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June 25, 1998

TRANSMITTAL LETTER

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

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*****78.75 *****78.75

SUBJECT: WINTER HAVEN/AUBURNDALE ADULT LITERACY COUNCIL, INC.
(Proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing fee
and Certificate

\$122.50
Filing fee
and Certified Copy

\$131.25
Filing fee
Certified Copy
and Certificate

FROM: V. PATTON KEE
P.O. BOX 716
AUBURNDALE, FL 33823
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TALLAHASSEE, FLORIDA

9/17-1-98

ARTICLES OF INCORPORATION

OF

WINTER HAVEN/AUBURNDALE ADULT LITERACY COUNCIL, INC.
(A Nonprofit Corporation)

The undersigned, acting as incorporator of a nonprofit corporation under Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation shall be:

WINTER HAVEN/AUBURNDALE ADULT LITERACY COUNCIL, INC.

ARTICLE II. ADDRESS

The mailing address of the corporation is:

111 Avenue R - NE
Winter Haven, FL 33881

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence upon filing of these Articles of Incorporation.

ARTICLE IV. TYPE OF CORPORATION

The Corporation shall be a corporation not for profit and shall have neither capital stock nor stockholders.

ARTICLE V. PURPOSES

The purposes of the Corporation are:

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(a) to promote the teaching and learning of basic reading, writing, listening, speaking and mathematics skills to adults, and to actively engage in programs and activities to further adult literacy;

(b) to engage in any activity or business permitted a not for profit corporation under the laws of the United States and Florida and, although it may have authority under such laws to do certain things, it shall not be authorized to do anything that it would not be permitted to do under Section 501 (c) (3) of the Internal Revenue Code and still remain an exempt corporation to which gifts made by individuals are deductible by such donors; and

(c) to exercise all the corporate powers now or hereafter provided by the laws of the State of Florida applicable to corporations not for profit, and specifically including the powers specified in Section 617.021, Florida Statutes, and all amendments thereto, pertaining to corporations not for profit in the State of Florida, except where the same would cause the Corporation to violate any of the provisions contained in Article VI.

ARTICLE VI. PROHIBITED ACTIVITIES

Notwithstanding any other provisions of these Articles of Incorporation:

1) No substantial part of the activities of the Corporation shall ever be to carry on propaganda, or otherwise to attempt to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

2) The Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax laws (the "Code"), or (ii) by a corporation, contributions to which are deductible under Section 170(c) (1) or (2) of the Code.

3) 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; provided, however, 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 this Article.

ARTICLE VII. DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLE VIII. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a board of directors composed of not less than five (5) persons. The number of directors may be either increased or diminished from time to time, as provided in the bylaws; provided that in no event shall be the number of directors be less than five.

ARTICLE IX. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 111 Avenue R - NE, Winter haven, Florida 33881, and the name of the initial registered agent of the Corporation at that address is Carol A. Hull.

ARTICLE X. INCORPORATOR

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
Carol A. Hull	64 Southampton Blvd. Auburndale, FL 33823

The incorporator of the Corporation assigns to the Corporation her rights under Section 617.013, Florida Statutes, to constitute a corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE XI. MEMBERS

The authorized number and qualifications of members of the Corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues or assessments and the method of collection thereof, shall be set forth in the Bylaws.

ARTICLE XII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the members; provided that (1) notice of the proposed action relating to these Bylaws is included in the notice of the meeting or is waived in writing by a majority of the directors or members as appropriate; and (2) the Board of Directors may not amend or repeal any bylaw adopted by the members if the membership specifically provides that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XIII. DISSOLUTION OF CORPORATION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, transfer all of the assets of the Corporation to the Board, to be used for correctional purposes by the Board, or if the Board shall no longer be in existence to any successor organization or other such organization or organizations organized and operated exclusively for correctional purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1986 or an organization or organizations, contributions to which are deductible under Section 170(c) (1) or (2) of the Internal Revenue code of 1986 (or the corresponding provision of any further United States Internal Revenue Law).

ARTICLE XIV. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation, or any amendment thereto, by an affirmative vote of the majority of the total number of members of the Board of Directors at any regular or special meeting of the Board of Directors; provided, however, that any such amendment that would adversely affect the rights of the owners of outstanding certificates or bonds issued in connection with a financing must be approved by the appropriate trustee.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set her hand and seal this 23rd day of June, 1998, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

Carol A. Hull
Carol A. Hull

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED 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:

WINTER HAVEN/AUBURNDALE ADULT LITERACY COUNCIL, INC.

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

CAROL A. HULL
111 Avenue R - NE
Winter Haven, Florida 33881

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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.

Signed on June 23, 1998.

Carol A. Hull
CAROL A. HULL