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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: CARLTON, FIELDS OF WEST PALM BEACH

ACCT#: 070674003431

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NAME: NORTH COUNTY EDUCATION FOUNDATION, INC.

AUDIT NUMBER.....H98000002404

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 6, 1998

CARLTON FIELDS OF WEST PALM BEACH

SUBJECT: NORTH COUNTY EDUCATION FOUNDATION, INC.
REF: W98000002618

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please include the exhibit(s) referred to in your document.

If you have any further questions concerning your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

FAX Aud. #: H98000002404
Letter Number: 998A00006900

ARTICLES OF INCORPORATION

OF

NORTH COUNTY EDUCATION FOUNDATION, INC.

The undersigned subscribers, for purposes of forming a Corporation not for profit under Chapter 617 of the laws of the State of Florida, hereby subscribe to, acknowledge and file the following Articles of Incorporation.

ARTICLE I

Name and address

The name of the Corporation shall be:

NORTH COUNTY EDUCATION FOUNDATION, INC.

The address of the Corporation shall be 10422 33rd Court North, Jupiter, Florida 33478.

ARTICLE II

Duration

This Corporation shall commence existence on the date of the execution and acknowledgment of these Articles if permitted by law; if not, then on the date of filing. This Corporation shall exist perpetually thereafter, unless sooner dissolved according to law.

ARTICLE III

Purposes

The purpose and general nature of this Corporation is as follows:

- To increase the overall population of minority families residing within the north county area through the use of promotional opportunities or other types of marketing strategies that will reinforce the intent of the mission statement to create a racially balanced community.
- To increase the minority population within the north county schools in an effort to assist the Palm Beach County School District in achieving a racially balanced school system.

H98000002404 5

Kathleen G. Kozinski, Esq., Fla. Bar #814301
Carlton Fields
222 Lakeview Avenue - #1400
West Palm Beach, FL 33401

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ALAHASSEE FLORIDA

- To become involved in a wide range of educational issues that affects the student population of the north county area in an effort to increase the educational standards of achievement, and, where necessary, to coordinate with other local community groups in order to help achieve the above stated mission goal.
- To create task forces as necessary for the completion of specific tasks or projects that the North County Education Foundation feel are necessary in order to accomplish the above stated mission goal.
- To develop and forward recommendations on educational issues which may arise, including but not limited to, overall school populations, the physical condition of schools, and the auxiliary uses of school buildings.
- To work toward the goal of ensuring that children residing within the north county area are able, and are allowed, to attend neighborhood schools within the north county area.
- To enhance the development of communications between the North County Education Foundation and the Palm Beach County School District by seeking appointments onto task forces created by the School District which affect educational curriculum, school boundary lines, and the establishment and/or continuation of magnet programs within the boundaries stated herein (but not to exclude additional task forces as deemed necessary); or through meetings with Palm Beach County School District personnel.
- To become more fully involved with the planning and siting of any new schools that are intended for placement within the north county area by establishing new, and enhancing existing linkages with the Palm Beach County School District.
- To enhance the sustainability of the efforts of the North County Education Foundation, Inc. by attempting to obtain grants and other monies from federal, state and local governments in order to help fund the efforts of the North County Education Foundation, Inc.

The Corporation shall be organized and operated exclusively for charitable purposes in accordance with the requirements of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue rule or regulation), and shall be subject to the following requirements:

- A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

- B. 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 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 provisions of any future United States Internal Revenue rule or regulation); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code as it now exists or as it may hereafter be amended.

The Corporation is organized pursuant to the Florida Non-Profit Corporation Act, F.S. Chapter 617 (1991), for non-profit purposes and does not contemplate pecuniary gain or profit to the members thereof.

ARTICLE IV

Incorporators

The name and residence of the subscriber to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Kathleen G. Kozinski, Esq.	c/o Carlton, Fields, Ward, Emmanuel, Smith & Cutler, P.A. 222 Lakeview Avenue, Suite 1400 West Palm Beach, Florida 33401-6149

ARTICLE V

Membership

The membership of the Corporation shall be open and in accordance with the By-laws of the Corporation.

ARTICLE VI

Management of Corporate Affairs

A. **Board of Directors.** The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The Corporation shall have at least three (3) and not more than nineteen (19) directors. The directors shall not be

required to be residents of the Town of Jupiter or the Village of Tequesta; provided, however, that at all times at least three-fourths (3/4) of the members of the Board of Directors must be residents of the Town of Jupiter or the Village of Tequesta.

The names and addresses of the persons constituting the first Board of Directors who are to act in that capacity until the selection and qualification of their successors are as reflected in Exhibit "A" attached hereto and made a part hereof.

The Directors shall be elected in accordance with the By-laws of the Corporation.

B. Elective Officers. The officers of this Corporation shall be a President, Vice President, Secretary and Treasurer. Other offices and officers may be established or appointed by the Board of Directors of this Corporation. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the By-laws.

The officers who are to serve until the first election of officers under the Articles of Incorporation are:

President/Chairman of the Board

Nancy Carney
11115 154th Road North
Jupiter Farms, FL 33478

Vice President

Katharine S. Murray
11780 174th Court North
Jupiter, FL 33478

Secretary

Cindy Quinn
38 Chapel Court
Tequesta, FL 33469

Treasurer

Kevin Horace James
10422 153rd Court North
Jupiter, FL 33478

C. Committees. This Corporation shall have such standing and other committees as may be set forth in the Corporation's By-laws or as may be appointed from time to time by the Board of Directors of the Corporation.

ARTICLE VII

Location of Registered Agent

The address of this Corporation's initial registered agent's office in the State of Florida is:

10422 33rd Court North
Jupiter, Florida 33478

The name of this Corporation's initial registered agent at the above address is:

KATHLEEN G. KOZINSKI, ESQ.

ARTICLE VIII

By-laws

By-laws will be hereinafter adopted by the Board of Directors. Such By-laws may be amended, altered, rescinded or repealed, in whole or in part, by the Board of Directors in the manner provided therein. Any amendments to the By-laws shall be binding on all members of this Corporation.

ARTICLE IX

Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of the directors for their vote. Amendments may be adopted by a vote of two-thirds (2/3) of a quorum of directors of the corporation; provided a minimum of three-fourths (3/4) of those constituting the quorum are from the Town of Jupiter and the Village of Tequesta.

ARTICLE X

Indemnification and Limitation of Liability

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation to the full extent permitted by law. The private property of the member shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever.

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ARTICLE XI**Dissolution**

In the event the Corporation is dissolved within the State of Florida and ceases to exist for the stated purposes, such certificate of dissolution shall be filed with the Secretary of State according to the Florida Statutes for dissolving a non-profit corporation. Upon such dissolution the Board of Directors shall, after paying or making provisions for payment of all liabilities of the Corporation, dispose of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organizations organized and operating exclusively for charitable, education, 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 Rule or Regulation) and which is organized for purposes substantially similar to that of the Corporation.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the Corporation hereinbefore named, for the purpose of forming a Corporation not for profit for the purpose of operating within and without the State of Florida, under the laws of the State of Florida (specifically Part I of Chapter 617), makes and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true this 22 day of

January, 1998.

Kathleen G. Kozinski
KATHLEEN G. KOZINSKI

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 22 day of January, 1998, by KATHLEEN G. KOZINSKI, who is personally known to me, [yes] [no] or has produced her _____ driver's license as identification.



Marilyn J. Agnew
MY COMMISSION # 00526204 EXPIRES
February 22, 2000
BONDED THROUGH FARM INSURANCE, INC.

Marilyn J. Agnew
(Signature)
Marilyn J. Agnew
(Printed Name)

(AFFIX NOTARIAL SEAL)

NOTARY PUBLIC, STATE OF Florida2-22-2000

(Commission Expiration Date)

526204

(Serial Number, If Any)

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W#62056.1

SENT BY:

3- 6-98 ;11:31AM ; CARLTON FIELDS WPB→ Department of State;# 8/10

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ACCEPTANCE OF REGISTERED AGENT

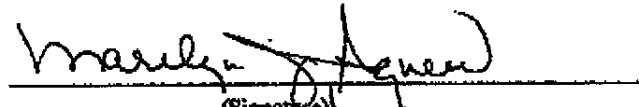
Having been named to accept service of process for the above stated Corporation, at the place designated in these Articles, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.


KATHLEEN G. KOZINSKI

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 22 day of January, 1998, by KATHLEEN G. KOZINSKI, who is personally known to me [yes], or has produced her _____ driver's license as identification.


Marilyn J. Agnew
(Printed Name)

(AFFIX NOTARIAL SEAL)

NOTARY PUBLIC, STATE OF Florida



Marilyn J. Agnew
MY COMMISSION # 00526204 EXPIRES
February 22, 2000
DONORS TRUST FUND INSURANCE, INC.

2-22-2000
(Commission Expiration Date)
526204
(Serial Number, If Any)

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TALLAHASSEE FLORIDA

EXHIBIT "A"

The initial directors and their respective terms shall be as follows:

<u>Director</u>	<u>Term</u>
Phyllis Brady 1019 Anglers Way Jupiter, FL 33458	2
Nancy Carney 11115 154th Road North Jupiter Farms, FL 33478	2
William V. Hukill 18190 River Oaks Drive Jupiter, FL 33458	2
Kevin Horace James 10422 153rd Court North Jupiter, FL 33478	2
Kathleen G. Kozinski, Esq. 113 East Tarpon Lane Jupiter, FL 33477	2
Joan R. Marshall 901 W. Indiantown Road Jupiter, FL 33458	2
Katharine S. Murray 11780 174th Court North Jupiter, FL 33478	2
Cindy Quinn 38 Chapel Court Tequesta, FL 33469	2