

DRAFT

ARTICLES OF INCORPORATION OF FLORIDA STATE UNIVERSITY SCHOOLS, INC.

ARTICLE I

Name

The name of the corporation is: Florida State University Schools, Inc.
(hereinafter referred to as "FSUS, Inc.").

ARTICLE II

Purpose

A. General:

The purposes for which the corporation is organized are:

1. To Provide:

- a. a quality education for all students enrolled in the program that prepares graduates for success in postsecondary education and the workplace with committed involvement of post-secondary, business and community partners.
- b. a setting where faculty and graduate students can design, demonstrate, and analyze the effectiveness of new instructional materials, technological advances, and strategies under controlled conditions.
- c. an environment for the systematic evaluation of commercial or prototype materials and techniques available to other Florida public schools.

2. To Serve as:
 - a. a magnet to draw collaborating schools, districts, university and corporate partners into grant development and cooperative ventures benefiting grades K-12 education;
 - b. a demonstration school for exploring and refining results-based innovative teaching techniques;
 - c. a professional teacher education center where inservice and preservice teachers may observe and participate in exemplary teacher practices; and
 - d. a vehicle for the dissemination of research findings, which have proven effective to schools and agencies across Florida, nationally and internationally.
3. To enhance generally the lawful purposes, interests, and objectives of the educational community within the overall development of the State of Florida.
4. To perform any of the foregoing activities directly or through the medium of donations, grants, loans, membership dues and assessments or other expenditures made to or for the benefit of individuals or organizations developing or performing services of a nature related to the purposes described; hereinabove, either by the expenditure of the corporation's income or principal assets, but always subject to the provisions of Section B of this Article II.
5. To do all other acts and things and carry on and conduct all other activities necessary, suitable, convenient, useful or expedient in connection with or incidental to the accomplishment of any of the purposes set forth herein to the

fullest extent permitted by the laws of the State of Florida, but always subject to the provisions of Section B of this Article II.

B. Restrictions:

1. Notwithstanding any other provision of these articles, this corporation will not conduct any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Code of 1954 or the corresponding provision of any future United States Internal Revenue law.
2. All of the funds and assets of this Corporation, together with the net earnings thereof and income realized thereon, shall be exclusively devoted to the purposes expressed herein.
3. No member, director or officer of the corporation or any other private individual may receive or be entitled to receive, under any circumstances, any pecuniary benefit from the operations or liquidation of the Corporation, except for a reasonable compensation for travel and related expenses actually rendered in effecting one or more of the purposes of the corporation.

ARTICLE III

Membership

The qualifications, manner of admission to membership, and other membership regulations shall be set forth in the By-laws of this corporation.

ARTICLE IV

Duration

The duration of the corporation is perpetual, unless sooner terminated pursuant to the provisions of the laws of the State of Florida.

ARTICLE V

Incorporators

The names and residence addresses of the subscribing incorporators are:

Dr. Michael Bianca
College of Education Representative
5442 Easton Pointe Way
Tallahassee, FL 32311

Dr. Ken Brewer
College of Education Representative
3123 Middlebrooks Cir.
Tallahassee, FL 32312

Robert Broome
Community Representative
3513 Carrington Dr.
Tallahassee, FL 32303

Brandi Capers
Parent Representative
6479 Havana Highway
Havana, FL 32333

Dr. Robert Clark
College of Education, Dean
930 Chestwood Ave.
Tallahassee, FL 32303

Delores Downing
Parent Representative
P.O. Box 5571
Tallahassee, FL 32314

John Govans
Community Representative
1683 Silverwood Drive
Tallahassee, FL 32301

Dr. Diana Scott-Simmons
College of Education Representative
4983 Keohone Drive
Tallahassee, FL 32308

Glenn Thomas
FSUS Director, Ex-officio
2724 Lucerne Drive
Tallahassee, FL 32303

ARTICLE VI

Management

- A. The affairs of the corporation shall be managed by a board of directors who shall be selected as provided by the By-laws. The number of directors shall be established in the By-laws, but shall not be less than five.
- B. The Corporation, by direction of its Board of Directors, has the power to do any and all things necessary to carry out the purposes of the corporation and possesses all rights and privileges and immunities and enjoys all benefits granted corporations of similar character under the laws of the State of Florida, including the right to hold and convey title to property whether real, personal, tangible, intangible or mixed.
- C. No persons shall be authorized to act for the corporation except as specifically provided by its Board of Directors, or in the By-laws.

ARTICLE VII

Officers

The officers of the corporation shall be those specified in the By-laws, and officers shall be elected as provided in the By-laws.

ARTICLE VIII

Directors

The corporation shall be governed by a Board of Directors, as specified in the By-laws, consisting of at least five persons.

ARTICLE IX

By-Laws

The By-laws of the corporation shall be made, and may be altered or rescinded as provided in the By-laws.

ARTICLE X

Articles of Incorporation

The Articles of Incorporation of the corporation may be amended in accordance with the laws of the State of Florida.

ARTICLE XI

Location of Office and Agent

1. The street address of this corporation's initial principal and registered office in the State of Florida is Call Street and Stadium Drive, Tallahassee, FL 32306-4420.
2. The name of this corporation's initial registered agent at the above address is Glenn Thomas, Director, serving as the Chief Executive Officer and registered agent for the purpose of service of process.

ARTICLE XII

Stock

The corporation shall have no stock.

ARTICLE XIII

Dissolution

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which are exempt as described in Section s501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954, or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusive public purposes.