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FROM: BLALOCK, LANDERS, WALTERS AND VOGLER, P.A.
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NAME: MANATEE EDUCATION ALLIANCE, INC.

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TALLAHASSEE, FLORIDA

Restated
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Fax Audit No.: H97000013960

CERTIFICATE OF RESTATEMENT

OF

MANATEE EDUCATION ALLIANCE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 617.1006 and 617.1007, the above referenced corporation hereby submits the attached Amended and Restated Articles of Incorporation of **MANATEE EDUCATION ALLIANCE, INC.**, (hereinafter the "Corporation"), and hereby certifies that:

1. The restatement contains two amendments to the articles requiring member approval.
2. Article II of the Articles of Incorporation of the above-referenced Corporation is amended to read as follows:

ARTICLE II

OBJECTIVES AND PURPOSES

The Corporation is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

The general objectives and purposes of this Corporation shall be:

1. To enhance the overall quality of education for all students in grades K-12 in Manatee County, Florida.
2. To develop a better understanding of the roles, objectives, accomplishments and needs of the education system in Manatee County.
3. To establish and maintain a comprehensive communication process with the community for determining areas of greatest need in the education of children in Manatee County.
4. To involve community leaders from business, industry, higher education, government and community groups in the process of evaluating improving and supporting the education system in Manatee County.

Prepared By:
John B. Wickman
Blalock, Landers, Walters & Vogler, P.A.
802 11th Street West
Bradenton, FL 34205 (941) 748-0100
Fla. Bar No. 0046884

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5. To do all acts and things necessary, convenient or expedient to carry on the above-mentioned purposes.

3. Article IX of the Articles of Incorporation of the above-referenced Corporation is amended to read as follows:

ARTICLE IX

INCOME DISTRIBUTION AND DEDICATION OF ASSETS

The Corporation is a not-for-profit corporation. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, 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 Section 501(c)(3) purposes. No substantial 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 or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future federal tax code).

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, or corresponding section of any future federal tax code, or shall be distributed to the Federal government, or to a state or local government for a public purpose.

4. Each of the foregoing amendments were adopted on July 31, 1997, by the affirmative vote of a majority of the Members of the Corporation entitled to vote on the amendment, which vote was sufficient for approval.

8. The Secretary of State is hereby requested to approve and file the attached Amended and Restated Articles of Incorporation in accordance with Chapter 617, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Restatement on July 31, 1997.

MANATEE EDUCATION ALLIANCE, INC.

By: 
MAC CARRAWAY Vice President

**REVISED AND RESTATED
ARTICLES OF INCORPORATION
OF**

MANATEE EDUCATION ALLIANCE, INC.

MANATEE EDUCATION ALLIANCE, INC., a corporation not for profit chartered under the laws of the State of Florida, by and through its undersigned authorized officers, does hereby execute and file these amended and restated Articles of Incorporation, pursuant to Chapter 617 of the Laws of the State of Florida.

ARTICLE I

NAME, ADDRESS AND REGISTERED AGENT AND OFFICE

The name of this Corporation shall be MANATEE EDUCATION ALLIANCE, INC. The current address of the Corporation's principal place of business is 802 11th Street West, Bradenton, FL, and its mailing address is currently P.O. Box 496, Bradenton, FL 34206. The current registered agent is EDWARD VOGLER, II and the street address of its initial registered office is 802 11th Street West, Bradenton, FL 34205.

ARTICLE II

OBJECTIVES AND PURPOSES

The Corporation is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

The general objectives and purposes of this Corporation shall be:

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Bradenton, FL 34205 (941) 748-0100
Fla. Bar No. 0046884

5. To do all acts and things necessary, convenient or expedient to carry on the above-mentioned purposes.

ARTICLE III

QUALIFICATIONS OF MEMBERS

The qualification of members and manner of admission to membership of the Corporation shall be as regulated by the Bylaws.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall begin existence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. This Organization shall have perpetual existence.

ARTICLE V

NAMES AND ADDRESS OF INCORPORATORS

ALAN ZIRKELBACH
1900 47TH AVENUE TERRACE E.
BRADENTON, FL 34208

MAC CARRAWAY
503 10TH STREET WEST
PALMETTO, FL 34221

BYRON SHINN
1001 3RD AVENUE W.; SUITE 400
BRADENTON, FL 34205

ARTICLE VI

DIRECTORS OF THE ORGANIZATION

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of at least three (3) Directors who shall be elected, qualified as to their membership and hold office in accordance with the provisions of the Bylaws.

ARTICLE VII

NAMES AND ADDRESSES OF INITIAL BOARD OF DIRECTORS

ALAN ZIRKELBACH
1900 47TH AVENUE TERRACE E.
BRADENTON, FL 34208

MAC CARRAWAY
503 10TH STREET WEST
PALMETTO, FL 34221

BYRON SHINN
1001 3RD AVENUE W.; SUITE 400
BRADENTON, FL 34205

ARTICLE VIII

INDEMNITY

To the fullest extent permitted by Chapters 607 and 617 of the Florida Statutes (hereinafter referred to as the "statutes"), as the same may be from time to time amended, but subject to all restrictions set forth therein, the Corporation shall indemnify, hold harmless, and advance expenses to, as defined in the statutes, any person, his or her heirs, personal representative, executor, administrator or guardian who was or is a party to any proceeding, as defined in the statutes, by reason of the fact that he or she is or was a director or officer of the Corporation, against liability as defined in the statutes, expenses as defined in the statutes and amounts paid in settlement incurred in connection with such proceeding, including any appeal thereof. This indemnification article shall specifically not apply to persons or entities who are or were employees or agents of the Corporation, but who are not or were not directors or officers of the Corporation.

ARTICLE IX

INCOME DISTRIBUTION AND DEDICATION OF ASSETS

The Corporation is a not-for-profit corporation. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, 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 Section 501(c)(3) purposes. No substantial 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 or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future federal tax code).

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, or corresponding section of any future federal tax code, or shall be distributed to the Federal government, or to a state or local government for a public purpose.

ARTICLE X

AMENDMENTS

These Articles of Incorporation and the Bylaws of the Corporation may be altered, amended or repealed in whole or in part by a majority vote of all members entitled to vote at any regular or special meeting of the Corporation called for that purpose provided that fourteen (14) days advance written notice is provided to each member setting forth the alteration or amendment or substance thereof and a quorum is

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present. The alteration, repeal or amendment of any Article shall be first adopted by a majority of the Board of Directors at a duly-called meeting at which a quorum is present. The proposed amendment, alteration or repeal of any Article shall be stated in the form of a resolution, which resolution the Directors shall submit to a vote at a meeting of the members as set forth herein. The amended Article shall become effective upon the filing of all fees and approval by the Secretary of State of Florida and shall then be a part of these Articles of Incorporation.

MANATEE EDUCATION ALLIANCE, INC.

By: 

Print Name: Alan Zirkelbach

Its: President

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.


EDWARD VOGLER II