

RE. FILE  
FILING 7.00  
R. AGENT FEE 1.00  
C. COPY 3.00  
TOTAL 12.00  
N. BANK 12.00  
BALANCE DUE  
REFUND

CHARTER  
OF  
FLORIDA ASSOCIATION OF EDUCATIONAL  
DATA SYSTEMS, INC.

RECORDED  
INDEXED  
MAY 12 1964  
MAY 12 1964  
MAY 12 1964

These Articles of Incorporation are signed and acknowledged by the undersigned for the purpose of forming a non-profit corporation known as an Association under the provisions of Chapter 617, Florida Statutes.

ARTICLE I

The name of this Corporation is Florida Association of Educational Data Systems, Inc.

ARTICLE II

The location of the Corporation is in the City of Tallahassee, in the County of Leon, and State of Florida. The post office address of the registered office in Florida is State Department of Education, Tallahassee, Florida.

ARTICLE III

The purpose or purposes of this Corporation are as follows:

To receive and administer funds for scientific, research and educational purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal, or mixed, without limitation as to amount or value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and re-invest the principal and income thereof, and to deal with and expend the principal and income of this corporation for any of the before-mentioned objects and purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received or other limitation imposed by law; to receive any property, real, personal, or mixed, in

MS



trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them (but for no other purposes), and in administering the same to carry out the directions and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal, as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the provisions of Chapter 617, Florida Statutes, for scientific, educational or charitable purposes, all for the public welfare, can be authorized to exercise.

#### ARTICLE IV

Said corporation is organized on a non-stock basis. The amount of assets which said corporation possesses is: Real property, NONE; personal property, NONE. Said corporation is to be financed under the following general plan: By contributions to it of funds; contracts for services rendered to educational and scientific agencies; membership dues; and property absolutely or in trust for its purposes as herein stated and for no other purposes.

#### ARTICLE V

The names and addresses of the subscribers are as follows:

1. Thomas D. Bailey, 913 Gardenia Drive, Tallahassee, Florida
2. Myron L. Ashmore, Post Office Box 8369, Fort Lauderdale, Florida
3. William T. McFatter, Post Office Box 8369, Fort Lauderdale, Florida
4. Henry C. Fox, 11850 Northwest 27th Avenue, Miami 47, Florida
5. Robert D. Yates, 309 Mayo Street, Tallahassee, Florida
6. John D. Phillips, Post Office Box 719, Clearwater, Florida
7. Robert W. Sims, 641 Maribel Court Tallahassee, Florida

8. Thomas E. Smith, Post Office Box 5, Titusville, Florida
9. Gerald F. Wilson, Post Office Box 3406, Tampa, Florida
10. William J. English, 609 Southwest 18th Court, Fort Lauderdale 15, Florida

#### ARTICLE VI

The names and locations of the first named Board of Directors are as follows:

1. Henry G. Fox, Miami, Florida
2. Robert D. Gates, Tallahassee, Florida
3. John D. Phillips, Clearwater, Florida
4. Robert W. Sims, Tallahassee, Florida
5. Thomas E. Smith, Titusville, Florida
6. Gerald F. Wilson, Tampa, Florida
7. William J. English, Fort Lauderdale, Florida

#### ARTICLE VII

This being a benevolent corporation, its term is unlimited and in perpetuity.

The affairs of the Association shall be managed by the Board of Directors, which shall have full authority and power granted to boards of directors of corporations under the laws of Florida.

The Board of Directors of this Association shall be not less than five nor more than fifteen as may be fixed from time to time by the Members. No membership, trusteeship or interest in this corporation shall be assignable inter vivos, nor shall any membership, trusteeship or interest in this corporation pass to any personal representative, heir or devisee.

#### ARTICLE VIII

All of the property of this corporation and accumulations thereof shall be held and administered to effectuate its purposes and to serve the general welfare of the people.

Upon dissolution of this corporation, all of the assets remaining after payment of all costs and expenses of such dissolution shall be distributed to scientific, educational and charitable organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the Federal Government, or to a state or local government for a public purpose, and none of the assets upon dissolution will be distributed to any member, officer or trustee of this corporation.

#### ARTICLE III

- a. The Charter of the Association may be amended by two-thirds vote of the members present at the annual meeting. The proposed amendment must be presented in writing to each member and to the head of his employing institution at least 15 days in advance of the meeting.
- b. Bylaws may be amended by a majority vote of members present at an annual meeting provided notice has been presented to each member and to the head of his employing institution at least 15 days in advance of the meeting.
- c. The qualifications of members shall be provided in the Bylaws of the Association. The Bylaws may provide for associate members to be appointed in accord with terms and conditions fixed by the Association.

#### ARTICLE I

The annual meeting of the Association shall be held at a time and place provided by the Bylaws. The officers and Members of the Board of Directors of the Association shall be elected by a majority vote of the Members voting at a time and in a manner designated in the Bylaws. The officers of the Association will be members of the Board of Directors. The Association shall have the following officer who shall be elected by the members of the Association.

1. President

The Association shall have the following officers elected from and by the Board of Directors at the first Board meeting during or following the annual meeting of the Association:

1. Vice President
2. Secretary-Treasurer

After the first year the Association shall have an officer known as Past-President who shall serve for one year immediately following his term as President.

The Members of the Board of Directors shall be authorized by a majority vote to fill any vacancy which may occur between annual meetings of the Association among the members of the Board of Directors or officers of the Association, such officers or Directors to serve until the next annual meeting of the Members.

The terms of office of members of the Board of Directors and officers of the Association shall be fixed by the Bylaws of the Association.

The fiscal year of the Association shall be designated by the Bylaws.

The compensation of the officers shall be determined by majority vote of the Association.

Employees of the Association and their compensation shall be determined by a majority vote of the Board of Directors.

#### ARTICLE XI

The following officers will serve until the first election of officers as provided in Article X:

1. President: William J. English
2. Vice President: Thomas E. Smith
3. Secretary-Treasurer: H. W. Sims

STATE OF FLORIDA )  
COUNTY OF LEON ) SS

BEFORE ME, the undersigned authority, personally appeared

Thomas D. Bailey  
Thomas D. Bailey

John L. Phillips  
John L. Phillips

Byron L. Ashmore  
Byron L. Ashmore

Robert W. Sims  
Robert W. Sims

William F. Kattler  
William F. Kattler

Thomas L. Smith  
Thomas L. Smith

Henry C. Fox  
Henry C. Fox

Gerald F. Wilson  
Gerald F. Wilson

Robert H. Sales  
Robert H. Sales

William J. English  
William J. English

who, after being duly sworn, depose that they are the persons who executed the foregoing Certificate of Incorporation of the corporation herein named, and that they are the persons who have organized the same.