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N96000006633

ACCOUNT NO. : 072100000032

REFERENCE : 204044 4307842

AUTHORIZATION :

Patricia Pyjitt

COST LIMIT : \$ 70.00

ORDER DATE : December 27, 1996

ORDER TIME : 2:44 PM

ORDER NO. : 204044-010

CUSTOMER NO: 4307842

20404422912-0

CUSTOMER: Ms. Wilhelminia F. Kightlinger
MARTIN ADE BIRCHFIELD &
MICKLER, P.A.
3000 Independent Square
Post Office Box 59
Jacksonville, FL 32201

DOMESTIC FILING

NAME: NEW CO. PARTNERSHIP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

DNC 12/31/96

FILED
96 DEC 31 PM 4:16
TALLAHASSEE, FLORIDA
RECEIVED
DEC 31 AM 3:20
CN OF CORPORATION

OR 1968 PG 17

IN THE CIRCUIT COURT OF THE
SECOND JUDICIAL CIRCUIT, IN AND FOR
LEON COUNTY, FLORIDA

CASE NO.: 96-7494

IN RE: NEW CO. PARTNERSHIP, INC.,
a Florida corporation

FILED

FILED
DEC 21 PM 4:16
CLERK OF COURT
LEON COUNTY, FLORIDA

**ORDER APPROVING CONVERSION
TO NON PROFIT CORPORATION**

Petitioner, New Co. Partnership, Inc., filed its petition to convert the nature of New Co. Partnership, Inc., from a for profit corporation to a not for profit corporation on 12/18/96 1996, with proposed articles of incorporation attached.

This court finds that the petition and articles are in proper form.

IT IS THEREFORE ADJUDGED AND ORDERED that Petitioner, New Co. Partnership, Inc., be converted in form from a for profit corporation to a not for profit corporation under the laws of this state.

IT IS FURTHER ADJUDGED AND ORDERED that all of the property of New Co. Partnership, Inc., become the property of the successor nonprofit corporation, subject to all indebtedness and liabilities of the petitioning corporation.

ORDERED IN Leon County, Florida, on 12/18, 1996.

copies furnished to:
Theodore W. Glocker, Esq.
Joseph C. Jacobs, Esq.

STATE OF FLORIDA, COUNTY OF LEON
I HEREBY CERTIFY that the above and foregoing
is a true and correct copy of an instrument recorded
in the official records of Leon County, Florida.
WITNES my hand and seal of office this 31 day
of Dec, 1996

DAVE LANG
Clerk of Circuit Court

F:\DOC\WFK\NEWCO-PE.ORD



by

Leon A. Jacobs, Esq.

IN THE CIRCUIT COURT OF THE
SECOND JUDICIAL CIRCUIT, IN AND FOR
LEON COUNTY, FLORIDA

CASE NO.: 96.7494

IN RE: NEW CO. PARTNERSHIP, INC.,
a Florida corporation

**PETITION FOR CONVERSION TO A
CORPORATION NOT FOR PROFIT**

Petitioner, NEW CO. PARTNERSHIP, INC., a Florida corporation, alleges as follows:

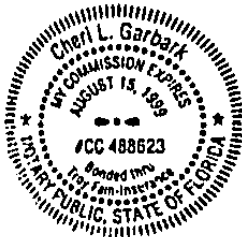
1. This is an action for conversion to a not for profit corporation.
2. Petitioner is a for profit corporation, organized and incorporated under the laws of the State of Florida, with its principal place of business located at 118 N. Monroe Street, Tallahassee, Leon County, Florida.
3. Petitioner is organized solely for the purpose of holding title to real property located in Florida, or holding an interest in partnerships or corporations which hold title to real property located in Florida, which said real property is held for use by organizations exempt from tax under Section 501(c) of the Internal Revenue Code of 1986, as amended.
4. On conversion to a not for profit corporation, Petitioner agrees to accept all property of the former for profit corporation and agrees to assume and pay all its indebtedness and liabilities.
5. Attached to this petition are:

a. The written consent of all shareholders to the proposed change in the corporate nature of New Co. Partnership, Inc., and authorizing and directing the officers of the corporation to file this Petition, marked as Exhibit A, and

b. Proposed articles of incorporation, marked as Exhibit B.

WHEREFORE, Petitioner requests that this Court approve the change, in accordance with Florida Statute Section 617.1807 (1995), of New Co. Partnership, Inc., from a for profit corporation to a not for profit corporation and approve the Articles of Incorporation attached hereto as Exhibit B and provide in such approval that all of the property of New Co. Partnership, Inc., shall become the property of the corporation not for profit, subject to all of the indebtednesses and liabilities of New Co. Partnership, Inc., under the laws of this state.

Dated December 12, 1996.



Cheri L. Garbark

NEW CO. PARTNERSHIP, INC.

By: 

Pat L. Tornillo, Jr.
Its President




Printed: Robert F. Lee
Its Secretary

MARTIN, ADE, BIRCHFIELD
& MICKLER, P.A.



Theodore W. Glocker, Esquire
Florida Bar No.: 397970
One Independent Drive, Suite 3000
Jacksonville, Florida 32202
(904) 354-2050

ERVIN, VARN, JACOBS & ERVIN



Joseph C. Jacobs, Esquire
Florida Bar No.: 0039029
P. O. Box 1170
305 S. Gadsden Street
Tallahassee, Florida 32301-1811

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EXHIBIT A

**WRITTEN CONSENT TO CORPORATE ACTION OF
THE SHAREHOLDERS OF
NEW CO. PARTNERSHIP, INC.**

The undersigned, constituting the record sole shareholder of New Co. Partnership, Inc., a Florida corporation, as of the date hereof, unanimously consents to and hereby adopts the following resolutions, and the actions represented are authorized by such resolutions, in the capacity as stated above, all pursuant to section 607.0704, Florida Statutes (1995), without the necessity for a formal meeting:

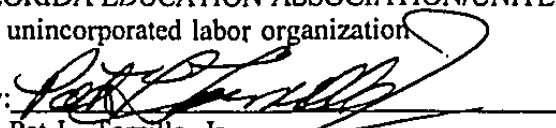
1. Conversion to Corporation Not For Profit. The undersigned acknowledges that it is necessary and advantageous for the corporation to change its corporate nature and convert to a corporation not for profit. Accordingly, the following resolutions are hereby adopted with respect to the conversion of the corporation to a corporation not for profit:

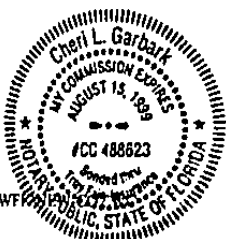
RESOLVED, that the sole shareholder of New Co. Partnership, Inc. hereby approves and authorizes the conversion of the corporation to a corporation not for profit.

FURTHER RESOLVED, that the officers of the corporation, on behalf of the corporation, are hereby authorized and directed to file a petition in the Circuit Court of Leon County, Florida, to convert the corporation to a corporation not for profit and are hereby directed to execute any and all documents associated with said conversion.

IN WITNESS WHEREOF, the undersigned, constituting the sole shareholder of the corporation, has executed this Written Consent to Corporate Action in lieu of a formal meeting as of the th 12 day of December, 1996.

FLORIDA EDUCATION ASSOCIATION/UNITED,
an unincorporated labor organization

By: 
Pat L. Tornillo, Jr.
Its President



Cheri L. Garbark.

EXHIBIT B
**ARTICLES OF INCORPORATION
OF
NEW CO. PARTNERSHIP, INC.**

A Florida Corporation Not For Profit

FILED
96 DEC 31 PM 4:16
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The name of this corporation is NEW CO. PARTNERSHIP, INC.

ARTICLE II.

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation shall be 118 North Monroe Street, Tallahassee, Florida 32399-1700.

ARTICLE III.

PURPOSES

The corporation is organized exclusively for the purpose of holding title to real property, or holding an interest in corporations or partnerships which hold title to real property and collecting income therefrom for the exclusive benefit of organizations exempt from tax under Section 501(c) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States internal revenue laws).

The corporation has not been formed for pecuniary profit or financial gain, and no part of the net earnings of the corporation shall be distributable to or inure to the benefit of its officers or directors or any private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in

furtherance of its purpose as set forth in this Article III. No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation 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.

ARTICLE IV.

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 118 North Monroe Street, Tallahassee, Florida 32399-1700, and the name of the initial registered agent of this corporation at that address is Pat L. Tornillo, Jr. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE V.

INCORPORATOR

The name and address of the Incorporator of this corporation are Pat L. Tornillo, 118 North Monroe Street, Tallahassee, Florida 32399-1700.

ARTICLE VI.

MEMBERS

The corporation shall have members. The Bylaws of the corporation shall contain provisions relating to qualification for membership, the rights of members, and other such matters.

ARTICLE VII.

DIRECTORS

The powers, business and affairs of the corporation shall be managed by and directed by the Board of Directors in accordance with these Articles and the Bylaws. The number of directors may

be increased or diminished from time to time by the Bylaws but there shall at all times be at least three directors. The method of electing the directors shall be as provided in the Bylaws. The initial Board of Directors shall consist of the following:

Anthony J. Gentile
8026 NW 72nd Street
Tamarac, Florida

Gail B. Burry
328 Sunnyside Drive
Leesburg, Florida

Velton Hodges
455 Hidden Forest
Sarasota, Florida

ARTICLE VIII.

OFFICERS

The officers of the corporation shall be elected by the members annually and in the manner provided in the Bylaws. Each officer shall hold his or her respective office until his or her successor is duly elected and qualified, and shall have such powers and duties as may be prescribed in the Bylaws or determined by the Board of Directors.

ARTICLES IX.

BYLAWS


The Board of Directors, by majority vote, may repeal, amend or adopt Bylaws for the corporation pursuant to these Articles.

ARTICLES X.

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law.

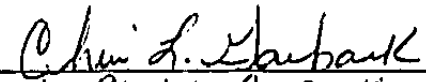
IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand this 12th day of December, 1996.


Pat L. Tomillo,
Incorporator and President


Printed: Robert F. Lee
Secretary

STATE OF FLORIDA
COUNTY OF Leon

The foregoing instrument was acknowledged before me this 12th day of December, 1996, by Pat L. Tomillo, as President of New Co. Partnership, Inc., on behalf of the corporation, who (☒) is personally known to be or who (☐) has produced _____ as identification.


Printed: Cheri L. Garbark
Notary Public, State of Florida
at Large.
My commission expires: 8/15/96
Serial Number: 488623



[Notarial Seal]

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 12th day of December, 1996, by Robert F. Lee, as Secretary of New Co. Partnership, Inc., on behalf of the corporation, who ☒ is personally known to be or who ☐ has produced _____ as identification.

Cheri L. Garbark.

Cheri L. Garbark.

Robert F. Lee

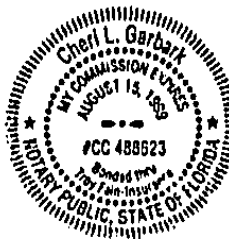
Notary Public, State of Florida

at Large.

My commission expires: 8/15/1999

Serial Number: 488623

[Notarial Seal]



CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
NEW CO. PARTNERSHIP, INC.

FILED
96 DEC 31 PM 4:16
TALLAHASSEE
FLORIDA

Pursuant to Sections 48.091 and 617.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon NEW CO. PARTNERSHIP, INC., a corporation not for profit organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 118 North Monroe Street, Tallahassee, Florida 32399.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand at Tallahassee, Leon County, Florida, on this 12th day of December, 1996.


Pat L. Tornillo

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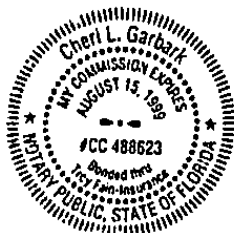
STATE OF FLORIDA, COUNTY OF LEON

I HEREBY CERTIFY that the above and foregoing is a true and correct copy of an instrument recorded in the official records of Leon County, Florida.

WITNESS my hand and seal of office this 31 day of Dec, 1996

DAVE LANG
Clerk of Circuit Court

by 





N96000006633

**ARTICLES OF MERGER
Merger Sheet**

.....
MERGING:

NEW CO. PARTNERSHIP, INC., a Florida corporation, N96000006633

INTO

FLORIDA EDUCATION ASSOCIATION, INC., a Florida corporation, 701862

File date: December 31, 1996, effective January 1, 1997

Corporate Specialist: Darlene Connell

Account number: 072100000032

Account charged: 122.50