

ARTICLES OF INCORPORATION
OF
THE INDIAN RIVER EDUCATION FUND, INC.

The Indian River Education Fund, Inc., a Florida nonprofit corporation, adopts the following Articles of Incorporation.

ARTICLE I. NAME AND DURATION

The name of the corporation shall be the Indian River Education Fund, Inc., a Florida nonprofit corporation (the Fund), and its existence shall be perpetual.

ARTICLE II. PURPOSES AND POWERS

- 2.1 **Purposes.** The Fund is organized and shall operate exclusively to raise funds, receive, hold, invest and administer property and to make expenditures to or for the benefit of public and charter pre-kindergarten through adult education, in Indian River County, Florida, consistent with Section 1001.453, Florida Statutes, as the same may be amended or replaced with a similar successor statute. The Fund shall be a Direct Support Organization (DSO) of the School Board of Indian River County, governed by Section 1001.453, Florida Statutes, as well as the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes. The Fund shall operate exclusively for educational purposes, within the meaning of that term in Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.
- 2.2 **Specific Powers.** The Fund is formed to enhance educational opportunities and educational excellence in the School District of Indian River County, and to secure resources from individuals, corporations, and funds to be distributed to support programs for which federal, state, and local funding is inadequate. It is formed to enhance and enrich educational programs and opportunities for students in the School District of Indian River County.
- 2.3 **Powers.** The Fund shall have all powers granted by Chapter 617, Florida Statutes, necessary or convenient to carry out the corporate purposes consistent with the corporate qualification under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Revenue law), subject to the limitations set forth at subparagraphs 2.1 and 2.2.
- 2.4 **Supplemental Powers.** The Fund is organized exclusively to receive, hold, invest, and administer property and to make expenditures to or for the benefit of public and charter pre-kindergarten through adult education, in Indian River County, Florida.

ARTICLE III. MANAGEMENT OF THE CORPORATION

- 3.1 The management of the affairs of the Fund shall be vested in a Board of Directors (Fund Board) of no fewer members than required by Chapter 617, Florida Statutes, but as set by the Bylaws.
- 3.2 Provision for the regulation of the internal affairs of the Fund shall be set forth in its Bylaws.

ARTICLE IV. NO FINANCIAL BENEFIT TO FUND BOARD MEMBERS OR OTHERS

No part of the net earnings of the Fund may inure to the benefit of, or be distributable to any of the Fund's Board Members, officers, members (if any), or other private persons, except that the Fund 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 II. No substantial part of the activities of the Fund may be the carrying on of propaganda, or otherwise attempting to influence legislation; and the Fund may 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. Notwithstanding any other provision of these Articles, the Fund may not carry on any other activities that are not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V. LIMITATION OF LIABILITY

No Fund Board Member may be personally liable to the Fund or the members, if any, for monetary damages for breach of fiduciary duty as a Fund Board Member, except that this Article shall not eliminate or limit the liability of a Fund Board Member to the Fund or the Fund's members, if any, for monetary damages for: (a) any breach of the Fund Board Member's duty of loyalty to the Fund or the members, if any; (b) acts or omissions not in good faith, or which involve intentional misconduct or a knowing violation of law; (c) acts specified in Sections 617.0831 and 617.0834, Florida Statutes, as amended from time to time; or (d) any transaction from which the Fund Board Member directly or indirectly derived an improper personal benefit.

If the Florida Not for Profit Corporation Act is hereafter amended to authorize the further elimination or limitation of the liability of Board Members, then the liability of a Fund Board Member, in addition to the limitation on personal liability provided in this Article will be further eliminated or limited to the fullest extent permitted by the Florida Not for Profit Corporation Act. Any repeal or modification of any portion of this Article will be prospective only, and will not adversely affect any right or protection of a Fund Board Member existing at the time of such repeal or modification.

ARTICLE VI. DISTRIBUTION OF ASSETS ON DISSOLUTION

Upon dissolution of the Fund, the Fund Board shall, after paying or making provision for the payment of all liabilities, distribute all remaining assets of the Fund to the School District of Indian River County.

ARTICLE VII. REGISTERED OFFICE AND AGENT

The location and post office address of the initial registered office of the Fund are:

Janet Knupp
6500 57th Street
Vero Beach, Florida 32967

The name of the initial registered agent of the Fund is:

Janet Knupp
6500 57th Street
Vero Beach, Florida 32967

ARTICLE VIII. INITIAL BOARD MEMBERS

The initial Board Members of the Fund, and all Fund Board Members thereafter, shall be elected pursuant to the method set forth in the Bylaws of the Fund, pursuant to Section 617.0202(1)(d) and (2)(a), Florida Statutes, and approved by the School Board of Indian River County, pursuant to Section 1001.453(3), Florida Statutes.

ARTICLE IX. INCORPORATOR

The name and address of the incorporator are:

Sidney F. Ansbacher, Esq.
Upchurch, Bailey and Upchurch, P.A.
Post Office Drawer 3007
St. Augustine, Florida 32085-3007

IN WITNESS WHEREOF, I have hereunto subscribed my name this ____ day of _____, 20__.

Signed, sealed and delivered
in the presence of:

**THE INDIAN RIVER EDUCATION
FUND, INC.**

By: _____

Witness: _____

Print: _____

Title: _____

Witness: _____

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

I hereby certify that the foregoing was acknowledged before me by means of
 physical presence or online notarization this ___ day of _____,
20__, by _____, as Incorporator of The Indian River Education
Fund, Inc., a Florida nonprofit corporation, who (___) is personally known to me or (___) has
produced _____ as identification.

Notary Public, State of Florida

(Notary Seal)

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, Janet Knupp, hereby consent to serve as Registered Agent, in the State of Florida, for the corporation named herein. I understand that as agent for the corporation, it will be my responsibility to receive Service of Process in the name of the Corporation; to forward all mail to the corporation; and to immediately notify the Office of the Secretary of State in the event of my resignation or of any change in the Registered Office address of the corporation for which I am agent.

DATE: _____, 20__

By: _____

JANET KNUPP

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

I hereby certify that the foregoing was acknowledged before me by means of physical presence or online notarization, this ___ day of _____, 20__, by Janet Knupp, as Registered Agent of The Indian River Education Fund, Inc., a Florida nonprofit corporation, who (___) is personally known to me or (___) has produced _____ as identification.

Notary Public, State of Florida

(Notary Seal)