

N98000002921

Requestor's Name

Address

City/State/Zip

Phone #

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-05/15/98--01106--005
****122.50 ****122.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

FILING OR RECORDING OF DOCUMENTS

Date: 5/14/98 Our File No.: _____

Re: Foundation for Rural Educational Excellence, Inc.

The following document(s) are enclosed for:

☒ Filing ☐ Recording with your office.

Articles of Incorporation of
Foundation for Rural Educational
Excellence, Inc.

☒ Please return file-marked copies to us.

☐ Please enter date of filing and return this form to us by
_____ 19____.

☐ Charge our account for fees.

☒ Check enclosed to cover fees, \$122.50

Bureau of Corporate Records
409 East Gaines Street
TO Tallahassee, FL 32301

HOLMES & PICKENS, P.A.

ATTORNEYS AT LAW

222 NORTH THIRD STREET
PALATKA, FLORIDA 32177-3710
(904) 328-1111 FAX (904) 328-3003

2425 EXCELSIOR-LEGAL, INC.

PT000	PT0000000000
NonProfit	Resignation of R.A., Officer/ Director
Limited Liability	Change of Registered Agent
Domestication	Dissolution/Withdrawal
Other	Merger

OTHER FILINGS
Annual Report
Fictitious Name
Name Reservation

REGISTRATION/ QUALIFICATION
Foreign
Limited Partnership
Reinstatement
Trademark
Other

98 MAY 18 PM 4:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

5/21/98

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 19, 1998

HOLMES & PICKENS, P.A.
222 NORTH THIRD STREET
PALATKA, FL 32117-3710

SUBJECT: FOUNDATION FOR RURAL EDUCATIONAL EXCELLENCE, INC.
Ref. Number: W98000011342

We have received your document for FOUNDATION FOR RURAL EDUCATIONAL EXCELLENCE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 298A00027806

Holmes & Pickens, P. A.
Attorneys at Law

Donald E. Holmes
Joe H. Pickens*

*Also Admitted in Alabama

222 N. Third Street
Palatka, Florida 32177-3710
Telephone (904) 328-1111
Telecopier (904) 328-3003

May 20, 1998

Dana Calloway
New Filings Section
Bureau of Corporate Records
409 E. Gaines Street
Tallahassee, FL 32301

Re: Foundation for Rural Educational Excellence, Inc.

Dear Ms. Calloway:

Pursuant to our telephone conversation of today's date, enclosed please find an original and one (1) copy of revised Articles of Incorporation for the above corporation. (The previous filing was rejected due to the fact that it did not contain an address for the corporation's principal office.) Please return the copy to this office with the filing information affixed thereto.

Thank you very much for your assistance and cooperation. If you have any questions or require anything further, please do not hesitate to call.

Very truly yours,


Laurie H. Parrish,
Legal Assistant

Enclosures

ARTICLES OF INCORPORATION

FILED

98 MAY 18 PM 4:13

OF

SECRETARY OF STATE
TALLAHASSEE FLORIDA

FOUNDATION FOR RURAL EDUCATIONAL EXCELLENCE, INC.

I, the undersigned natural person of the age of eighteen years or more, acting as incorporator for the purpose of creating a non-profit corporation under the laws of the State of Florida, as contained in Chapter 617 of the Florida Statutes, entitled "Corporations Not For Profit", and the several amendments thereto, do hereby set forth:

ARTICLE I: NAME AND ADDRESS

The name of the corporation is: Foundation for Rural Educational Excellence, Inc., and it may hereafter be referred to as "FREE". The location of the principal office as well as the mailing addresss of the corporation is Route 1, Box 8500, Palatka, Florida 32177.

ARTICLE II: DURATION

The existance of this corporation shall begin on the date the Certificate of Incorporation is issued by the Secretary of State of the State of Florida, and the period of duration of the Corporation shall be perpetual.

ARTICLE III: PURPOSES

The purposes for which the Corporation are organized are

exclusively, for charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law).

The purposes for which the Corporation is organized may include, but necessarily be limited to, to promote quality public education in member school districts ("Districts") of the North East Florida Educational Consortium ("NEFEC"); to receive, hold, invest and administer property and to make expenditures to or for the benefit of public pre-kindergarten through post-secondary education in this state in the form of money, and other forms of property and services to, or for the benefit of, the Districts; to provide charitable and educational aid in the form of money and other forms of property and services to, or for the benefit of, the Districts; to promote education and other related activities of the Districts, including provisions of scholarships; to encourage research, learning and dissemination of information in which the Districts are carrying on activities; to assist in the recruitment and retention of qualified educators; to honor educational achievements and provide incentives for the advancement of education; and to conduct all other lawful business.

Notwithstanding any provision of these Articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 510(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal

Revenue law.

Notwithstanding any provision of these Articles, this organization shall not carry on any other activities not permitted to be carried on by an organization under Section 237.40, Florida Statutes, as amended.

ARTICLE IV: INCORPORATOR

The name and address of the Incorporator is Robert E. Smith, Route 1, Box 8500, Palatka, Florida 32177.

ARTICLE V: POWERS

1. The Corporation shall have all the powers granted corporations under the laws of the State of Florida. However, notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in the subsection of Section 501(c) of the Internal Revenue Code of 1954 under which the Corporation chooses to qualify for exemption, as the same now exists, or as it may be amended from time to time.

2. To solicit, receive and hold by gift, bequest, devise, grant, and to acquire by purchase, lease, exchange or otherwise, property, both real and personal, either as absolute owner or as trustee thereof, and to manage and administer the same.

3. To receive, hold, invest and administer property and to make expenditures to or for the benefit of public pre-kindergarten through post-secondary education in this state.

4. To solicit, receive, accept and hold by gift, bequest, devise, grant or membership, and to manage, administer and use the same for the purposes designated.

5. To act and perform the duties of trustee or to act in any other fiduciary capacity under any deed or trust, will, codicil, agreement, whether oral or written, or other instrument incidental to and for the purpose of carrying out any lawful purpose of the foundation and to obligate itself to perform and execute any and all such conditions or trusts.

6. To make contributions, grants, gifts and transfers of property, both real and personal, either outright or in trust, to or for the benefit of the Districts, or to or for the benefit of other organizations identified, associated with and approved by the Districts which are tax exempt organizations under the provisions of Section 501(c)(3) of the Internal Revenue Code of the United States of America, or acts amendatory thereof or supplementary thereto.

7. In general, to do and perform all things necessary and to have all powers necessary as provided under Chapter 617 of the Florida Statutes, needful or desirable to encourage, promote and provide with funds obtained, opportunities for the Districts to serve the needs of citizens residing primarily in the District counties. The Board of Directors shall have full power to modify the conditions and regulations under which any funds received shall be spent, so as to secure the application of the funds to the needs of the Districts; provided, however, that the transactions of the

corporation shall at all times be related to the general purposes included in previous sections.

8. No substantial part of the activities of this corporation shall be for carrying on propaganda, or otherwise attempting to influence legislation; nor shall the corporation participate in, or intervene in, including the publishing or distribution of statements, any political campaign on behalf of any candidate for public office, nor shall this corporation engage in any transactions, accumulations of funds, or any other activities prohibited to tax exempt charitable, scientific and educational organizations at that time by the Internal Revenue laws and other laws of the United States of America, or any laws of the State of Florida, or any other state or county where such activities of this corporation are conducted.

9. No part of the net earnings of this corporation shall inure to the benefit of any director, trustee, officer or private individual except as reasonable compensation for services rendered, goods received, and other property or valuable thing which may be acquired by the corporation for the accomplishment of its purposes. No dividend shall ever be declared or paid by this corporation.

10. The identity of donors and all information identifying donors and prospective donors are exempt from the provisions of Chapter 119, pursuant to Section 237.40(4), Florida Statutes.

ARTICLE VI: BOARD OF DIRECTORS AND BOARD OF TRUSTEES

The Board of Directors shall serve as the governing body of

the corporation. The Board of Directors shall be the individuals who serve as the Board of Directors of the North East Florida Educational Consortium (NEFEC). The NEFEC Board of Directors is made up of the Superintendents of the twelve (12) member school districts of NEFEC.

The affairs and business of the corporation shall be conducted by a Board of Trustees of not less than five (5) nor more than thirty (30) members, the exact number of which shall be fixed by the Board of Directors. One (1) of the members of the Board of Trustees shall be elected President and one (1) of the members of the Board of Trustees shall be elected Treasurer. The President and Treasurer shall be elected by the members of the Board of Trustees. The Secretary/Executive Director shall not be elected but, rather, shall be the individual who is serving as Secretary/Executive Director of the North East Florida Educational Consortium (NEFEC). The Board of Trustees shall establish an Executive Committee composed of the Officers that shall meet at the call of the President to conduct the affairs of the Corporation between meetings of the Board of Trustees. All actions taken by the Executive Committee shall be reported to the Board of Trustees at its next regular meeting. The first Board of Trustees shall be elected by the Board of Directors at a meeting to be held within six (6) months from the date of these Articles of Incorporation, at such time and place and in such a manner as may be directed by the Board of Directors. In the event of a vacancy on the Board of Trustees by reason of death, resignation or termination, the Board

of Directors shall be authorized to fill such vacancy. No less than annually, the Board of Trustees shall meet and review its goals with the Board of Directors. Trustees elected at the first annual meeting, and at all times thereafter, shall serve a term of one (1) year until the next annual meeting of members following the election of Trustees. Annual meetings shall be held at a time and place set forth in the By-Laws.

ARTICLE VII: BY-LAWS

The By-laws will be adopted, ratified and confirmed by the Board of Directors. Subject to limitations contained in the By-Laws and any limitations set forth pursuant to Florida law, the By-Laws may be altered, rescinded, modified or otherwise changed by the Board of Directors or by following the procedures set forth therefor in the By-Laws. To the extent that the terms and conditions of the By-Laws differ from these Articles of Incorporation, the By-Laws shall be controlling as to the operations of the corporation.

ARTICLE VIII: AMENDMENTS

Amendments to the Articles of Incorporation may occur as provided for in the By-Laws.

ARTICLE IX: INDEMNIFICATION OF DIRECTORS, TRUSTEES AND OFFICERS

Every person who is, or has been, a director, trustee or officer of this corporation shall be indemnified and held harmless

by the corporation from and against all costs and expenses which may be imposed upon or reasonably incurred by him/her in connection with or arising out of any claim, action, suit or proceeding in which he/she may be involved by reason of his/her being or having been a director, trustee or officer at the time such costs and expenses are imposed or incurred. As used herein, the term "costs and expenses" shall include, but shall not be limited to, attorneys' fees and amounts of judgments against, and amounts paid in settlement by or on behalf of, any such director, trustee or officer, other than amounts paid to the corporation itself; provided, however, that no such director, trustee or officer shall be so indemnified: (1) with respect to any matter as to which such director, trustee or officer shall, in any such action, suit or proceeding be finally adjudged to be liable for actual misconduct in the performance of his/her duties as a director, trustee or officer; or (2) in the event of a settlement of any such claim, action, suit or proceeding, unless (a) such settlement shall, with the knowledge of the indemnification provided for hereby, be approved by the court having jurisdiction of such action, suit or proceeding, or (b) such settlement shall have been made upon the written opinion of independent legal counsel, selected by or in a manner determined by the Board of Trustees, to the effect that there is no reasonable ground of liability for misconduct on the part of such director, trustee or officer and that the entire cost of such settlement will not substantially exceed the estimated cost of defending such claim, action, suit or proceeding to a final

conclusion. The foregoing rights of indemnification shall not be exclusive of other rights to which any such director, trustee or officer may be entitled as a matter of law.

ARTICLE X: CAPITAL STOCK

The corporation shall have no capital stock, and no director, trustee or officer shall have any right or title to any asset of the Corporation.

ARTICLE XI: EXEMPTION OF TRUSTEES, DIRECTORS AND OFFICERS FROM PERSONAL LIABILITY

The private property of all trustees, directors and officers of this corporation shall be wholly exempt from liability for any and all debts, obligations and liabilities of this corporation.

ARTICLE XII: NON-DISCRIMINATION

No person shall, on the basis of race, color, sex, national origin, marital status, handicap, age or religion, be excluded from participation in, be denied the benefits of, or be subjected to discrimination under any program, activity, employment condition, or practice, conducted by this Corporation, except as provided by law.

ARTICLE XIII: DISSOLUTION

In the event of the dissolution of the corporation, no officer, director or trustee shall be entitled to any distribution

or division of its remaining property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed exclusively to the Districts for the exclusive use and benefit of the Districts, for purposes within the intendment of Section 501(c) of the Internal Revenue Code as the same now exists or as it may be amended from time to time.

ARTICLE XIV: REGISTERED AGENT

The name and address of the initial registered office of the Corporation is: Robert E. Smith, Route 1, Box 8500, Palatka, Florida 32177.

IN WITNESS WHEREOF, the undersigned Incorporator has accepted and executed these Articles of Incorporation this 20th day of March, 1998.

MAY

Robert E. Smith
Robert E. Smith

STATE OF FLORIDA
COUNTY OF PUTNAM

BEFORE ME, the undersigned authority, personally appeared Robert E. Smith, to me personally known to be the person who executed the foregoing Articles of Incorporation, and who acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20th day of March, 1998.

MAY

Laurie H. Parrish
Notary Public
My commission expires:

10



LAURIE H PARRISH
My Commission CC 453334
Expires Apr. 17, 1999
Bonded by NFNU
800-224-6368



LAURIE H PARRISH
My Commission CC 453334
Expires Apr. 17, 1999
Bonded by NFNU
800-224-6368

ACCEPTANCE OF DUTIES AS REGISTERED AGENT

I, the undersigned, having been named to accept service of process for the above corporation at the place indicated in the foregoing Articles of Incorporation, do hereby agree to act in said capacity, and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.

Robert E. Smith

Robert E. Smith

SWORN TO AND SUBSCRIBED before me this 20th day of May, 1998 by Robert E. Smith, who is to me personally known.

Laurie H. Parrish

Notary Public

My commission expires:



LAURIE H PARRISH
My Commission CC453334
Expires Apr. 17, 1999
Bonded by NFNU
800-224-6368

FILED
98 MAY 18 PM 4:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA