

**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 Early Learning Coalition of Northwest Florida, Inc. are hereby amended and restated to read as follows:

ARTICLE ONE: NAME

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

ARTICLE TWO: HEADQUARTERS

The principal place of business for the corporation shall be 703 West 15th Street, Suite A, Panama City, FL 32401.

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

The purpose of the ELCONF is as follows:

“We Exist to Grow Healthy Children, Parents, and the Relationship between Them.”

The Values

The values of the ELCONF are as follows:

“We Value compassion, dedication, discipline, excellence, honesty, respect, and safety.”

The Vision

The vision of the ELCONF is as follows:

“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

The mission of ELCONF is as follows:

“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;
- 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 Agency for Workforce Innovation, Office of Early Learning.

ARTICLE FIVE: MANNER OF ELECTION

The Board of Directors shall be appointed as dictated by Chapter 411.01, F.S.

ARTICLE SIX: BOARD OF DIRECTORS

Members of the Board are subject to the ethics and provisions in Florida Statutes ss. 112.313, 112.3135, and 112.3143. The directors of the corporation shall be:

VOTING MEMBERS

- Governor Appointed Chair
- Bay County Private Sector
 - 8 Members
- Rural County Private Sector
 - 8 Members
- Bay County Community Agencies
 - 3 Members
- Rural County Community Agencies
 - 3 Members
- Community Agency Members include representation from each of the following:
 - A Department of Children and Families District Administrator or designee
 - Director or designee from a county Health Department
 - Executive Director or designee of the Regional Workforce Development Board
 - President of a Community College or designee
 - Member appointed by the Board of County Commissioners
 - Department of Children and Families Licensing Staff

NON-VOTING MEMBERS

- Non-voting members include representation from each of the following:
 - District Superintendent of Schools or designee
 - Representative of Private Child Care Providers
 - Representative of Faith-based Providers
 - Head Start Director
 - Representative of programs for children with disabilities

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 amended Chapter 411.01, 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 Bylaws 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 ELC's Early Learning Plan and any amendments to them 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 ELC's Early Learning Plan and any amendments to them constitute an amendment to the plan.

DATED AND REVISED:

January 20, 2010

Early Learning Coalition of Northwest Florida, Inc.

By: 
David Melvin, Vice Chair

Attest: 

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

A handwritten signature in black ink, appearing to read "Derrick Bennett", written over a horizontal line.

Derrick Bennett, Esq., P.A.