

# N97000007179

## Dandar & Dandar

A Professional Association  
Attorneys at Law

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December 22, 1997

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: FAMILY EDUCATORS SOCIETY, INC.  
OUR FILE NO. 34797.347

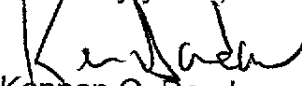
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-12/24/97--01031--011  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir/Madam:

Enclosed herein please find original and one copy of Articles of Incorporation of Family Educators Society, Inc. a nonprofit corporation. Also enclosed is a our check in the amount of \$122.50 for filing fees, certified copy and Registered Agent Designation.

Thank you for your assistance.

Sincerely yours,

  
Kennan G. Dandar

KGD/dmw

Enclosures

FILED  
97 DEC 24 PM 2:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dmd  
12/29/97

**ARTICLES OF INCORPORATION  
OF  
FAMILY EDUCATORS SOCIETY, INC.  
a Nonprofit Corporation**

**FILED**  
97 DEC 24 PM 2:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I  
Corporate Name**

The name of this corporation is FAMILY EDUCATORS SOCIETY, INC.

**ARTICLE II  
Corporate Nature**

This is a nonprofit corporation, organized solely for general educational purposes pursuant to the Florida Corporations Not for Profit law set forth in Section 617 of the Florida Statutes.

**ARTICLE III  
Duration**

The term of existence of the corporation is perpetual.

**ARTICLE IV  
General and Specific Purposes**

The specific and primary purposes for which this corporation is formed are:

- (A) for the advancement of education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- (B) to provide reading evaluations and other educational tools to school children of all ages
- (C) to operate exclusively in any other manner for such educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, (or the corresponding provision of any other applicable Internal Revenue Law) as amended, or under any corresponding provisions of any subsequent federal tax laws., covering the distributions to organizations qualified as tax exempt foundations and private operating foundations.

**ARTICLE V  
Management of Corporate Affairs**

- (A) Board of Trustees: The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Trustees. The number of Trustees of the corporation shall be not less than five, provided, however, that such number may be changed by a bylaw duly adopted by the members.

The Trustees named herein as the first Board of Trustees shall hold office until the first meeting of members at which time an election of Trustees shall be held.

Trustees elected at the first annual meeting, and at all times thereafter, shall service for a term of one (1) year until the annual meeting of members following the election of Trustees and until the qualification of the successors in office. Annual meetings shall be held at 1009 North O'Brien Street, Tampa, Florida, on the second Monday of January of each year or at such other times or places as the Board of Trustees may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Trustees under any provision of law may be taken without a meeting, if all members of the board shall individually and collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Trustees without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorized the Trustees to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Trustees are as follows:

<u>Name</u>	<u>Address</u>
Rick Griesheimer	11222 68th Avenue Seminole, Florida 33772
Arlene McKinnon	23527 Pine Lake Street Land O'Lakes, Florida 34639
Joseph McKinnon	23527 Pine Lake Street Land O'Lakes, Florida 34639
Marguerite Francese	11021 126th Avenue North, Apt. B Largo, Florida 33778
Greg Gordon	11021 126th Avenue North, Apt. B Largo, Florida 33778

(B) Corporate Officers. The Board of Trustees shall elect the following officers: President and Secretary/Treasurer, and such other officers as the Bylaws of this corporation may authorize the Trustees to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Trustees. Until such election is held, the following persons shall serve as corporate officers:

**Name**

**Address**

President:

GREG GORDON

11021 126th Avenue North, Apt. B  
Largo, Florida 33778

Secretary/Treasurer:

MARGUERITE FRANCESE

11021 126th Avenue North, Apt. B  
Largo, Florida 33778

**ARTICLE VI**  
**Earnings & Activities of Corporation**

(A) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the purposes set forth in Article IV hereof.

(B) 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 any candidate for public office.

(C) 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Revenue Law).

(D) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

**ARTICLE VII**  
**Distribution of Assets**

Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all the 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, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principle office of the corporation is then located, exclusively for such purposes or to such organization or

organizations as such Court shall determined, which are organized and operated exclusively for such purposes.

## **ARTICLE VIII**

### **Membership**

(A) The corporation shall have one class of members and no more than one membership may be held by any one person. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

(B) Any person paying the dues provided for by the Bylaws and agreeing to be bound by the Articles of Incorporation and the Bylaws of the corporation and by such rules and regulations as the trustees may from time to time adopt, is eligible for membership.

(C) A prospective member shall be eligible for membership upon presentation of an approved application by the membership committee for approval and acceptance by the Board of Trustees.

## **ARTICLE IX**

### **Subscribers**

The names and residence addresses of the Subscribers of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Rick Griesheimer	11222 68th Avenue Seminole, Florida 33772
Arlene McKinnon	23527 Pine Lake Street Land O'Lakes, Florida 34639
Joseph McKinnon	23527 Pine Lake Street Land O'Lakes, Florida 34639
Marguerite Francese	11021 126th Avenue North, Apt. B Largo, Florida 33778
Greg Gordon	11021 126th Avenue North, Apt. B Largo, Florida 33778

**ARTICLE X**  
**Amendment of Bylaws**

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not for Profit law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Trustees, or by following the procedure set forth therefor in the Bylaws.

**ARTICLE XI**  
**Dedication of Assets**

The property of this corporation is irrevocably dedicated to educational purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any trustee, officer or member thereof, or to the benefit of any private individual.

**ARTICLE XII**  
**Registered Agent and Office**


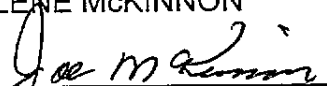
The address of the corporation's registered office shall be 1009 North O'Brien Street, Tampa, Florida, and the name of its registered agent at said address shall be Kennan G. Dandar.

**ARTICLE XIII**  
**Amendment of Articles**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Trustees and presented to a quorum of members for their vote.

We the undersigned, being the subscribers and incorporators of this corporation, for the purpose of forming the nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 18<sup>th</sup> day of December, 1997.

*County of Pasco*

  
ARLENE MCKINNON  
  
JOE MCKINNON

Marguerite Franck  
MARGUERITE FRANCESE

Greg Gordon  
GREG GORDON

S

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH  
*PLATE*

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of  
December, 1997, by ARLENE McKINNON, who took an oath.

Linda M. Beckett  
NOTARY PUBLIC

Personally Known \_\_\_\_\_

Produced ID ☒

Type of ID Produced Florida Drivers License

Notarizing for Arlene McKinnon only -  
Amendment of By Laws only



Linda M. Beckett  
MY COMMISSION # CC523458 EXPIRES  
January 8, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of December, 1997, by JOSEPH McKINNON, who took an oath.

Linda M. Beckett  
NOTARY PUBLIC

Personally Known       

Produced ID ✓

Type of ID Produced Florida Drivers License

Notarizing for Joseph McKinnon Amendment  
at By Laws only



Linda M. Beckett  
MY COMMISSION # CC523458 EXPIRES  
January 8, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA Pinellas  
COUNTY OF HILLSBOROUGH

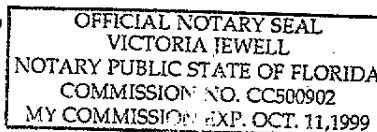
The foregoing instrument was acknowledged before me this 19 day of December, 1997, by MARGUERITE FRANCESE, who took an oath.

Victoria Jewell  
NOTARY PUBLIC

Personally Known       

Produced ID ✓

Type of ID Produced FIDC G-682-553-53-724-0



STATE OF FLORIDA Pinellas  
COUNTY OF HILLSBOROUGH

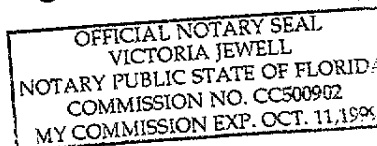
The foregoing instrument was acknowledged before me this 19 day of December, 1997, by GREG GORDON, who took an oath.

Victoria Jewell  
NOTARY PUBLIC

Personally Known       

Produced ID ✓

Type of ID Produced FIDC G-635-29148-261-0

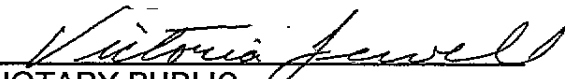




  
RICK GRIESHEIMER

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 19 day  
of December, 1997, by RICK GRIESHEIMER, who took an oath.

  
NOTARY PUBLIC

Personally Known \_\_\_\_\_

Produced ID ☒

Type of ID Produced FL02 G625-752-51-089-0

OFFICIAL NOTARY SEAL VICTORIA JEWELL NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC500902 COMMISSION EXP. OCT. 11, 1999
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STATE OF FLORIDA  
DEPARTMENT OF STATE

Certificate Designating Place of Business of Domicile for the Service of Process within this State, Naming Agent upon Whom Process may be served and Names and Addresses of Officers and Directors.

FILED  
97 DEC 24 PM 2:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following is submitted in compliance with  
Chapter 48.09I, Florida Statutes

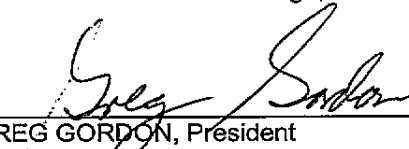
FAMILY EDUCATORS SOCIETY, INC., a nonprofit corporation organized (or organizing) under the laws of the State of Florida with its principal office at 1009 North O'Brien Street, in the City of Tampa, County of Hillsborough, State of Florida, has named Kennan G. Dandar, located at 1009 North O'Brien Street, Tampa, State of Florida, as its agent to accept service of process within the state.

OFFICERS:

NAME	ADDRESS
President: Greg Gordon	11021 126th Avenue North, Apt. B Largo, Florida 33778
Secretary/Treasurer: Marguerite Francese	11021 126th Avenue North, Apt. B Largo, Florida 33778

TRUSTEES:

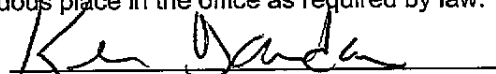
Name	Address
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Joseph McKinnon	23527 Pine Lake Street Land O'Lakes, Florida 34639
Marguerite Francese	11021 126th Avenue North, Apt. B Largo, Florida 33778
Greg Gordon	11021 126th Avenue North, Apt. B Largo, Florida 33778

  
GREG GORDON, President

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.

DATED: 12-22-97

  
KENNAN G. DANDAR  
Registered Agent