

N96000005468

CHESSEB, WINGARD, BARR, WHITNEY  
FLOWERS & FLEET, P. A.

D. MICHAEL CHESSEB  
HARRY E. BARR  
BOBBY L. WHITNEY, JR.  
MICHAEL A. FLOWERS  
H. BART FLEET

J. D. WINGARD, JR.  
(OF COUNSEL)

96 OCT 23 PM 3:50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1201 EOLIN PARKWAY  
TALLAHASSEE, FLORIDA 32370  
(904) 651-0044  
FAX (904) 651-0084

October 21, 1996

Florida Department of State  
Division of Corporations  
Post Office box 6327  
Tallahassee, FL 32314

200001984172--3  
-10/23/96--01057--017  
\*\*\*\*122.50 \*\*\*\*122.50

RE: ARTICLES OF INCORPORATION

Dear Sir or Madam:


Enclosed are the original of Articles of Incorporation for OKALOOSA-WALTON LITERARY COALITION, INC., to be filed with the Secretary of State. Enclosed also is a check in the amount of One Hundred Twenty Two Dollars and 50/100 (\$122.50) to cover the following fees:

a. Profit corporation filing fee:	\$ 35.00
b. Registered Agent designation:	\$ 35.00
c. Certified copy:	\$ 52.50

TOTAL REMITTANCE: \$ 122.50

Thank you for your attention to this matter.

Sincerely,

  
Alison Cartwright

Enclosures

BH  
10/24/96

ARTICLES OF INCORPORATION

OF

OKALOOSA-WALTON LITERARY COALITION, INC.

FILED

96 OCT 23 PM 3:50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In order to form a corporation under and in accordance with the provisions and the laws of the State of Florida for the formation of a corporation not for profit, we hereby associate ourselves into a corporation for the purposes and the powers stated in the Articles: to that end we do, by these Articles of Incorporation, set forth the following:

ARTICLE I

The name of the corporation shall be OKALOOSA-WALTON LITERARY COALITION, INC., referred to in these Articles as the "Association", whose business will be conducted from and in the State of Florida.

ARTICLE II

The general nature, objects and purposes of this Association is to provide literary services-recruit and train tutors to provide literary services to students of all ages. The Association will train tutors, recruit tutors, work with families, identify families in need of the service. This Association shall operate pursuant to the non-profit corporation statutes of the State of Florida.

ARTICLE III

The principal office of the corporation will be c/o Raymond G. Cowan, 1125 Bayshore Drive, Niceville, Florida 32578.

ARTICLE IV

The term for which this corporation is to exist shall be perpetual.

ARTICLE V

The names and addresses of the subscribers to these Articles are as follows:

Raymond G. Cowan            1125 Bayshore Drive  
Niceville, FL 32578

Lora Culberson            55 Bay Drive  
Niceville, FL 32578

Eileen Arpke            1064 Lake Way Drive  
Niceville, FL 32578

#### ARTICLE VI

Membership in this corporation shall be limited to those nominated and elected to sit on the Board of Directors.

#### ARTICLE VII

1. The affairs of the Association shall be managed by the President of the Association, assisted by one or several Vice Presidents, the Secretary and the Treasurer, and, if any, by the Assistant Secretary and Assistant Treasurer, subject to the directions of the Board.

2. The Board shall elect the President, a Vice President, a Secretary and Treasurer, and as many other Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall, from time to time, determine. The President shall be elected from amongst the membership of the Board, but no other officer need be a member of the Board. The same person may hold two (2) offices, the duties of which are not incompatible, provided, however, the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

#### ARTICLE VIII

The names and addresses of the persons who are to serve until the first election of officers of the Board are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lora Culberson, President	55 Bay Drive Niceville, FL 32578
Donna Kauth, Treasurer	121 Bartley Street Hurlburt, FL 32544
Raymond G. Cowan, Secretary	1125 Bayshore Drive Niceville, FL 32578

#### ARTICLE IX

1. The number of members of the First Board of Directors shall be three (3). The

names and addresses of the first Board of Directors shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lora Culberson	55 Bay Drive Niceville, FL 32578
Donna Kauth	121 Burtley Street Hurlburt, FL 32544
Raymond G. Cowan	1125 Bayshore Drive Niceville, FL 32578

2. The first election by the members of the Association for Directors shall be held within one (1) year. At that election all directors shall be elected. Thereafter, at each annual meeting, vacancies in the Board shall be filled by election. Any vacancy between annual meetings shall be filled for the remainder of the terms of the vacant seat, by the Board of Directors.

3. The number of Directors may be changed from time to time. Directors will serve for terms of three (3) years. One-third of the first Board of Directors will serve for 3 years; one-third will serve for 2 years; one-third will serve for 1 year. No Director will serve more than 2 terms consecutively.

#### ARTICLE X

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with the proceeding to which he may become involved, by reason of his being or having been a director or officer of the Association, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification to which such director or officer may be entitled whether by statute or common law.

#### ARTICLE XI

The By-Laws of the Association shall be adopted by the first board and thereafter may be altered, amended or rescinded in the same manner set forth in the By-Laws.

## ARTICLE XII

The Articles may be amended in the following manner:

1. Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting at which such proposed amendment is considered.
2. A resolution adopting a proposed amendment may be proposed by the Board of the Association, and after being proposed, it must be submitted for approval of a majority of the members of the Association.

## ARTICLE XIII

The name of the initial registered agent of the corporation shall be Raymond G. Cowan. The address of the initial registered agent for service of process shall be 1125 Bayshore Drive, Niceville, Florida 32578.

IN WITNESS WHEREOF, the subscribers have hereunto affixed their signatures this 25 day of ~~August~~ September, 1996.

Raymond G. Cowan  
RAYMOND G. COWAN

Lora Culberson  
LORA CULBERSON

Eileen Arpke  
EILEEN ARPKE

STATE OF FLORIDA  
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of September, 1996, by Raymond G. Cowan, Lora Culberson and Eileen Arpke who are personally known to me or who have produced their driver's license as identification.

Diane R. Baxter  
NOTARY PUBLIC



STATE OF FLORIDA  
COUNTY OF OKALOOSA

FILED

96 OCT 23 PM 3:51

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, RAYMOND G. COWAN having been named to accept service of process for Okaloosa-Walton Literary Coalition, Inc., hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

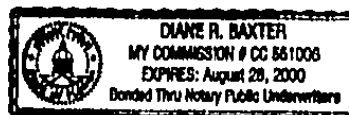
Raymond G. Cowan  
RAYMOND G. COWAN  
As Registered Agent

STATE OF FLORIDA  
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 25 day of <sup>September</sup> ~~August~~, 1996, by Raymond G. Cowan who is personally known to me or who has produced his driver's license as identification.

Diane R. Baxter  
NOTARY PUBLIC

8/6/96/ac/c:owliterary.art





# N96000005468

ACCOUNT NO. : 072100000032

REFERENCE : 462327 9796A

AUTHORIZATION : *Tatiana Pappas*

COST LIMIT : \$ 35.00

ORDER DATE : July 15, 1997

ORDER TIME : 10:49 AM

ORDER NO. : 462327-005

CUSTOMER NO: 9796A

CUSTOMER: Ms. Donna Laird  
Chesser Wingard Barr  
1201 Eglin Parkway

Shalimar, FL 32579

DOMESTIC AMENDMENT FILING

NAME: OKALOOSA-WALTON LITERACY  
COALITION, INC.

EFFECTIVE DATE:

*W97000016362*

**FILED**  
97 JUL 15 PM 4:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:                     

*corrected  
name  
per*

*1/15*  
*Amend*

97 JUL 15 PM 4:13  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 15, 1997

CSC  
DEBORAH  
TALLAHASSEE, FL

SUBJECT: OKALOOSA-WALTON LITERACY COALITION, INC.  
Ref. Number: W97000016362

**RESUBMIT**  
Please give original  
submission date as file date

We have received your document for OKALOOSA-WALTON LITERACY COALITION, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

We can find no record of the entity named in your document. A computer printout of a similarly named entity is enclosed for your review. If this is the right name, please correct your document and return it for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Joy Moon-French  
Corporate Specialist

Letter Number: 697A00036229



AMENDMENT TO ARTICLES OF INCORPORATION

FILED

OF

97 JUL 15 PM 4:13

OKALOOSA-WALTON LITERARY COALITION, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Board of Directors of the above corporation, hereby amend the Articles of Incorporation to provide the following:

Article XIV shall be added as follows:

a) Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the federal tax code.

b) No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

c) Upon the dissolution if the organization, assets shall be distributed for one or more exempt purposes within the meaning of any future government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Circuit Court of the county in which the principle office of the organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

II. Article IX is amended to provide that future amendments to the charter may be made by vote of a majority of the Board of Directors. No membership vote shall be required.

Notwithstanding the foregoing provisions of this Article, no amendment to these Articles shall abridge, amend or alter the rights of OKALOOSA-WALTON LITERARY COALITION, INC., to designate and select members of the First Board of Directors provided in Article VIII hereof.

All other terms and conditions of the original Articles of Incorporation for OKALOOSA-WALTON LITERARY COALITION, INC., remain unchanged.

This amendment is adopted by resolution of the Board of Directors this 14th day of July, 1997, before the Corporation has members.

WITNESS my hand and official seal this 14th day of July, 1997.

Attest: Mary Ann K. Meekhan By: Rebecca L. Cowan  
Secretary President  
*M. Meekhan*

I HEREBY CERTIFY that the foregoing instrument was acknowledged by Rebecca L. Cowan and Mary Ann Meekhan, who are personally known to me or have produced \_\_\_\_\_ as identification.

Donna L. Laird  
Notary Public  
STATE OF FLORIDA AT \_\_\_\_\_

My Commission Expires:

