

N99000006152

Bob Boyd
Requestor's Name
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Address
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City/State/Zip Phone #

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99 OCT 18 AM 8:13
TALLAHASSEE, FLORIDA

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

1. Professional Educators (Corporation Name) 200003017572-1 (Document #)
2. Network of Florida Foundation, Inc. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

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TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Call when Ready!!!

ajc 10/18

ARTICLES OF INCORPORATION

Dr. J. Stanley Marshall, Cathy DeMoisey, Dr. Lora Holcombe, Tracey Bailey and Robert J. Boyd, acting as incorporators of a corporation under the Florida Not For Profit Corporation Act, adopt the following Articles of Incorporation.

NAME

The name of the Corporation shall be: PROFESSIONAL EDUCATORS NETWORK OF FLORIDA FOUNDATION, 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 October 18, 1999.

PRINCIPAL PLACE OF BUSINESS

The principal place of business and the mailing address of the Corporation shall be 3020 Hartley Road, Suite 125, Jacksonville, Florida 32257.

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 Articles of Incorporation.

Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or by an organization contributions to which are to be deductible under Section 170(c)(2) of such Code.

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively for charitable or educational purposes or to organizations which are then exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code of 1986, and to which contributions are then deductible under Section 170(c)(2) of such Code.

PURPOSE

The Corporation is organized, and shall be administered and operated, exclusively to receive, administer, and expend funds for the following charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986:

1. To educate the public about the views of Florida educators relative to the state of the Florida and American educational system;
2. To conduct symposiums and workshops related to the curricula, policy and

structure of the Florida and American educational system;

3. To engage in other lawful charitable and educational activity as determined by its board of directors;
4. To assist other charitable and educational organizations in the conduct of similar activities;
5. To produce educational materials related to the Florida and American educational system and educators;
6. To establish in the main office or elsewhere all departments and activities necessary to carry out the purposes of the corporation; and
7. To engage in any and all lawful activities incidental to the foregoing purposes except as restricted herein.

In order to accomplish the foregoing charitable and educational purposes, and for no other purpose or purposes, this corporation shall also have the power to:

- (a) sue and be sued;
- (b) make contracts;
- (c) receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and otherwise acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations;
- (d) act as trustee under any trust whose objectives are related to the principal objectives of the corporation, and to receive, hold, administer and expend funds and property subject to such trust;
- (e) convey, exchange, lease, mortgage, encumber, transfer upon trust or otherwise dispose of all property, real or personal;
- (f) borrow money, contract debts and issue bonds, notes, and debentures, and secure the payment of any performance of its obligations; and
- (g) do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

BOARD OF DIRECTORS

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

The initial Board of Directors consists of the following four (4) individuals:

Dr. J. Stanley Marshall, Chairman
Robert Dahlen, Vice-Chairman
Dr. Lora Holcombe, Secretary
Robert J. Boyd, Treasurer

ORGANIZATION

The officers of the Corporation shall be: The Chairman, Vice-Chairman, Secretary, and Treasurer, and other such officers as may be provided for in the Bylaws. These officers shall be elected by the Board of Directors.

The officers and the chairman of each standing committee of the Board of Directors shall constitute the Executive Committee.

The Corporation shall not be operated for 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 authorized to engage in any activity contrary to the purposes for which the Corporation is organized.

The Corporation shall never be affiliated directly or indirectly with any labor union, local, state, national or otherwise.

In no event shall a strike or threat of work stoppage ever be promoted, fostered or employed by the Corporation in furtherance of the purposes for which it is organized.

The Corporation shall be nonpartisan, and shall not endorse candidates for public office nor participate in any way in the election of candidates for public office.

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

Each member of the Corporation in good standing, as defined by the Bylaws, shall be entitled to one vote on all questions put to the membership in accordance with the provisions of the Bylaws of the Corporation.

Those persons who shall be eligible for membership in the Corporation shall include all persons residing in the State of Florida interested in promoting, maintaining and fostering the goals and objectives for which the Corporation is organized.

BYLAWS

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

INCORPORATORS

The names and addresses of the incorporators are:

NAMES

Dr. J. Stanley Marshall, Chairman

Robert Dahlen, Vice-Chairman

Dr. Lora Holcombe, Secretary

Robert J. Boyd, Treasurer

Cathy DeMoisey

Tracey Bailey

ADDRESSES

5000 Brill Point
Tallahassee, Florida 32312

5530 N. E. Second Lane
Ocala, Florida 34470

3514 Limerick Drive
Tallahassee, Florida 32308

Macfarlane Ferguson & McMullen, PA
106 East College Avenue, Suite 900
Tallahassee, Florida 32301

3020 Hartley Road, Suite 125
Jacksonville, Florida 32257

866 Violet Street
Tallahassee, Florida 32308

REGISTERED AGENT

The name and address of the initial registered office and registered agent is Laura Boyd Pearce of Macfarlane Ferguson & McMullen, P.A., 106 East College Avenue, Suite 900, Tallahassee, Florida 32301.

AMENDMENTS TO ARTICLES OF INCORPORATION

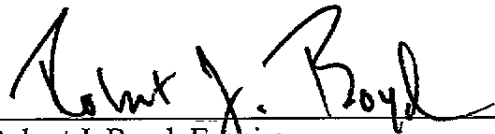
The Articles of Incorporation may be amended at any regular or special meeting of the membership by a two-third vote of the entire membership provided, however, that any such proposed amendment or amendments be first mailed to each member of the Corporation at least thirty (30) days prior to such regular or special meeting.

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, reasonably 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 or willful misfeasance, nonfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director of officer seeking such reimbursement or indemnification, the 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 or all other rights to which Director or officer may be entitled. The private property of the incorporators, directors and officers shall not be subject to the payment of corporate debts to any extent whatsoever.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 18th day of OCTOBER, 1999.



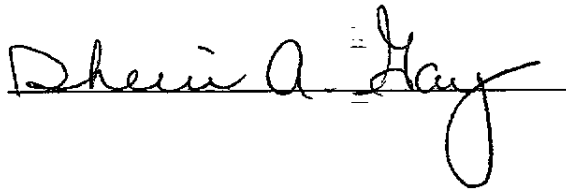
Robert J. Boyd, Esquire
Incorporator/Treasurer

STATE OF FLORIDA
COUNTY OF LEON

Subscribed and sworn to before me by Robert J. Boyd on this 18th
day of October, 1999.




Sherri A. Gay
MY COMMISSION # CC808936 EXPIRES
July 15, 2001
BONDED THRU TROY FAIN INSURANCE, INC.



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 607.0505, Florida Statutes (1994).

Dated: October 18, 1999


Laura Boyd Pearce, Esquire
Registered Agent