

TRANSMITTAL LETTER

N98000006796

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

98 DEC -2 PM 1:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT:

Florida Securities Dealers Association
(Proposed corporate name - must include suffix)
EDUCATIONAL FOUNDATION, INC.

700002700357--6

-12/02/98--01063--014

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

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
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM:

katz kutter

Name (Printed or typed)

106 E. College Ave

Address

Tall, FL, 32308

City, State & Zip

224-9634 (Darcy)

Daytime Telephone number

P Hall

DEC -2 1998

6

Call kutter
Ready98 DEC 12 PM 1:14
RECEIVED

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
FLORIDA SECURITIES DEALERS ASSOCIATION
EDUCATIONAL FOUNDATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a not for profit corporation pursuant to Chapter 617, Florida Statutes, does hereby make and adopt the following Articles of Incorporation.

ARTICLE I

Corporate Name, Principal Office & Mailing Address

The name of this corporation is: Florida Securities Dealers Association Educational Foundation, Inc. The initial principal office of this corporation is: 106 E. College Avenue, 12th Floor, Tallahassee, Florida 32301. The initial mailing address of this corporation is: P.O. Box 1877, Tallahassee, Florida 32302-1877.

ARTICLE II

Not For Profit

The Corporation is a not for profit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit.

ARTICLE III

Duration

The term of existence of the corporation is perpetual.

ARTICLE IV

General And Specific Purposes

The Corporation is organized, and shall be operated exclusively for, educational purposes, including the following:

- A. to develop, operate, and manage educational programs for the Florida investing public;
- B. to make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any future federal tax laws; and
- 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, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended including private foundations and private operating foundations.

ARTICLE V

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, consisting of not less than three (3) persons.

The initial members of the Board of Directors of the corporation shall serve until the first appointment of new Directors by the Board of Governors of the FSDA, and at all times thereafter, shall serve for a term of one (1) year and until the qualification of the successors in office.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. 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 Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of the initial members of the Board of Directors of the corporation are as follows:

<u>Name</u>	<u>Address</u>
M. H. Sandberg	208 North Spring Boulevard Tarpon Springs, Florida 34689
Pat Patterson	401 E. Jackson Street, Suite 2900 Tampa, Florida 33602
Ira P. Federer	880 Carillon Parkway St. Petersburg, Florida 33716
Kevin M. Gagne	2170 West State Road 434, Suite 124 Longwood, Florida 32779
Alex Bigelow	525 South Flagler Drive, Suite 100 West Palm Beach, Florida 33401

B. Corporate Officers. The Board of Directors shall annually elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Until the first annual meeting of the Board of Directors, the following persons shall serve as corporate officers.

<u>Position</u>	<u>Name</u>	<u>Address</u>
President	M. H. Sandberg	208 North Spring Boulevard Tarpon Springs, Florida 34689

Secretary

Kevin M. Gagne

2170 West State Road 434, Suite 124
Longwood, Florida 32779

Treasurer

Ira P. Federer

880 Carillon Parkway
St. Petersburg, Florida 33716

ARTICLE VI

Limitations

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 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 of on 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 (1) 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 federal tax code) or (2) 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 federal tax code).

D. Notwithstanding any other provisions of these Article, 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, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the (or the corresponding provision of any future federal tax code), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

Incorporator

The name and residence address of the Incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
O'Bannon M. Cook	704 Forest Lair Tallahassee, Florida 32312

ARTICLE IX

Initial Registered Agent And Office

The street address of the initial registered office of the Corporation is 106 E. College Avenue, 12th Floor, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at said address shall be O'Bannon M. Cook.

ARTICLE X

Amendment Of Articles

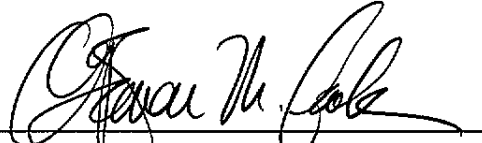
The power to alter, amend, or repeal these Articles of Incorporation is vested exclusively in the Board of Directors. Such action may be taken only pursuant to a resolution approved by a majority of the Directors.

ARTICLE XI

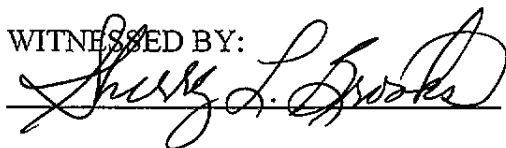
Amendment Of By-Laws

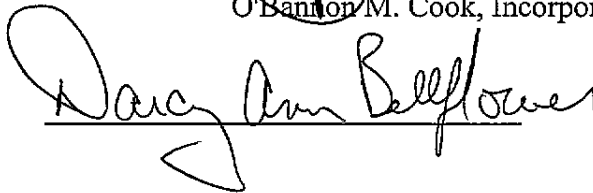
Subject to the limitations contained in the By-laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded,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

I, the undersigned, being the Incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this ___ of December, 1998.


O'Bannon M. Cook, Incorporator

WITNESSED BY:





ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above corporation at the place designated in this certificate, I hereby accept the appointment as registered agent of Florida Securities Dealers Association Educational Foundation, Inc., 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.

Dated this 18th day of December, 1998.



Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA