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<sup>1</sup>Also Admitted In Colorado  
<sup>2</sup>Also Admitted In South Carolina  
<sup>3</sup>Also Admitted In California

October 24, 1997

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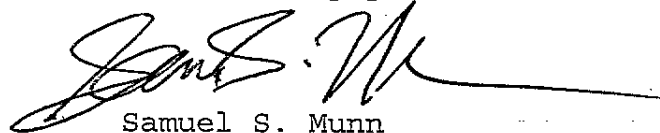
Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Filing for Florida Not-For-Profit Corporation

Attn. New Filings:

Enclosed find: the Articles of Incorporation for the Manatee County Prekindergarten Interagency Coordinating Council, Inc., with the appropriate \$35.00 filing fee; the Designation of and Acceptance by the Registered Agent, with the appropriate \$35.00 filing fee; the \$52.50 fee for a certified copy of the filed Articles of Incorporation; and the \$8.75 fee for the application for a certificate of status. The copy of this letter shall serve as the written request for a certificate of status, as evidenced by the signatures of the initial incorporators on the copy of this letter. The fees enclosed herein total \$131.25.

Respectfully yours,

  
Samuel S. Munn

SSM/lrd  
enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



Division of Corporations

10/24/97

Page 2

We, the undersigned, as the initial incorporators for this corporation, hereby request a certificate of status for The Manatee County Prekindergarten Interagency Coordinating Council, Inc. Signed:

*Geraldine Pasquarella*  
Geraldine Pasquarella

and

*Janice L. Bevan*  
Janice Bevan

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
THE MANATEE COUNTY PREKINDERGARTEN  
INTERAGENCY COORDINATING COUNCIL, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION

ARTICLE I.  
NAME

The name of the Corporation is:

The Manatee County Prekindergarten Interagency  
Coordinating Council, Inc.

ARTICLE II.  
PRINCIPAL PLACE OF BUSINESS

The principal place of business and the mailing address of  
this Corporation shall be:

c/o Early Intervention  
Connection/Prekindergarten Council  
1707 15<sup>th</sup> Street East  
Bradenton, FL 34208

ARTICLE III.  
TERM OF EXISTENCE

The Corporation shall exist perpetually unless sooner  
dissolved as authorized by law.

ARTICLE IV.  
PURPOSE(s)

4.1 The purposes for which the Corporation is organized,  
and the powers of the Corporation, shall be to operate without  
profit exclusively for charitable, educational, or other purposes  
as permitted by Section 501(c)(3) of the Internal Revenue Code  
and Regulations issued pursuant thereto as they now exist or as  
they may hereafter be amended, including:

(1) To create and establish a not-for-profit  
Prekindergarten Interagency Coordinating Council in Manatee  
County, Florida;

(2) To provide services to identify and assist agencies in developing, implementing and coordinating a comprehensive array of early intervention and prevention services for children age birth through five (5) years old and their families;

(3) Such other purposes consistent with these Articles as the Corporation's By-Laws may so provide.

#### ARTICLE V. MANAGEMENT OF CORPORATION

All corporate powers shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of, a Board of Directors consisting of no less than twelve (12) persons, in such manner as provided in the By-Laws of the Corporation.

#### ARTICLE VI. OFFICERS

Officers, their powers and duties, and manner of their election shall be as prescribed and regulated in the By-Laws of the Corporation.

#### ARTICLE VII. BY-LAWS

The by-laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation. The power to adopt, amend, alter, or repeal by-laws shall be vested in the Board of Directors unless otherwise provided in the by-laws. By-laws may be adopted, amended, altered, or repealed by the Directors of the Corporation at any regular or special business meeting called for that purpose, provided that written notice of said meeting and proposed change has been given by U.S. Mail to each member of the Board of Directors at his or her last known address no more than sixty (60) nor less than ten (10) days prior to the meeting. Any action of the Board of Directors to adopt, amend, alter, or repeal by-laws shall require an affirmative vote of a majority of the then elected and qualified Directors of the Corporation present at such duly organized meeting. A majority for purposes of adopting, amending, altering, or repealing the By-Laws shall

be one-half (50%) plus one additional Board member present at such duly organized meeting.

ARTICLE VIII.  
INCORPORATOR(S)

The name(s) and address(es) of the incorporator(s) to these Articles of Incorporation is (are) as follows:

- |   |  |
|---|--|
| (1) Janice Bevan, Ph.D.<br>School Board of Manatee County<br>P.O. Box 9069<br>Bradenton, FL 34206 | (2) Geraldine Pasquarella<br>Manatee County Nursery<br>School<br>2601 7 <sup>th</sup> Avenue East<br>Bradenton, FL 34208 |
|---|--|

ARTICLE IX.  
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is:

Manatee County Nursery Schools  
2601 7<sup>th</sup> Avenue East  
Bradenton, FL 34208

and the initial registered agent of this Corporation is:

Geraldine Pasquarella

ARTICLE X.  
AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended by the Directors of the Corporation at any regular or special business meeting called for that purpose, provided that notice of the proposed amendment has been given by U.S. Mail to each member of the Board of Directors at his or her last known address no more than sixty (60) nor less than ten (10) days prior to the meeting. Any action of the Board of Directors to amend the Articles of Incorporation shall require an affirmative vote of two-thirds (66%) of the then elected and qualified Directors of the Corporation.

**ARTICLE XI.**  
**EARNINGS AND ACTIVITIES OF THE CORPORATION**

The earnings and activities of the Corporation are subject to the following restrictions and limitations:

(1) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributive to, any member, any private individual, or any Director or officer of such Corporation (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, private individual, Director, or officer of the Corporation shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

(2) 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(3) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

**ARTICLE XII.**  
**DISTRIBUTION OF ASSETS**  
**UPON DISSOLUTION**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, or specific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as

they now exist or as they may hereafter be amended, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XIII.**  
**MEMBERSHIP**

The Corporation is organized upon a non-stock basis. The qualifications for and rights of members, types of membership, and the manner of admission of members shall be regulated by the by-laws of the Corporation.

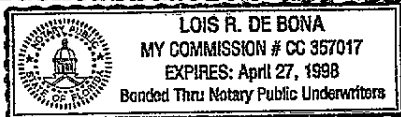
The undersigned incorporator(s) has/have executed these Articles of Incorporation this 28th day of October, 1997.

Janice R. Bevan  
Janice Bevan, Incorporator

Geraldine Pasquarella  
Geraldine Pasquarella, Incorporator

STATE OF FLORIDA  
COUNTY OF MANATEE

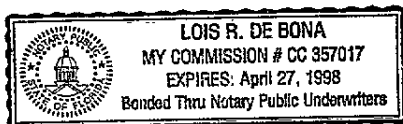
The foregoing instrument was acknowledged before me this 30 day of October, 1997, by Janice Bevan, who is personally known to me or has produced B15043247831 YLAL as identification and who did / ✓ did not take an oath.



Lois R. DeBona  
Notary Public

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 28 day of October, 1997, by Geraldine Pasquarella, who is personally known to me or has produced Personally Known as identification and who did / ✓ did not take an oath.



Lois R. DeBona  
Notary Public

CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE MENTIONED 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:

The Manatee County Prekindergarten Interagency Coordinating Council, Inc.

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

Geraldine Pasquarella  
Manatee County Nursery Schools  
2601 7<sup>th</sup> Avenue East  
Bradenton, Florida 34208

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.

*Geraldine Pasquarella*  
Geraldine Pasquarella

DATE: October 28, 1997

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97 NOV -6 AM 11:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA