribute materials, property and funds in accordance with the purpose of this corporation and the specific directions of donors with regard to property donated by them, except where such directions would impair the classification of the corporation as a tax exempt, non-profit organization under the laws of the United States or the State of Florida.

I. In general, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes herein above set forth, or necessary or incidental to the powers so conferred, or conducive to

the attainment of the purposes of the corporation, subject only to such limitations as are or may be prescribed by law, and these Articles of Incorporation.

4. All of the powers of the Corporation shall be limited to those authorized by Section 501 (c)(3), Internal Revenue Code:
  - A. The purposes for which The Florida Education & Research Foundation, Inc. is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.
  - B. Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.
  - C. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code or corresponding section of any future Tax Code or shall be distributed to such federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located exclusively for such purposes.

#### ARTICLE IV Term of Existence

This corporation shall have perpetual existence.

ARTICLE V  
Subscribers

The name and addresses of the original subscribers to the Articles of Incorporation were the following:

Tom B. Adams  
11550 CR 507  
Fellsmere, FL 32948

Harry E. Brandon, President  
Brandon Properties  
1900 S. Harbor City Blvd. Suite#333  
Melbourne, FL 32901

Robert Nanni, Acting City Manager  
City of Palm Bay  
120 Malabar Road, SE  
Palm Bay, FL 32907-3009

Tom Szuba, Vice President  
Accudyne Corporation  
1415 Foundation Park Blvd. SE  
Palm Bay, FL 32909

Dr. Stan Bates, Director  
Major Analytical Instrumentation Center  
Materials Science Building, MAE-217  
University of Florida  
Gainesville, FL 32611

ARTICLE VI  
Officers

The corporation shall have a President, a Vice President, a Secretary-Treasurer; there shall be such additional vice presidencies and assistant officerships as the Board of Directors shall, in its discretion, determine. The offices of President and Secretary-Treasurer may not be filled by the same individual; otherwise, individuals may hold dual offices. The President, Vice President and Secretary-Treasurer shall manage the affairs of the corporation.

Each of the following named individuals shall serve in the office set opposite their names below, until the first annual meeting of the Board of Directors.

<u>NAME</u>	<u>OFFICE</u>
Tom B. Adams	Director - President
Harry E. Brandon	Director - Vice President
Robert Nanni	Director - Secretary
Tom Szuba	Director - Treasurer
Dr. Stan Bates	Director

The duties, qualifications, manner and time of elections, and terms of office of all officers of the corporation shall be as prescribed in the Bylaws of the corporation.

#### ARTICLE VII Membership

Corporate members shall be the officers and board of directors of the corporation. The board of directors may also establish honorary memberships in the corporation, which memberships shall not entitle the owners to vote at the meetings of the membership.

#### ARTICLE VIII Board of Directors

The corporate powers of the corporation shall be vested in a Board of Directors, consisting of not less than two (2) and not more than seven (7) members, as shall be provided in the Bylaws. Where not inconsistent with the express provisions of these Articles, the Board of Directors shall have the rights, powers and privileges prescribed by the law for director of not-for-profit corporations.

Within the standards and limitations prescribed herein, the qualifications and terms of office, manner of selection of members of the Board of Directors, and the time, place and manner of calling meetings, giving notice of and conducting the meetings of the



Board of Directors, and the number of Directors which shall constitute a quorum at the meetings of the Board of Directors shall be prescribed by the Bylaws of the corporation.

The Board of Directors may appoint an individual to serve as Executive Director of the corporation, and shall prescribe the manner of appointment, the term of office, duties and compensation of the Executive Director. The Executive Director shall be an officio member of the Board of Directors and shall attend its meetings. The Executive Director may be removed by concurrence of a majority of the members of the Board of Directors.

The first Board of directors shall consist of the following individuals, who shall serve until the first annual meeting of the corporation.

<u>NAME</u>	<u>ADDRESS</u>
Tom B. Adams	11550 CR 507 Fellsmere, FL 32948
Harry E. Brandon, President	Brandon Properties 1900 S. Harbor City Blvd. Suite#333 Melbourne, FL 32901
Robert Nanni, Acting City Manager	City of Palm Bay 120 Malabar Road, SE Palm Bay, FL 32907-3009
Tom Szuba, Vice President	Accudyne Corporation 1415 Foundation Park Blvd. SE Palm Bay, FL 32909
Dr. Stan Bates, Director	Major Analytical Instrumentation Center Materials Science Building, MAE-217 University of Florida Gainesville, FL 32611

The Board of Directors, by majority vote at any properly constituted meeting, shall fill such vacancies as may occur on the Board, and may remove members of the Board in accordance with the Bylaws of the corporation. The Board of Directors, by majority vote of those present at any properly constituted meeting, may appoint advisory committees for such purposes as the Board shall deem necessary.

#### ARTICLE IX Indemnification

The corporation shall indemnify and save harmless any and all persons who shall serve, or who shall have served at any time as Directors, members of the Executive Committee of officers, their respective heirs, administrators, successors, and assigns from and against any and all expenses, claims of losses of any description, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with defense of settlement of any claim, action, suit, or proceeding which may be asserted against them, or any of them, by reason of their being or having been directors, members or the Executive Committee, of officers, except in relation to matters as to which any such trustee, members of the Executive committee or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence of misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any Bylaws, agreements or otherwise.

#### ARTICLE X Amendments

These Articles of Incorporation may be amended by a concurrence of two-thirds of those present at any regular or special meeting of the Board of Directors, provided a quorum is present and ratified by the membership at its next regular meeting, and provided, also, in the case of a special meeting, that said meeting shall have been called for the purpose of such amendment.

#### ARTICLE XI Bylaws

Bylaws of the corporation shall be approved, altered, rescinded, or amended by concurrence of two-thirds of those present at any regular or special meeting of the membership at its next regular meeting, and provided, in the case of a special meeting, that said meeting have been called for the purposes of such amendment.

#### ARTICLE XII Dissolution

Upon dissolution of this organization, all of its assets remaining after payment of all

costs and expenses of such dissolution shall be distributed to Brevard Community College, or upon approval of the Board of Directors, to such other organizations which shall then be qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the Federal Government, or to a state of local government, for a public purpose, and none of the assets will be distributed to any member, officer, or director of the corporation.

ARTICLE XIII  
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.

IN WITNESS WHEREOF, the undersigned have affixed their signatures hereto this 17th day of September, 1996.

Signed, sealed and delivered in the presence of:

Janet M. Kavanagh  
Witness as to Tom B. Adams

Tom B. Adams  
PRESIDENT - TOM B. ADAMS

Janet M. Kavanagh  
Witness as to Tom B. Adams

Janet M. Kavanagh  
Witness as to Harry E. Brandon

Harry E. Brandon  
VICE PRESIDENT - HARRY E. BRANDON

Janet M. Kavanagh  
Witness as to Harry E. Brandon

Janet M. Kavanagh  
Witness as to Robert Nanni

Robert Nanni  
SECRETARY - ROBERT NANNI

Janet M. Kavanagh  
Witness as to Robert Nanni

Julie H. Thompson

Witness as to Tom Szuba

Jane M. Kavanagh

Witness as to Tom Szuba

Melissa Edwards

Witness as to Stan Bates

Wayne A. Alce

Witness as to Stan Bates

Tom D. Szuba

TREASURER - TOM SZUBA

Stan R. Bates

DIRECTOR - STAN BATES

STATE OF FLORIDA     )  
                                  ) SS  
COUNTY OF BREVARD )

BEFORE Me, the undersigned authority, personally appeared TOM B. ADAMS, who after being duly sworn, acknowledged that he/she executed the foregoing Articles of Incorporation for the purposes expressed in such Articles.

WITNESS my hand and official seal, this 24th day of September, 1996.



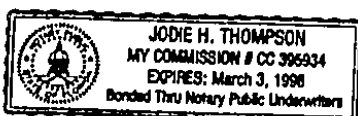
Jodie H. Thompson  
NOTARY PUBLIC

My commission expires: 3-3-98

STATE OF FLORIDA     )  
                                  ) SS  
COUNTY OF BREVARD )

BEFORE Me, the undersigned authority, personally appeared HARRY E. BRANDON, who after being duly sworn, acknowledged that he/she executed the foregoing Articles of Incorporation for the purposes expressed in such Articles.

WITNESS my hand and official seal, this 24th day of September, 1996.



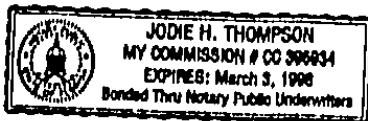
Jodie H. Thompson  
NOTARY PUBLIC

My commission expires: 3-3-98

STATE OF FLORIDA     )  
                                  ) ss  
COUNTY OF BREVARD )

BEFORE Me, the undersigned authority, personally appeared ROBERT NANNI, who after being duly sworn, acknowledged that he/she executed the foregoing Articles of Incorporation for the purposes expressed in such Articles.

WITNESS my hand and official seal, this 24th day of September, 1996.



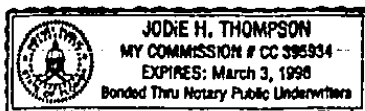
Jodie H. Thompson  
NOTARY PUBLIC

My commission expires: 3-3-98

STATE OF FLORIDA     )  
                                  ) ss  
COUNTY OF BREVARD )

BEFORE Me, the undersigned authority, personally appeared TOM SZUBA, who after being duly sworn, acknowledged that he/she executed the foregoing Articles of Incorporation for the purposes expressed in such Articles.

WITNESS my hand and official seal, this 24th day of September, 1996.



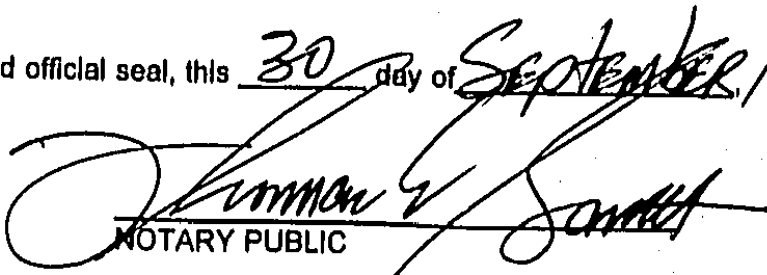
Jodie H. Thompson  
NOTARY PUBLIC

My commission expires: 3-3-98

STATE OF FLORIDA     )  
                                  ) ss  
COUNTY OF ALACHUA )

BEFORE Me, the undersigned authority, personally appeared STAN BATES,  
who after being duly sworn, acknowledged that he/she executed the foregoing Articles  
of Incorporation for the purposes expressed in such Articles.

WITNESS my hand and official seal, this 30 day of September, 1996.

  
NOTARY PUBLIC

My commission expires:



ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

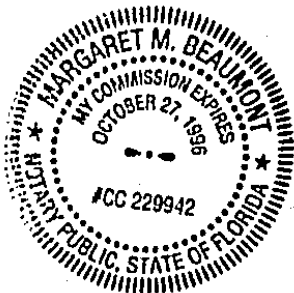
Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

William J. Roberts  
WILLIAM J. ROBERTS  
RESIDENT AGENT

STATE OF FLORIDA     )  
                                  ) ss  
COUNTY OF LEON     )

Before me, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared WILLIAM J. ROBERTS, known to me and by me to be the person who executed the foregoing Articles of Incorporation, and he/she acknowledged before me that he/she executed the above acceptance of designation as resident agent.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 7<sup>th</sup> day of October, 1996.



Margaret M. Beaumont  
NOTARY PUBLIC

My commission expires: 10/27/96

FILED  
96 OCT - 7 PM 2:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA EDUCATION &  
REDEVELOPMENT FOUNDATION

N96000005132

22 April 1997

Sandra B. Mortham, Secretary of State  
Florida Department of State  
Division of Corporations  
Tallahassee, FL 32399

**RE:** Change of Principal Place of Business

Dear Ms. Mortham;

I would like to make the following address change for The Florida Education and Redevelopment Foundation, Inc., Doc. #N96000005132:

**OLD Principal Place of Business:** 939 Sable Circle S.E.  
Palm Bay, FL 32909

**NEW Principal Place of Business:** 1900 S. Harbor City Blvd., Suite 320  
Melbourne, FL 32901

Thank you for your assistance with this matter. If you have any questions, I can be reached at 407-632-1111, ext. 22064 or at the address above.

Sincerely,



Tom Adams  
President

4575