**Articles of Incorporation Amendment Log**

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| **#** | **EVENT** | **DATE BOARD APPROVED** | **DATE FILED BY SECRETARY OF STATE** |
| 1 | Original Articles Filed under Putnam County School Readiness Coalition, Inc. | 10/06/2000 | 10/06/2000 |
| 2 | Amendment: Changes to Articles I and III | 04/26/2001 | 05/16/2001 |
| 3 | Annual Report: Changed Registered Agent | 01/24/2002 | 05/01/2002 |
| 4 | Annual Report: Changed Registered Agent Address | 02/04/2004 | 02/10/2004 |
| 5 | Annual Report: Changed Registered Agent Address | 02/07/2005 | 02/16/2005 |
| 6 | Amendment: Name Change; Changes to Article I, III, VI; and added Article XV | 06/28/2005 | 08/22/2005 |
| 7 | Articles of Merger were filed with the Merger Plan, no actual changes to the articles were changed | August 2005 | 09/20/2005 |
| 8 | Amendment: Change to Article III | 09/25/2006 | 10/17/2006 |
| 9 | Annual Report: Changed Registered Agent | 01/04/2008 | 01/04/2008 |
| 10 | Annual Report: Updated Principal Place of Business and Mailing Address | 04/30/2010 | 04/30/2010 |
| 11 | Amendment: Changes to Articles I and VI | 09/15/2010 | 09/30/2010 |
| 12 | Annual Report: Update Officers and Directors | 10/06/2010 | 01/13/2011 |
| 13 | Annual Report: Updated Mailing Address | NA | 01/12/2012 |
| 14 | Annual Report: Update Principal Place of Business, Mailing Address and Update Officer and Directors | NA | 01/29/2013 |
| 15 | Articles of Merger: Changes to Article I | 02/12/2013 | 06/11/2013 |
| 16 | Amendment: Updates made to Article III: Purpose and VI: Membership – changing referenced FS 411 School Readiness Act to FS School Readiness Program and Voluntary Prekindergarten Education Program. Changed Article XIV: Registered Agent to reflect Dawn Bell’s title change from ED to CEO. | 12/04/2013 | 07/07/2014 |

**ARTICLES OF INCORPORATION**

ELC of North Florida

Articles of Incorporation

(Attachment I C)

**OF**

**EARLY LEARNING COALITION OF NORTH FLORIDA, INC.**

**ARTICLE I: NAME AND ADDRESS**

The name of the corporation is: Early Learning Coalition of North Florida, Inc. The location of the offices are as follows: 1) Main Office physical/mailing address: 2450 Old Moultrie Rd., Ste. 103, St. Augustine, FL, 32086, and 2) Satellite Office physical/mailing address: 3841 Reid St., Palatka, FL, 32177, and 3) Satellite Office physical/mailing address: 1845 Town Center Blvd., Ste. 150, Orange Park, FL 32003.

**ARTICLE II: DURATION**

The existence of this corporation shall begin on the date the Certificate of Incorporation is issued by the Secretary of State of the State of Florida, and the period of duration of the Corporation shall be perpetual.

**ARTICLE III: PURPOSES**

The Corporation shall receive such assistance as provided by law and carry out the duties and responsibilities invested and entrusted to the Coalition pursuant to the provisions of Florida Statutes the School Readiness Program and the Voluntary Prekindergarten Education Program, the carry out the duties and responsibilities invested and entrusted to the Coalition pursuant to the provisions of Florida Statutes, the School Readiness Program, and the Voluntary Prekindergarten Education Program, including the right to receive all funding, from any source consistent with these Articles of Incorporation and the Internal Revenue Code, for carrying out the purposes of such act and all related or successive statutes and rules.

No part of the earnings of the Corporation shall inure to the benefit of any member, director, or officer of the Corporation or any other person, (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation to make other payments and distributions in furtherance of one or more of its purposes), and no member, director, or officer of the Corporation or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

No substantial part of the activities of the Corporation shall consist of attempting to influence legislation, by propaganda or otherwise, to an extent that would disqualify it for tax exemption under Section 501 (c)(3) of the IRS Code. The Corporation shall not participate directly or indirectly, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not have the objective nor engage in activities which would characterize it as an “action organization” as defined in Treasury Regulation 501 (c)(3)(1)(c)(3), as it now exists or may be hereafter amended.

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 Federal Income Tax under Section 501 (c)(3) of the IRS Code of 1954, as amended and Treasury Regulations there under as they now exists or as they may be hereafter amended, or by organization, contributions to which are deductible under Sections 107 (c)(2) and 2055 (a) of such Code an Treasury Regulations there under as they now exist or as they may be hereafter amended, and/or the School Readiness Program and the Voluntary Prekindergarten Education Program.

**ARTICLE IV: INCORPORATOR**

The name and address of the Incorporator is Joe H. Pickens, 222 N. Third Street, Palatka, Florida 32177.

**ARTICLE V: POWERS**

The Corporation shall have all the powers granted corporations under the laws of the State of Florida. However, 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 the subsection of Section 50l(c)(3) of the Internal Revenue Code of 1954 under which the Corporation chooses to qualify for exemption, as the same now exists, or as it may be amended from time to time, and such powers as are incident and necessary to fulfilling its statutory responsibilities.

**ARTICLE VI: MEMBERSHIP**

The powers, management and control of the Corporation, and all of its affairs, shall be vested in the members as outlined in the School Readiness Program. Members of the Coalition are subject to the ethics provisions in Part III of Chapter 112 of Florida Statutes. The Corporation will comply with Board Membership requirements as mandated in the most current version the Florida Statutes, School Readiness Program. The manner in which directors/members are appointed/elected shall be as stated in the Bylaws of the Corporation.

**ARTICLE VII: BY-LAWS**

The By-Laws adopted on February 9, 2000 are hereby adopted, ratified and confirmed by the Members. Subject to limitations contained in the By-Laws and any limitations set forth pursuant to Florida law, the By-Laws may be altered, rescinded, modified or otherwise changed by the Members or by following the procedures set for the therefor in the By-Laws. To the extent that the terms and conditions of the By-Laws differ from these Articles of Incorporation, the By-Laws shall be controlling as to the operations of the corporation.

**ARTICLE VIII: AMENDMENTS**

Amendments to the Articles of Incorporation may occur as provide for in the By-Laws.

**ARTICLE IX: INDEMNIFICATION OF MEMBERS**

Every person who is, or has been, a member of thiscorporation shall be indemnified and held harmless by the corporation from and against all costs and expenses which may be imposed upon or reasonably incurred by him/her in connection with or arising out of any claim, action, suit or proceeding in which he/she may be involved by reason of his/her being or having been a member at the time such costs and expenses are imposed or incurred. As used herein, the term "costs and expenses" shall include, but shall not be limited to, attorneys' fees and amounts of judgments against, and amounts paid in settlement by or on behalf of, any such member, other than amounts paid to the corporation itself; provided, however, that no such member shall be so indemnified: (1) with respect to any matter as to which such member shall, in any such action, suit or proceeding be finally adjudged to be liable for actual misconduct in the performance of his/her duties as a member; or (2) in the event of a settlement of any such claim, action, suit or proceeding, unless (a) such settlement shall, with the knowledge of the indemnification provided for hereby, be approved by the court having jurisdiction of such action, suit or proceeding, or (b) such settlement shall have been made upon the written opinion of independent legal counsel, selected by or in a manner determined by the members, to the effect that there is no reasonable ground of liability for misconduct on the part of such director, trustee or officer and that the entire cost of such settlement will not substantially exceed the estimated cost of defending such claim, action, suit or proceeding to a final conclusion. The foregoing rights of indemnification shall not be exclusive of other rights to which any such member may be entitled as a matter of law.

**ARTICLE X: CAPITAL STOCK**

The corporation shall have no capital stock, and no member shall have any right or title to any asset of the Corporation.

**ARTICLE XI: EXEMPTION OF MEMBER FROM PERSONAL LIABILITY**

The private property of all members of this corporation shall be wholly exempt from liability for any and all debts, obligations and liabilities of this corporation.

**ARTICLE XII: NON\_DISCRIMINATION**

No person shall, on the basis of race, color, sex, national origin, marital status, handicap, age or religion, be excluded from participation in, be denied the benefits of, or be subjected to discrimination under any program, activity, employment condition, or practice, conducted by this Corporation, except as provided by law.

**ARTICLE XIII: DISSOLUTION**

In the event of the dissolution of the corporation, no member shall be entitled to any distribution or division of its remaining property or its proceeds.

**ARTCLE XIV: REGISTERED AGENT**

The name and address of the initial registered office of the Corporation is: Dawn E. Bell, Chief Executive Officer, 4036 White Pine Lane, St. Augustine, FL 32086.

**ARTICLE XV: PARLIAMENTARY AUTHORITY**

Robert’s Rules of Order, Newly Revised, may govern the Corporation in all cases to which they are applicable and in which they are not consistent with the by-laws and any special rules of order the Corporation may adopt. However, the failure to strictly comply with the provisions of Robert’s Rules of Order shall not affect the validity of any action taken by the Corporation provided said action is taken by the Corporation in conformity with the by-laws unless it can be affirmatively demonstrated that the failure to follow Robert’s Rules of Order directly resulted in a lack of understanding of the action being proposed or other injustice has occurred.