



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 6, 2015

CHRISTINA ROBERTS
DERRICK BENNETT PA
PO BOX 2422 32402
PANAMA CITY BEACH, FL 32413

SUBJECT: EARLY LEARNING COALITION OF NORTHWEST FLORIDA, INC.
Ref. Number: N05000009995

We have received your document for EARLY LEARNING COALITION OF NORTHWEST FLORIDA, INC. and your check(s) totaling \$35.00. 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) 245-6050.

Cathy A Carrothers
Regulatory Specialist

Letter Number: 215A00016546

Derrick Bennett, P.A.
CHARTERED
ATTORNEYS AND COUNSELORS AT LAW
PANAMA CITY BEACH, FLORIDA

DERRICK BENNETT
JULIAN BENNETT, 1929-2014

P. O. BOX 2422 32402
15238 FRONT BEACH ROAD
PANAMA CITY BEACH, FL 32413
FAX (850) 249-1920

August 27, 2015

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**Re: Early Learning Coalition of Northwest Florida In.
Document #N05000009995**

To Whom It May Concern:

Enclosed please find original Amended and Restated Articles of Incorporation of Early Learning Coalition of Northwest Florida, per request, also included is the Certificate of Restated Articles of Incorporation, Written Acceptance by Registered Agent and a copy of letter requesting certificate.

Thank you,



Christina Roberts
Assistant to Derrick Bennett, P.A

DB/da
Enclosure

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF EARLY LEARNING COALITION OF
NORTHWEST FLORIDA, INC.

A Florida Not-For-Profit Corporation

The Articles of Incorporation of the Early Learning Coalition of Northwest Florida, Inc. are hereby amended and restated to read as follows:

ARTICLE ONE: Coalition Name

The name of the corporation shall be Early Learning Coalition of Northwest Florida, Inc.

FILED

2015 AUG 28 AM 9:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE TWO: *Coalition Headquarters*

The principal place of business for the corporation shall be 703 West 15th Street, Suite A,
Panama City, State of Florida

ARTICLE THREE: *Organizational Purpose*

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof.

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE FOUR: Purpose, Values, Vision, and Mission Statements

The PURPOSE of the ELCONWF: *"We Exist to Grow Healthy Children, Parents, and the Relationship between Them."*

The VALUES of the ELCONWF: *"We value compassion, dedication, discipline, excellence, honesty, respect, and safety"*

The VISION of the ELCONWF: *"We Envision a Northwest Florida where All Children receive World Class Early Education and Care thereby being Fully Prepared to Learn upon entering Kindergarten. This will become Reality because of a Committed Team of Children, Parents, Volunteers, and Professionals."*

The MISSION of ELCONWF:

"We will be On-Purpose when we flawlessly execute the following Mission directives"

- *Responsibly administer federal, state, and local funds;*
- *Successfully manage and operate early childhood programs; if applicable*
- *Cultivate sound staff development and growth;*
- *Create teaching opportunities for dedicated early childhood educators;*
- *Encourage, teach, and strengthen economic self-sufficiency for families through access to community services and resources;*
- *Ensure the success of both comprehensive school readiness and voluntary prekindergarten programs; and*
- *Deliver and measure performance-based results related to our Purpose, Values, Vision, and Mission, in accordance with Florida Statutes and the Office of Early Learning – Department of Education.*

ARTICLE FIVE: Manner of Election

The Board of Directors shall be appointed as dictated by Chapter 1002.83, F.S., or any corresponding section of future Florida Statute.

ARTICLE SIX: Board of Directors

Members of the Board are subject to the ethics and provisions in Florida Statutes ss. 112.313 (Standards of Conduct for public officers), 112.3135 (Restriction on employment of relatives), and 112.3143 (Voting conflicts), or any corresponding section of future ethics provisions.

The directors of the corporation shall be:

VOTING MEMBERS

- Governor Appointed Chair
- Bay County Private Sector - *Not more than 8 Members*
- Rural County Private Sector - *Not more than 8 Members*
- Seven-County Community Agencies - *2 Members*
- Community Agency Members and/or Ex Officio Agency representation as required by F.S. 1002.83 (4), F.S. as follows:
 - Department of Children and Families Circuit Administrator or designee
 - Director or designee from a county Health Department
 - Executive Director or designee of the Regional Workforce Development Board
 - President of a Florida College System Institution or designee
 - Member appointed by the Board of County Commissioners or governing board of a municipality
 - District Superintendent of Schools or designee
 - Representative of Private, For Profit Child Care Providers
 - Representative of Faith-based Providers
 - Head Start Director
 - Representative of programs for children with disabilities

NON-VOTING MEMBERS

- Non-voting members include Ex Officio representatives from each of the following:
 - Department of Children and Families Licensing Representative
 - Community Based Care Representative

ARTICLE SEVEN: *Registered Agent*

The registered agent for the corporation is Derrick Bennett, 15238 Front Beach Road, Panama City Beach, Florida 32413.

ARTICLE EIGHT: *Incorporator*

The Incorporator is Early Education and Care, Inc., 450 Jenks Avenue, Panama City, Florida 32401.

ARTICLE NINE: *Duration*

This corporation is to exist perpetually.

ARTICLE TEN: Assets

The incorporator hereby transfers to this corporation all assets of the incorporator which were purchased with funds provided by the state for the purpose of administering programs under Part V of Chapter 1002, F.S. and Part VI of Chapter 1002, F.S.

Upon dissolution of the organization, 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 the federal government, or to a state or local government, for a public purpose.

Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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 ELEVEN: *Parliamentary Authority*

The Rules contained in Roberts Rules of Order, as revised, shall govern the Board of Directors, Officers, Chairs of various committees, and the Members, in all cases to which they are applicable provided, however, that they do not conflict with the By-Laws of the Corporation, or with any laws in effect of the State of Florida.

ARTICLE TWELVE: *By-Laws of Corporation*

The By-Laws of the Corporation may be made, altered, rescinded or changed by the Board of Directors in accordance with the requirements of the By-Laws. The Bylaws are a part of the ELCNWF's Early Learning Plan and/or any corresponding document. Any amendments to the By-Laws constitute an amendment to the Plan.

ARTICLE THIRTEEN: Amendment to Articles

Amendments to the Articles of Incorporation may be adopted by the Board of Directors at a meeting with a quorum present upon a two-thirds (2/3) vote of those present. The Articles of Incorporation are a part of the ELCONWF's Early Learning Plan and/or any other corresponding document. Any amendments to the Articles constitute an amendment to the Plan.

DATED AND REVISED:

Early Learning Coalition of Northwest Florida, Inc.

June 25, 2015

By:

Jon McFatter
Jon McFatter, Chair

Attest: Adrienne Jenkins

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.

REGISTERED AGENT

Derrick Bennett
Derrick Bennett, Esq., P.A.

CERTIFICATE OF RESTATED ARTICLES OF INCORPORATION

In accordance with Title XXXVI, Chapter 607, Section 607.1007 of the Florida Statutes, the Board of Directors of Early Learning Coalition of Northwest Florida, Inc. has approved the filing of Amended and Restated Articles of Incorporation and that this Restatement does contain amendment(s) that required member/shareholder approval and that the Board of Directors adopted the Restatement after submission of the same to the full Board of Directors and a 2/3 vote of the Directors.

The undersigned, being the Chair of the Board of Directors, for the purpose of filing this Certificate with the State of Florida, and in pursuance of the general corporation law of the State of Florida does make and file this certificate, hereby declaring and certifying the facts hereinabove stated are true, and accordingly has hereunto set their hand this 26th day of August, 2015.



Jon McFatter, Chair

STATE OF FLORIDA)

COUNTY OF BAY)

On this _____ 26th day of August, 2015, personally appeared before me, a Notary Public in and for said County and State, Jon McFatter, Chair of the Early Learning Coalition of Northwest Florida, Inc., who proved to be the above named officer and acknowledged that he executed the above instrument freely and voluntarily for the uses and purposes therein mentioned for, and on behalf of said corporation and under its corporate seal.

SUBSCRIBED and SWORN to before me this 26th day of August, 2015.

 (signature of Notary)


NOTARY PUBLIC,

In and for said County and State.

DONNA M. WOOD
Notary Public - State of Florida
My Commission Expires Dec. 18, 2016
Commission No. EE 843635

WRITTEN ACCEPTANCE BY REGISTERED AGENT

I, Derrick Bennett, the undersigned, being the registered agent for Early Learning Coalition, Inc., do hereby state that I am familiar with and accept the duties and responsibilities as registered agent for the said corporation. I hereby declare and certify the facts hereinabove stated are true, and accordingly hereunto set my hand this 27 day of August, 2015.



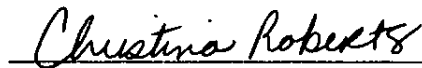
Derrick Bennett, registered agent

STATE OF FLORIDA)

COUNTY OF BAY)

On this 27 day of August, 2015, personally appeared before me, a Notary Public in and for said County and State, Derrick Bennett, registered agent of the Early Learning Coalition of Northwest Florida, Inc., who proved to be the above named officer and acknowledged that he executed the above instrument freely and voluntarily for the uses and purposes therein mentioned for, and on behalf of said corporation and under its corporate seal.

SUBSCRIBED and SWORN to before me this 27 day of August, 2015.



(signature of Notary)

NOTARY PUBLIC

In and for said County and State.

