

N99000002334

TRANSMITTAL LETTER

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR 15 AM 9:47

APPROVED
AND
FILED

SUBJECT: Florida School Boards Education Leadership Foundation, Inc.
(Proposed corporate name - must include suffix)

200002839692--5
-04/15/99--01013--024
*****87.50 *****87.50

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

ADDITIONAL COPY REQUIRED

FROM: Dr. Wayne Blanton
Name (Printed or typed)

203 South Monroe Street
Address

Tallahassee, Florida 32301
City, State & Zip

(850) 224-1374
Daytime Telephone number

99 APR 15 AM 9:47
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Call when
Ready
TBE 488-1721 x 128

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

ok 4/15

ARTICLES OF INCORPORATION
OF
THE FLORIDA SCHOOL BOARDS
EDUCATIONAL LEADERSHIP
FOUNDATION, INC.

A Not-for-Profit Florida Corporation

April 1999

**ARTICLES OF INCORPORATION
OF
FLORIDA SCHOOL BOARDS EDUCATIONAL LEADERSHIP
FOUNDATION, INC.**

(A Not-for-Profit Florida Corporation)

THE UNDERSIGNED, as incorporators and on behalf of a not-for-profit, non-stock corporation under the laws of the State of Florida, hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is Florida School Boards Educational Leadership Foundation, Inc., ("Corporation").

ARTICLE II - DURATION

The Corporation shall have perpetual existence unless dissolved pursuant to law.

ARTICLE III - NON-STOCK CORPORATION

The Corporation shall be organized (and shall be operated) on a non-stock basis under the Florida Not-for-Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the Bylaws.

ARTICLE IV - PURPOSE

1. The primary purposes for which the Corporation is organized are for the provision of education with a focus on the training, development, support and enrichment of Florida school board members, superintendents, students and other educational personnel as deemed appropriate by the Board of Directors for the advancement of education in the state of Florida. Second, the Corporation is organized to conduct research and analysis in education. Third, the Corporation will recognize educational leadership and achievements in Florida.

2. Other purposes include:

- A. encouraging and facilitating the process of cooperative planning and action for research, surveys and demonstrations in the field of education;
- B. disseminating, through appropriate channels, findings and recommendations derived from educational research, whether conducted by the Corporation or by others;
- C. supporting education-related projects which are of statewide significance and interest; and
- D. seeking adequate funds from foundations, corporations, government agencies and other organizations to finance projects of the Corporation which are consistent with the purposes

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TALLAHASSEE, FLORIDA

Furthermore, the Corporation is organized for transacting any and all lawful business for which corporations may be incorporated under the Florida Not-for-Profit Corporation Act and to distribute the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and regulations issued pursuant thereto, as they now exist or as they may hereafter be amended.

3. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. 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 Section 501 (c)(3) of the Internal Revenue Code and the regulations thereunder as the same now exist or as they may be hereinafter amended from time-to-time.

4. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

5. 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

6. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

7. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

8. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

9. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

10. The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

11. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry-on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said regulations as they now exist or as they may hereafter be amended.

12. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of 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 (or the corresponding provisions of any future United States Internal Revenue law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V - MEMBERS

This Corporation shall have a membership consisting of the Board of Directors of the Corporation serving from time-to-time.

ARTICLE VI - DIRECTORS

1. The affairs of the Corporation shall be governed by a Board of Directors (the "Board"), subject to the restriction that, except as specifically set forth to the contrary in the Bylaws, the exercise of any powers or actions of the Board shall require the approval thereof by a majority vote of the Board present at a meeting at which a quorum of no less than fifty percent (50%) of the directors is present. The affirmative vote of a majority of the total number of directors shall be necessary for the following corporate actions:

- A. Approval of charitable gifts, transfers, distributions and grants by the Corporation to other entities.
- B. Adoption of an amendment to the Articles of Incorporation or the Bylaws.
- C. Organization of a subsidiary or affiliate by the Corporation.
- D. Approval of any merger, consolidation or sale or other transfer of all or a substantial part of the assets of the Corporation.

2. Each Director other than ex-officio Directors will serve a two (2) year term following an election and said term shall expire at the end of such two (2) year term, regardless of whether or not a successor shall have been duly elected and qualified. A director may be elected to succeed him/herself. Directors may be re-elected to no more than two (two) consecutive terms after which an absence from the board of one (one) year will be required before re-election. The terms of

directors shall be equally staggered to the extent possible so that all directors' terms do not expire concurrently.

3. The initial Board of Directors of this Corporation shall be comprised of the Incorporators identified in Article XI below.

ARTICLE VII - ADDRESS

The street address of the principal office of this Corporation in the State of Florida is:

203 South Monroe Street
Tallahassee, Florida 32301

The Board may, from time-to-time, move its principal office in the State of Florida to another place in this state.

ARTICLE VIII - REGISTERED AGENT AND OFFICE

The registered agent and registered office of the Corporation shall be:

Dr. Wayne Blanton
203 South Monroe Street
Tallahassee, Florida 32301

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner and with the vote provided by these Articles of Incorporation, unless the laws of the State of Florida require a different manner or vote.

ARTICLE X - BYLAWS

The Board of this Corporation shall adopt Bylaws for the governance of this Corporation, which shall be subordinate only to the Articles of Incorporation and the laws of the United States and the State of Florida. The Board may amend the Bylaws from time-to-time.

ARTICLE XI - INCORPORATORS

The names and addresses of the incorporators of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
William Graham, Chairman	1429 Beta Court Lake Clarke Shores, Florida 33406
Patricia Riley, Director	7002 Scarboro Drive S.W. Fort Myers, Florida 33919
Susan Adkinson, Director	P.O. Box 301 DeFuniak Springs, Florida 32433
Barbara Sharpe, Treasurer	1014 S.E. 10 th Street Gainesville, Florida 32601
Andrea Whitely, Director	7726 Chase Road Lakeland, Florida 33809
Wayne Blanton, Secretary	203 South Monroe Street Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 12th day of April, 1999.

William G. Graham
Incorporator Signature

Susan D. Atkinson
Incorporator Signature

Barbara Sharpe
Incorporator Signature

James
Incorporator Signature

Wayne
Incorporator Signature

Incorporator Signature


Acknowledged before me on 4/12/99, by William Graham who is personally known to me / _____ produced _____ as identification, and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he/she executed said instrument for the purposes therein expressed.

Mary Jane Angelotti
NOTARY PUBLIC-STATE OF FLORIDA
Name: _____

Commission No.: _____
My Commission Expires: February 21, 2002
 Mary Jane Angelotti
MY COMMISSION # CC707177 EXPIRES
BONDED THRU TROY FAIN INSURANCE, INC.

Acknowledged before me on 4/12/99, by Patricia Riley who is personally known to me / _____ produced _____ as identification, and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he/she executed said instrument for the purposes therein expressed.

Mary Jane Angelotti
NOTARY PUBLIC-STATE OF FLORIDA
Name: _____

Commission No.: _____
My Commission Expires: February 21, 2002
 Mary Jane Angelotti
MY COMMISSION # CC707177 EXPIRES
BONDED THRU TROY FAIN INSURANCE, INC.

Acknowledged before me on 4/12/99, by Susan Adkinson who is personally known to me
/ produced as identification, and who executed the foregoing Articles
of Incorporation and acknowledged to and before me that he/she executed said instrument for the
purposes therein expressed.

Mary Jane Angelotti
NOTARY PUBLIC-STATE OF FLORIDA

Name: Mary Jane Angelotti
Commission No. CC707177 MY COMMISSION # CC707177 EXPIRES
February 21, 2002
My Commission Expires: BONDED THRU TROY FAIN INSURANCE, INC.

Acknowledged before me on 4/12/99, by Barbara Sharpe who is personally known to me
/ produced as identification, and who executed the foregoing Articles
of Incorporation and acknowledged to and before me that he/she executed said instrument for the
purposes therein expressed.

Mary Jane Angelotti
NOTARY PUBLIC-STATE OF FLORIDA

Name: Mary Jane Angelotti
Commission No. CC707177 MY COMMISSION # CC707177 EXPIRES
February 21, 2002
My Commission Expires: BONDED THRU TROY FAIN INSURANCE, INC.

Acknowledged before me on _____, by Andrea Whiteley who is personally known to me
/ produced as identification, and who executed the foregoing Articles
of Incorporation and acknowledged to and before me that he/she executed said instrument for the
purposes therein expressed.

NOTARY PUBLIC-STATE OF FLORIDA

Name: _____
Commission No.: _____
My Commission Expires: _____

Acknowledged before me on 4/12/99, by Wayne Blanton who is personally known to me
/ produced as identification, and who executed the foregoing Articles
of Incorporation and acknowledged to and before me that he/she executed said instrument for the
purposes therein expressed.

Mary Jane Angelotti
NOTARY PUBLIC-STATE OF FLORIDA

Name: Mary Jane Angelotti
Commission No. CC707177 MY COMMISSION # CC707177 EXPIRES
February 21, 2002
My Commission Expires: BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Section 48.091 and Section 607.0501(3), Florida Statutes, the following is submitted in compliance with said Sections:

Florida School Boards Educational Leadership Foundation, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Tallahassee, County of Leon, State of Florida has named Dr. Wayne Blanton, as its agent to accept service of process within this state.

FLORIDA SCHOOL BOARDS EDUCATIONAL LEADERSHIP FOUNDATION, INC.

By:

William G. Graham
Jose B. Atkinson
Barbara Sharpe
Wayne Blanton

99 APR 15 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Its: Incorporators

ACKNOWLEDGMENT

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Sections relative to keeping open said office.

Wayne Blanton
Dr. Wayne Blanton

Date: 4/12/1999

**FLORIDA SCHOOL BOARDS EDUCATIONAL LEADERSHIP FOUNDATION, INC.
INCORPORATORS, MEMBERS AND DIRECTORS**

ORGANIZATIONAL ACTION BY CONSENT

THE UNDERSIGNED, the sole incorporators, members and directors of FLORIDA SCHOOL BOARDS EDUCATIONAL LEADERSHIP FOUNDATION, INC., (the "Corporation"), hereby consent to the following actions by the Corporation and to the entry of this document in the minutes of the proceedings of the Board:

1. The Articles of Incorporation of this Corporation as filed by the incorporators, William Graham, Patricia Riley, Susan Adkinson, Barbara Sharpe, Andrea Whiteley and Wayne Blanton are hereby ratified and approved and the Secretary is instructed to insert the Certificate of Incorporation, including the said Articles, when certified by the Florida Secretary of State, in the minute book of the Corporation.
2. The Bylaws of the Corporation, including Articles I through XI, consisting of ten (10) typewritten pages, are hereby approved and adopted by the Board of Directors, and the Secretary of the Corporation is instructed to insert a copy of the same in the minute book of the Corporation immediately following the Certificate of Incorporation.
3. It is hereby declared that the qualifications for admission to membership in the corporation shall be a demonstrated commitment to and an interest in the advancement of education with a focus on the training, development and enrichment of Florida school board members, superintendents, students and other educational personnel as deemed appropriate by the Board of Directors for the advancement of education in the state of Florida.
4. William Graham, Patricia Riley, Susan Adkinson, Barbara Sharpe, Andrea Whiteley and Wayne Blanton are hereby declared to be members of the corporation by virtue of their demonstrated interest in the provision of education with a focus on the training, development and enrichment of Florida school board members, superintendents, students and other educational personnel as deemed appropriate by the Board of Directors for the advancement of education in the state of Florida.
5. Pursuant to Article III, Section 3.1, 3.2, and 3.4, of the Corporation's Bylaws, the initial Board of Directors shall consist of ten (10) directors five of whom shall be the officers of the Florida Association of School Boards: William Graham, Patricia Riley, Susan Adkinson, Barbara Sharpe and Andrea Whiteley. The Chairman will appoint four persons to the Board and Wayne Blanton shall serve as Secretary, ex-officio with voting rights.
6. William Graham is elected to serve as Chairman of the Corporation until the first annual meeting of the Board of Directors until his successor is qualified and elected, or until his resignation or removal pursuant to the Bylaws of the Corporation.
7. Dr. Wayne Blanton is appointed and accepts the position of registered agent for the Corporation on whom process may be served as required by Florida Statutes. The Chairman is directed to designate any necessary successor agents for service of process and the Secretary of the Corporation is directed to file the names and street addresses of any new agents with the Florida Department of State.

8. The seal of the Corporation, which is affixed next to this paragraph, is hereby adopted as the official seal of the Corporation.

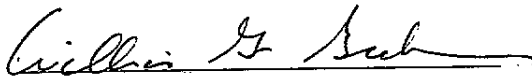
(SEAL)

9. The Board hereby ratifies and adopts all resolutions necessary to commence a banking relationship with banking institutions chosen by the Chairman. The Secretary shall place copies of any resolutions signed, for purposes of opening bank accounts, in the Corporation's minute book.

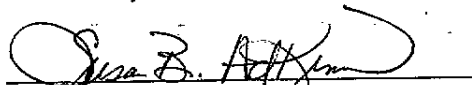
10. The accounting and taxable year of the Corporation shall begin on July 1st of each year and shall end on June 30th of each year.

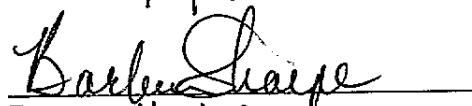
11. The officers are directed to take all actions reasonably necessary to seek qualification as an exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code, including engaging professionals, completing and filing necessary applications and other information and taking such other actions as are necessary to achieve exempt status.

12. All acts and things heretofore done for and on behalf of the Corporation by its officers, directors, incorporators or members shall be and are hereby ratified and affirmed in each and every respect, it being the intent of the shareholders, directors and incorporators that all actions heretofore taken by the corporation, notwithstanding their having never been formally documented, are hereby ratified and recognized as bona fide corporation actions which are binding upon the corporation.



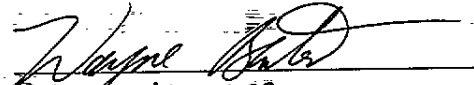
Date: 4/12/99


Date: 4/12/99


Date: 4/12/99



Date: 4/12/99


Date: 4/12/99

Date: _____

Its: Incorporators