



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 30, 2019

LINDA BRUNSON
110 MILLS LANE
JACKSONVILLE BEACH, FL 32250

The Articles of Incorporation for FRIENDS OF DINSMORE ELEMENTARY, INC. were filed on January 23, 2019 and assigned document number N19000000960. Please refer to this number whenever corresponding with this office regarding the above corporation.

The certification you requested is enclosed.

PLEASENOTE: Compliance with the following procedures is essential to maintaining your corporate status. Failure to do so may result in dissolution of your corporation.

To maintain "active" status with the Division of Corporations, an annual report must be filed yearly between January 1st and May 1st beginning in the year following the filed date or effective date indicated above. **It is your responsibility to remember to file your annual report in a timely manner.** A Federal Employer Identification Number (FEI/EIN) will be required when this report is filed. Apply today with the IRS online at:

<https://sa.www4.irs.gov/modiein/individual/index.jsp>.

Should your corporate mailing address change, you must notify this office in writing, to insure important mailings such as the annual report notices reach you.

Any charitable organization intending to solicit contributions in Florida from the public are required to register annually with the Division of Consumer Services. For more information, please go to www.freshfromflorida.com/division-offices/consumer-services/business-services/charitable-organizations.

Should you have any questions regarding corporations, please contact this office at (850) 245-6052.

Keyna E Page, Regulatory Specialist II
New Filing Section

Letter Number: 919A00002054

www.sunbiz.org

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

State of Florida



Department of State

I certify from the records of this office that FRIENDS OF DINSMORE ELEMENTARY, INC. is a corporation organized under the laws of the State of Florida, filed on January 23, 2019.

The document number of this corporation is N19000000960.

I further certify that said corporation has paid all fees due this office through December 31, 2019, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Thirtieth day of January, 2019



Jennifer Kennedy
Jennifer Kennedy
Secretary of State

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of FRIENDS OF DINSMORE ELEMENTARY, INC., a Florida corporation, filed on January 23, 2019, as shown by the records of this office.

The document number of this corporation is N19000000960.



Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Thirtieth day of January, 2019

Jennifer Kennedy
Jennifer Kennedy
Secretary of State

**ARTICLES OF INCORPORATION
OF
FRIENDS OF DINSMORE ELEMENTARY, INC.**

The undersigned, desiring to form a corporation not-for-profit under the Florida Not For Profit Corporation Act, *hereby adopts the following Articles of Incorporation:*

**ARTICLE I
NAME**

The name of the corporation shall be:

Friends of Dinsmore Elementary, Inc. (the "Corporation")

RECORDED
19 JAN 23 PM 2:00
CLERK OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE II
MAILING ADDRESS**

The street address of the principal office and the mailing address of the Corporation are:

110 Mills Lane
Jacksonville Beach, FL 32250

**ARTICLE III
PURPOSES**

The Corporation is organized and shall be operated exclusively as a corporation not-for-profit and for charitable and educational purposes, consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Internal Revenue Law (the "Code"). Specifically, without limiting the generality of the preceding sentence, the Corporation primarily is organized to improve and enrich the learning experiences of Dinsmore Elementary School (a Duval County public school) students by:

- (a) soliciting and receiving funds, gifts, endowments, donations, and bequests to fund student needs; and
- (b) promoting and providing volunteer services to benefit the students.

**ARTICLE IV
POWERS**

The Corporation shall have the general power to do all lawful acts, as conferred upon corporations not-for-profit by the Florida Not For Profit Corporation Act including all those things necessary or expedient in the furtherance of the Corporation's purposes, which are necessary and desirable to carry out the purposes and responsibilities of the Corporation.

Notwithstanding the generality of the foregoing, the powers of the Corporation shall be subject to the following limitations and restrictions:

- (a) The Corporation shall have no power to do any act inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code, or corresponding provisions of any subsequent federal tax laws;
- (b) no part of the income, profit, or assets of the Corporation shall inure to the benefit of, or be distributable to, directly or indirectly, its trustees, officers, members, or other private persons; provided, however, that the Corporation 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 these Articles; and
- (c) no substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation 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.

**ARTICLE V
MEMBERSHIP**

The Corporation shall not have any members.

**ARTICLE VI
BOARD OF DIRECTORS**

- A. The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not fewer than three (3) directors. The method of election or appointment of the Board of Directors shall be fixed and governed by the Bylaws of the Corporation.

19 JAN 23 PM 2:03
STATE OF FLORIDA
DEPARTMENT OF STATE
DIVISION OF CONSUMER PROTECTION

B. The names and addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Linda Brunson	110 Mills Lane Jacksonville Beach, FL 32250
Wanda Reese	7126 Civic Club Drive Jacksonville, FL 32219
Roger Mann	9028 Johnson Road Jacksonville, FL 32219

**ARTICLE VII
OFFICERS**

The officers of the Corporation, and their election or appointment, powers, and terms, shall be as provided by the Bylaws.

**ARTICLE VIII
REGISTERED AGENT**

The name and Florida street address of the initial registered agent is:

Linda Brunson
110 Mills Lane
Jacksonville Beach, FL 32250

**ARTICLE IX
INCORPORATOR**

The name and address of the Incorporator is:

Linda Brunson
110 Mills Lane
Jacksonville Beach, FL 32250

**ARTICLE X
DURATION**

The Corporation shall exist perpetually unless it shall be dissolved pursuant to the laws of the State of Florida and these Articles of Incorporation.

19 JAN 23 PM 2:03
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

**ARTICLE XI
AMENDMENTS**

A majority vote of the Board of Directors may amend the Articles of Incorporation.


**ARTICLE XII
BYLAWS**

The Bylaws of this Corporation shall be adopted by the Board of Directors on behalf of the Corporation and may be altered, amended, or rescinded by a majority vote of the Board of Directors.

**ARTICLE XIII
DISSOLUTION**

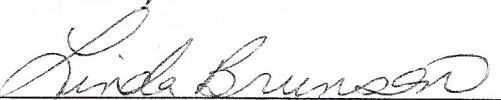
Upon dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a similar Friends organization of a public elementary school with similar student/family demographics which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws. If for any reason the liquidating distributions cannot be made in accordance with the preceding sentence, upon order of a court of competent jurisdiction, distributions shall be made to another organization to be used in such manner as in the judgment of the court will best accomplish the charitable purposes of the Corporation.

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


Required Signature of Registered Agent

Jan. 21, 2019
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.


Required Signature of Incorporator

Jan. 21, 2019
Date