

ARTICLES OF INCORPORATION
of the
EARLY LEARNING COALITION of PASCO and HERNANDO COUNTIES

The undersigned natural person of the age of 18 years or more, acting as incorporator, adopts the following Articles of Incorporation for a corporation not for profit pursuant to Chapter 617 of the Florida Statutes.

ARTICLE 1: CORPORATE NAME AND ADDRESS

The name and address of the Corporation shall be the Early Learning Coalition of Pasco and Hernando Counties, Inc. (referred to as the "Coalition") at 7147 Congress Street, New Port Richey, Florida 34653.

ARTICLE 2: CORPORATE PURPOSE

The Coalition is organized exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. More specifically, the Coalition shall administer the school readiness and voluntary pre-kindergarten programs for Pasco and Hernando County, Florida as established by Florida Statute 411.01 and HB0001A. The program must prepare preschool children to enter kindergarten ready to learn as measured by criteria established by the Department of Education and provide extended-day and extended-year child care services to the maximum extent possible for the needs of parents who work. The Coalition shall serve as its own central child care agency, directly providing or procuring direct enhancement services and system support services, to include resource and referral, eligibility determinations, child care payments, training of providers, and parent support and involvement. The Coalition shall serve as its own fiscal agent.

ARTICLE 3: RESTRICTIONS ON CORPORATE POWERS

The Coalition shall possess all powers granted corporations not for profit under the laws of the State of Florida and shall be subject to all restrictions imposed upon such corporations. In addition thereto, the following restrictions shall apply:

- 3.1 No part of the net earnings of the Coalition shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons except that the Coalition shall be authorized and empowered to pay reasonable compensation for services rendered and to make expenditures in furtherance of the purposes set forth in Article 2 hereof.

- 3.2 Activities. No substantial part of the activities of the Coalition shall be carrying on of propaganda or otherwise attempting to influence legislation and

the Coalition's shall not participate in 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.

3.3 Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations or the corresponding provision of any future United States Internal Revenue law, or by an organization, contributions of which are deductible under Section 170(c)(2) of such Code and regulations, or by a corporation organized under Florida Statute Chapter 617.

ARTICLE 4: DURATION OF CORPORATE EXISTENCE

The corporation shall have perpetual existence, unless terminated by due process of law.

ARTICLE 5: DISPOSITION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Coalition, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the Coalition is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 6: MEMBERS

The Coalition shall have no voting members within the meaning of Florida Statute 617.0601. Whenever "member" is used in relation to this corporation, it shall refer to the members of the Board of Directors who shall also be referred to as Board members or Coalition members.

ARTICLE 7: INCORPORATOR

The name and residence of the sole incorporator of these Articles of Incorporation is Alfred W. Torrence, Jr., 6645 Ridge Road, Port Richey, Florida 34668.

ARTICLE 8: OFFICERS

8.1 Defined. The affairs of the Coalition shall be managed by a chair, a vice chair and a secretary/treasurer who shall perform the usual functions of said offices together with such additional officers as may be from time to time

constituted and appointed by the Board of Directors or as may be provided in the bylaws.

- 8.2 Election. Officers of the Coalition shall be elected in the manner provided for in the bylaws. All officers shall continue to serve until the election of their successors or their resignation, whichever comes first.

ARTICLE 9: BOARD OF DIRECTORS

The Coalition shall be governed by a Board of Directors of at least 18 members but not more than 35 members (according to standards established by the Agency for Workforce Innovation). The Board membership must include the designees described in Florida Statute 411.01. The Governor of the State of Florida shall appoint the chair and two other members of the Board. These members must each meet the same qualifications as private-sector business members appointed by the Coalition as specified by statute. More than one-third of the Coalition membership will be from the private sector in compliance with statutory reference. Each member shall be elected in the manner provided for in the bylaws consistent with the statutory enabling requirements of Florida Statute 411.01. The initial Board shall be as follows:

Designated members:

1. President of the Pasco-Hernando Community College or designee – Lynn Rothman-Venus
2. Regional Workforce Board Executive Director or designee – Blake Harding
3. A Department of Children and Families Administrator or designee – Ben Shirley – Pasco (alternates)
4. A District Superintendent of schools or designee – Hernando (alternates)
5. A County Health Department Director or designee – Dr. Marc Yacht – Pasco (alternates)
6. An agency head of a local licensing agency – Hernando (alternates)
7. A Board of County Commissioner's Appointee – Hernando (alternates)
8. A Central Agency Administrator (where applicable) (shall be a non-voting member) -- George Magrill – Pasco (alternates)
9. A Head Start Director (shall be a non-voting member) – Maria Crosby – Pasco (alternates)
10. A Representative of Private Child Care Providers (including family child care homes) (shall be a non-voting member) – Hernando (alternates)
11. A Representative of Faith-Based Child Care Providers (shall be a non-voting member) – Marie (Toni) Watkins – Pasco (alternates)
12. A Representative of programs for children with disabilities under the federal Individuals with Disabilities Education Act (shall be a non-voting member) – Evan Cadmus – Pasco (alternates)

Appointed Members:

1. Chair – Appointed by the Governor

2. Appointment by the Governor
3. Appointment by the Governor
4. David Gonzalez – Extra Pasco Private Sector Representative
5. Ken Littlefield – Extra Pasco Private Sector Representative
6. Dave Marshall – Pasco
7. Hernando
8. James Cook – Pasco
9. Hernando

ARTICLE 10: ACCEPTANCE OF GIFTS, DEVISES AND BEQUESTS; APPLICATION THEREOF

The officers or Directors of the Coalition may accept, on its behalf, any designated contribution, gift or devise consistent with the general purposes of the Coalition. Where consistent with the needs of the Coalition, designated contributions by donors will be accepted and designations honored as to special funds, purposes or uses. The Coalition at all times reserves all rights over, interest in and control of such contributions with full discretion as to the ultimate expenditure or distribution of the contribution in satisfaction of any specified fund, purpose or use. The Coalition shall, at all times, have full control over all donated funds and discretion as to their use so as to ensure that all contributions will be used to carry out its purposes as set out in Article 2. In the event the Coalition shall be beneficiary of any gift, devise or bequest, subject to conditions subsequent with respect to the administration or alienation of said property, the Coalition shall, at all times, act in a manner consistent with such conditions and the purposes to be served by such conditions.

ARTICLE 11: ADOPTION AND AMENDMENT OF BYLAWS

The bylaws of the Coalition shall be as adopted by the first Board of Directors. The bylaws may thereafter be amended by a majority vote of the Board of Directors at any regular or special meeting thereof provided that notice of such meeting containing the text of the proposed bylaw amendment is furnished to each Director at least five days prior to such meeting.

ARTICLE 12: DEFENSE AND INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Coalition shall defend, indemnify and hold harmless, every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this Coalition, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct. The foregoing rights shall be exclusive of other rights to which he or she may be entitled.

ARTICLE 13: AMENDMENT OF ARTICLES OF INCORPORATION

Amendments to the Articles of Incorporation shall be adopted by a two-thirds vote of all directors at any regular or special meeting at which a quorum is present, provided that written notice of such meeting containing the text of the proposed amendments is furnished each member not less than ten days prior to such meeting.

ARTICLE 14: REGISTERED AGENT

The Corporation's initial registered agent maintains offices at 6645 Ridge Road, Port Richey, Florida 34668, and the register agent at that address shall be Alfred W. Torrence, Jr.

DATED this ____ day of _____, 2005.

Alfred W. Torrence, Jr.
INCORPORATOR

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above stated non-profit corporation, at the place designated in this certificate, 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.

DATED this ____ day of _____, 2005.

Registered Agent