

TRANSMITTAL LETTER  
N99000005639

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

SUBJECT: Teachers Educators Association  
(Proposed corporate name - must include suffix)

RECEIVED  
99 SEP 22 PM 2:29  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32314

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: Jack Daniels  
Name (Printed or typed)

5438 Statson Road  
Address

Jacksonville, Fla. 32207  
City, State & Zip

904-739-6964  
Daytime Telephone number

000002994140--8  
-09/22/99-01087-001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 SEP 22 PM 2:39

APPROVED  
AND  
FILED

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

9/22/99

## ARTICLES OF INCORPORATION

Jack Daniels and Helen Heard, acting as incorporators under the Florida Not For Profit Corporation Act, adopt the following Articles of Incorporation.

### NAME

The Name of the Corporation shall be: TEACHERS  
EDUCATORS ASSOCIATION, INC.

### DURATION

The duration of the Corporation shall be perpetual unless or until the Corporation may be dissolved according to law, and the commencement of the corporate existence shall begin September 22, 1999.

### PRINCIPAL PLACE OF BUSINESS

The principal place of business and the mailing address of the Corporation shall be 5438 Stetson Road, Jacksonville, Florida 32207.

### POWERS

The Corporation shall have all statutory powers granted to not for profit corporations by the State of Florida, including, but not limited to, the power to contract, sue and be sued, to purchase and hold real and personal property and to perform all other lawful acts necessary for the accomplishment of the purpose set forth in these Article of Incorporation.

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AND  
FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### PURPOSE

To offer, at no fee to any Florida School District, teacher training and staff development to their teachers, noninstructional personnel, and administrators.

#### BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The method of appointment of Directors shall be as determined by the Bylaws of the Corporation. The Board of Directors shall have such power as may be granted according to the Bylaws of the Corporation and laws of the State of Florida.

The initial Board of Directors consists of the following (3) individuals:

Jack Daniels, Chairman

Daryl Grier, Vice Chairman

Helen Heard, Secretary-Treasurer

#### ORGANIZATION

The officers of the Corporation shall be: The President, Vice-President, and Secretary-Treasurer. These officers shall be elected by the Board of Directors.

The Corporation shall not be operated for financial or pecuniary gain or profit. No part of the property of the Corporation and no part of its net earnings shall inure to the benefit of any Director or other private individual.

The Corporation shall never be affiliated with any

labor union.

No corporation, partnership, association or other legal entity except a natural person shall be a member of the Corporation.

Those persons who shall be eligible for membership in the Corporation shall include all teachers, noninstructional personnel, and administrators of all of the Florida School Districts. The members of the Corporation shall be accepted, rejected, and terminated in accordance with the Bylaws of the Corporation.

All members shall be entitled to all rights and benefits of membership in the Corporation.

#### BYLAWS

The bylaws of the Corporation may be adopted, altered, or rescinded only in such manner as said bylaws provide.

#### INCORPORATORS

Jack Daniels, 5438 Stetson Road, Jax. Fl. 32207

Helen Heard, 16219 Shellcracker Road, Jax. Fl. 32226

#### REGISTERED AGENT

The name and address of the initial registered office and registered agent is Jack Daniels, 5438 Stetson Road, Jacksonville, Florida 32207

#### AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors of the Corporation in accordance with its Bylaws.

#### SPECIAL PROVISIONS

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees, reasonable incurred by or imposed upon him in connection with any proceedings to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Corporation, whether or not he is a Director or officer at the time such expenses are incurred except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance, nonfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which Director or officer may be entitled.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Article of Incorporation this 22nd day of September of 1999.

Jack Daniels  
Jack Daniels, Incorporator/Chairman

STATE OF FLORIDA  
COUNTY OF DUVAL

Subscribed and sworn to before me by Jack Daniels  
on this 22nd day of September of 1999.

*produced drivers license*  
*D542-432-48-248-0*

*[Signature]*



Having been named as Registered Agent for the above-stated Corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0501, Florida Statutes (1998).

Jack Daniels  
Jack Daniels  
Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AND  
FILED