



**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.

ARTICLE TWO: *Coalition Headquarters*

The principal place of business for the corporation shall be 4636 East Highway 90, Suite P, Marianna, 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: Core Focus (Purpose) and Core Values

The PURPOSE of the ELCNWF: *“We exist to help grow healthy children, parents, and the relationship between them by providing access to quality early learning opportunities that set a course for life-long success.”*

The VALUES of the ELCNWF: *“Our Values are Can-Do Attitude; Tenacious-Energetic-Hardworking; Innovative-Creative-Resourceful; Humility; and Fierce Advocate.”*

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: *Registered Agent*

The registered agent for the corporation is Jeffrey S. Carter, Esq., P.O. Box 228, Panama City, FL 32402.

ARTICLE SEVEN: *Incorporator*

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

ARTICLE EIGHT: *Duration*

This corporation is to exist perpetually.

ARTICLE NINE: 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 TEN: *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 ELEVEN: *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 TWELVE: *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 ELCNWF'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.


October 9, 2024

By: Chase Christianson
Chase Christianson (Nov 8, 2024 12:00 CST)
Chase Christianson, Chair

Attest: 
Suzan Gage (Oct 10, 2024 08:09 CDT)
Suzan Gage, Executive Director

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


Jeffrey S. Carter, Esq., P.A.

ARTICLES OF INCORPORATION

Final Audit Report

2024-11-08

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