

N 99-000007627

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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MAIL

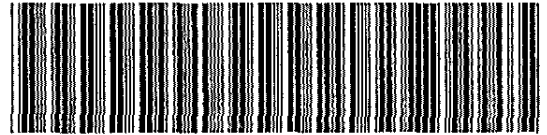
(Business Entity Name)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2007 FEB 16 PM 3:12

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Amend Klesh



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 2, 2007

GOODLETTE COLEMAN & JOHNSON, P.A.  
ATTN: GREGORY L URBANCIC, ESQ.  
4001 TAMiami TRAIL NORTH, SUITE 300  
NAPLES, FL 34103

SUBJECT: SCHOOL READINESS COALITION OF CHARLOTTE AND DESOTO  
COUNTIES, INC.  
Ref. Number: N99000007627

We have received your document for SCHOOL READINESS COALITION OF CHARLOTTE AND DESOTO COUNTIES, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6957.

Pamela Smith  
Document Specialist

Letter Number: 907A00008197

**GOODLETTE COLEMAN & JOHNSON, P.A.**  
**ATTORNEYS AT LAW**

Kevin G. Coleman  
J. Dudley Goodlette  
Kenneth R. Johnson  
Richard D. Yovanovich  
Edmond E. Koester

Northern Trust Bank Building  
4001 Tamiami Trail North  
Suite 300  
Naples, FL 34103  
239-435-3535  
239-435-1218 Facsimile

Linda C. Brinkman  
Stephen C. Pierce  
Gregory L. Urbancic  
William M. Burke  
Craig D. Grider  
Matthew L. Grabinski  
Matthew R. Galloway  
Matthew M. Jackson  
Alex R. Figares  
Jeffrey J. Beihoff  
Kevin L. Dees

writer's e-mail address:  
[gurbancic@gclaw.com](mailto:gurbancic@gclaw.com)

January 30, 2007

Florida Department of State  
Amendment Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

**Re: Amended and Restated Articles of Incorporation  
School Readiness Coalition of Charlotte and DeSoto Counties, Inc. (NAME BEING  
CHANGED)  
Document #N99000007627**

Ladies and Gentlemen:

With respect to the above-referenced matter I enclose the following items:

1. Amended and Restated Articles of Incorporation for School Readiness Coalition of Charlotte and DeSoto Counties, Inc., which include a name change of the corporation to Early Learning Coalition of Florida's Heartland, Inc.
2. A check in the amount of \$43.75 made payable to Florida Department of State to cover the filing fees and the cost of one certified copied of these Amended and Restated Articles of Incorporation. Please forward said certified copy to my address which is listed at the top of this letter.

If you have any questions please do not hesitate to contact me.

Sincerely,



Gregory L. Urbancic  
For the Firm

Enclosures

cc: Ms. Anne Bouhebent

**GOODLETTE COLEMAN & JOHNSON, P.A.**  
**ATTORNEYS AT LAW**

Kevin G. Coleman  
J. Dudley Goodlette  
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Kevin L. Dees

writer's e-mail address:  
[gurbancic@gcjlaw.com](mailto:gurbancic@gcjlaw.com)

February 14, 2007

Florida Department of State  
Amendment Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

**Re: Amended and Restated Articles of Incorporation  
School Readiness Coalition of Charlotte and DeSoto Counties, Inc. (NAME BEING  
CHANGED)  
Document #N99000007627**

Ladies and Gentlemen:

In accordance with the attached letter from your office, enclosed is the corrected filing for the above-described matter. If you have any questions please do not hesitate to contact me.

Sincerely,



Gregory L. Urbancic  
For the Firm

Enclosures

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** School Readiness Coalition of Charlotte and DeSoto Counties, Inc. (name prior to change within attached)

**DOCUMENT NUMBER:** N99000007627

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Gregory L. Urbancic

(Name of Contact Person)

Goodlette Coleman & Johnson, P.A.

(Firm/ Company)

4001 Tamiami Trail N., Suite 300

(Address)

Naples, FL 34103

(City/ State and Zip Code)

For further information concerning this matter, please call:

Gregory L. Urbancic

(Name of Contact Person)

at ( 239 ) 435-3535

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☒ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

2007 FEB 16 PM 3:12

**OF**

**EARLY LEARNING COALITION  
OF FLORIDA'S HEARTLAND, INC.**

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of School Readiness Coalition of Charlotte and DeSoto Counties, Inc., a Florida corporation not for profit, which was originally incorporated on December 12, 1999, and assigned document number N99000007627 are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.1007, Florida Statutes, including the name change of the corporation to Early Learning Coalition of Florida's Heartland, Inc. There is no discrepancy between the corporation's Articles of Incorporation as heretofore amended and the provisions of these Amended and Restated Articles other than the inclusion of amendments adopted pursuant to Section 617.1007 and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of Early Learning Coalition of Florida's Heartland, Inc. shall henceforth be as follows:

**ARTICLE 1 - NAME**

The name of the corporation is as follows: EARLY LEARNING COALITION OF FLORIDA'S HEARTLAND, INC.

**ARTICLE 2 - ADDRESS**

The address of the principal office and the mailing address of the corporation is: 3028 Caring Way, Suite 4, Port Charlotte, FL 33952.

**ARTICLE 3 - REGISTERED OFFICE AND AGENT**

The street address of the registered office of the corporation is 3028 Caring Way, Suite 4, Port Charlotte, FL 33952. The name of its registered agent at that address is Anne Bouheben.

**ARTICLE 4 - MEMBERS**

The terms, conditions and qualifications with respect to the membership of this corporation shall be as provided in the Bylaws of the corporation and Section 411.01, Florida Statutes. The members of the corporation shall serve as the board of directors of the corporation as described in the Bylaws.

**ARTICLE 5 - NOT FOR PROFIT**

The corporation is a not for profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under IRC

Section 501(c)(3) referred to below as "code". If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under IRC Section 501(c)(3).

## **ARTICLE 6 - DURATION**

The duration of the corporation is perpetual.

## **ARTICLE 7 - PURPOSES**

The corporation is organized, and shall be operated exclusively for the charitable, scientific and educational purposes, including but not limited to School Readiness and Voluntary Prekindergarten services serving the counties of Charlotte, DeSoto, Hardee and Highlands.

Solely for the above purposes, the corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

B. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not for Profit Corporation Act, and any successor or amendment to the Act.

C. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

## **ARTICLE 8 - LIMITATION**

No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members, if the corporation ever has any, directors, or officers, but 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 7 of these articles.

## **ARTICLE 9 - TAX EXEMPT STATUS**

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation IRS Section 501(a) as an organization described in IRS Section 501(c)(3) and which is other than a private foundation as defined in IRS Section 509. These articles shall be constructed accordingly, and all powers and activities of the corporation shall be limited

accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under IRS Section 501(c)(3). All references in these articles to sections of the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

### **ARTICLE 10 - BOARD OF DIRECTORS**

There shall be a board of directors consisting of at least three individuals. Each director, with the exception of Governor appointees, shall be elected by majority vote of the board of directors in the manner and at the times set forth in the Bylaws of the corporation. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors.

### **ARTICLE 11 – OFFICERS**

The officers of the corporation may consist of a Chair, one or more Vice Chairs, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the Bylaws or by resolution of the board of directors. Each officer, with the exception of the Chair who is a Governor's appointee, shall be elected by majority vote of the board of directors and may be removed by majority vote of the board of directors at such time and in such manner as may be prescribed by the Bylaws or by law.

### **ARTICLE 12 - BYLAWS**

The Bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

### **ARTICLE 13 - AMENDMENT**

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

### **ARTICLE 14 - INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY**

To the fullest extent permitted by Florida law, the corporation shall indemnify and hold harmless every director, officer, or employee of the corporation against all expenses and liabilities including attorney's fees (at all trial and appellate levels), actually and reasonably incurred by or imposed on such person or persons in connection with any claim, legal proceeding (or settlement or appeal of such proceeding) to which he or she may be a party because of his being or having been a director, officer or employee of the corporation. The foregoing provisions for indemnification shall apply whether or not such person is a director, officer or employee at the time such expenses are incurred. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

- (1) Gross negligence or willful misconduct in office by any director, officer, or employee.



(2) Any criminal action, unless the director, officer or employee acted in good faith and in a manner reasonably believed was in, or not opposed to, the best interest of the corporation, and had no reasonable cause to believe his action was unlawful.

To the extent that a director or officer has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in subsection (1) or subsection (2), or in defense of any claim, issue, or matter therein, he/she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer or employee may be entitled.

IN WITNESS WHEREOF, of the undersigned have hereunto subscribed their names and affixed their seals this 24 day of January, 2007.

Witnesses:

Oiga P. Olivera



Oiga P. Olivera  
My Commission DD219310  
Expires June 03, 2007

Andrew Bible

Andrew Bible, Chair

FL Dr. B140-017-73-368-0  
Exp: 10/08/2011

Witnesses:

Oiga P. Olivera



Oiga P. Olivera  
My Commission DD219310  
Expires June 03, 2007

Bobby Buckley

Bobby Buckley, Secretary

FL Dr. Lic B240-065-40-012-0  
EXP: 9-12-2008

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STATE OF Florida )  
COUNTY OF DeSoto ) ss.

The foregoing instrument was acknowledged before me, this Ten of 24, 2007 by Andrew Bible, as Chair, who is ( ) personally known to me or ( ☒ ) has produced FL Dr L.L. B140-017-73-368-0 as evidence of identification.

(SEAL)



Olga P. Olvera  
My Commission DD219340  
Expires June 03, 2007

Olga P. Olvera

NOTARY PUBLIC

Name: Olga Olvera  
(Type or Print)

My Commission Expires: 06/03/2007

STATE OF Florida )  
COUNTY OF DeSoto ) ss.

The foregoing instrument was acknowledged before me, this Ten of 24, 2007 by Bobby Buckley, as Secretary, who is ( ) personally known to me or (X) has produced FL Dr. Lic B240-065-40-012-0 as evidence of identification.

(SEAL)



Olga P. Olvera  
My Commission DD219340  
Expires June 03, 2007

Olga P. Olvera

NOTARY PUBLIC

Name: OLGA OLVERA  
(Type or Print)

My Commission Expires: 06/03/2007

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# Early Learning Coalition of Florida's Heartland, Inc.

## ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Anne Bouhebert

Date: 1/30/07

♥ Charlotte Division  
3028 Caring Way, Suite 4  
Port Charlotte, FL 33952  
Phone: 941 255-1650  
Fax: 941 255-5856  
Toll-Free: 866-639-4902

♥ DeSoto Division  
4 West Oak Street, Suite H  
Arcadia, FL 34266  
Phone: 863 494-5233  
Fax: 863 494-5291  
Toll-Free: 866-639-4979

♥ Hardee Division  
324 N. 6<sup>th</sup> Avenue  
Wauchula, FL 33873  
Phone: 863-767-1002  
Fax: 863-767-1007  
Toll-Free: 877-767-1002

♥ Highlands Division  
209 N. Ridgewood Drive  
Sebring, FL 33870  
Phone: 863-314-9213  
Fax: 863-314-4480  
Toll-Free: 800-660-9213



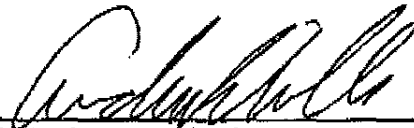
The date of adoption of the amendment(s) was: January 24, 2007

Effective date if applicable: N/A  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature



(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Andrew Bible

(Typed or printed name of person signing)

Chairman

(Title of person signing)

**FILING FEE: \$35**