

N99 0000000 131

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Florida Association for
Pupil Transportation

800002734348--4
-01/08/99--01043--003
*****78.75 *****78.75

RECEIVED
99 JAN -8 AM 10:31
DIVISION OF CORPORATION

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
99 JAN -8 PM 1:14

Signature _____

Requested by: LS 1/8/99 8:44
Name Date Time

Walk-In _____ Will Pick Up _____

99 JAN -8 PM 1:14

**ARTICLES OF INCORPORATION
OF
FLORIDA ASSOCIATION FOR PUPIL TRANSPORTATION, INC.**

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under Chapter 617 of the laws of the State of Florida, applicable to corporations not for profit, under the following proposed charter:

ARTICLE I

The name of the corporation shall be FLORIDA ASSOCIATION FOR PUPIL TRANSPORTATION, INC., and the principal office shall be located at 15401 S.W. 117th Avenue, Miami, Florida 33177.

ARTICLE II

The corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profits of the Corporation are distributable to, or inures to the benefit of, its directors or officers; provided however, reasonable compensation as set by the Board of Directors may be paid for services rendered to or for the corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this certificate, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or by a corporation,

contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III

This corporation is organized and is to operate exclusively to provide leadership, assistance, training, monitoring and other high quality services for school districts and other clients so that they may provide the safest possible transportation to the school children of Florida at the lowest reasonable cost. To accomplish this purpose the Corporation shall invest and reinvest its funds and any future gifts or contributions received by the Corporation in such manner as will generate revenues to achieve its goals as determined by its Board of Directors from time to time.

ARTICLE IV

For such purposes, and operating without profit, and in the manner herein stated, the corporation shall have the power to:

- A. Engage in any and all activities which may be deemed necessary or appropriate for the proper and successful attainment of the objects and purposes for which this corporation was created.
- B. Solicit, accept, hold and administer contributions received by deed, gift, will, ordinance, statute or otherwise, either in trust or otherwise; to own, hold, operate and administer or dispose of real and personal property, both in this state and all other states, territories and dependencies of the United States; and generally to do all things necessary and proper to accomplish the purposes herein stated and permitted to like non-profit corporations by law.
- C. Provided further, that:
 1. Assets or property held in trust for the corporation or by the corporation for its corporate purposes as herein stated shall be segregated and identified as being so held, and shall not be held without disclosure of the fiduciary capacity in which they are held.

2. The corporation shall not engage in any transaction prohibited by Section 503(c) of the United States Internal Revenue Code as now enacted or as it may hereafter be amended.
3. The corporation shall not apply accumulation of income in any manner which may subject it to denial of exemption as provided in Section 504 of the United States Internal Revenue Code as now enacted, or as it may hereafter be amended.
4. In the event of the dissolution of this corporation, any assets of said corporation then remaining shall be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Such organizations should have a purpose similar to the corporation's as their stated purpose.

ARTICLE V

The term for which this corporation shall exist shall be perpetual.

ARTICLE VI

The Bylaws of the corporation may be amended by majority vote of either the directors or the members, but all alterations, amendments and repeals of the Bylaws which affect the rights or obligations of the members must be approved by a majority of the members.

ARTICLE VII

The name and residence of the subscriber is as follows:

Jerry Klein
15401 S.W. 117th Avenue
Miami, Florida 33177

ARTICLE VIII

The membership in the corporation shall be open to and shall consist of the following:

- A. General members consisting of school officials, supervisor, or persons specifically assigned a major responsibility for directing any part of the regular pupil transportation program in any Florida school system.

B. Association or Institutional members representing any district or institution interested in the improvement of pupil transportation.

C. Honorary Life - An honorary life membership may be awarded to one outstanding person in the field of pupil transportation at the annual meeting, provided such honorary life membership has approval of the Executive Committee and majority approval of the membership in attendance at the annual meeting.

D. Associate (Vendor) - Individuals or institutions affiliated or engaged in any commercial aspect of pupil transportation.

E. Retired Member - Any person who is a former member of the Association and is actively interested in any phase of pupil transportation.

The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting and other rights, privileges and responsibilities of members shall be set forth in the bylaws.

ARTICLE IX

A. The affairs of this corporation shall be managed by an initial Board consisting of the following representatives and by such other officers of the corporation as the corporation may hereafter see fit to name and designate:

1. President of the Corporation
2. President-Elect of the Corporation
3. Treasurer of the Corporation
4. Past President of the Corporation
5. Department of Education Representative
6. Representative of Region I (Charlotte District School Board)
7. Representative of Region II (Hardee District School Board)
8. Representative of Region III (Volusia District School Board)
9. Representative of Region IV (Baker District School Board)
10. Representative of Region V (Escambia District School Board)
11. An at large non-voting member

The number of Directors and/or the areas represented on the Board may be changed from time to time by the Bylaws of the Corporation, but shall never be less than three (3) voting members.

B. Board of Directors. The initial Board of Directors shall consist of eleven (11) members, ten (10) of whom are voting Directors:

Jerry Klein
15401 s.w. 117TH Avenue
Miami, Florida 33177

Terry Palmer
1016 Education Avenue
Punta Gorda, Florida 33950

Robert Veres
900 Walnut Street
Green Cove Springs, Florida 32043

Sonja Olliff
P.O. Drawer 1678
Wauchula, Florida 33873

Diane Bennett
P.O. Box 2118
Deland, Florida 32721-2118

Denny Wells
392 South Boulevard, East
Macclenny, Florida 32063

Fred Murphy
P.O. Box 391
Bartow, Florida 33830

Mike Connors
100 E. Texar Drive
Pensacola, Florida 32599-3501

Charlie Hood
325 West Gaines Street, #824
Tallahassee, Florida 32399-0400

Jack Pilsbury (Non-voting member)
6310 113th Avenue
Temple Terrace, Florida 33617

Don Crawford
P.O. Box 2118
Deland, Florida 32721-2118

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first meeting, and at all times thereafter, shall serve for a term of two (2) years so arranged that one-half of the Board, as nearly as may be, come up for election at each annual meeting. Annual meetings shall be held within 230 days after the beginning of the calendar year at the principal office of the Corporation, or at such other place and date as the Board of Trustees may designate from time to time by resolution.

C. Corporate Officers. The Board of Directors shall elect the following officers: President, President Elect, Treasurer and Recording Secretary, and such other officers as the Board may deem appropriate and as allowed by these articles and the Corporation's bylaws. Initially, such officers shall be elected at the first meeting of the Board of Directors. Thereafter, such officers shall be elected at the board of directors meeting immediately after the annual meeting of members of the Corporation. Until such election is held, the following individuals shall serve as corporate officers:

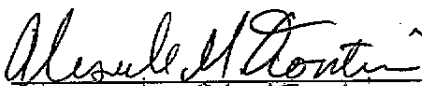
President:	JERRY KLEIN
Past President:	FRED MURPHY
Recording Secretary:	LOUISE PIPER
Treasurer:	DIANE BENNETT

ARTICLE X

These articles of incorporation may be amended by the members at a special meeting of the members called for that purpose. The amendment must be proposed by a resolution adopted by a two-thirds vote of the voting members of a quorum of the Board and then submitted to a quorum of the members for their vote. The proposed amendment must be approved by a two-thirds vote of a quorum of the voting members of the Corporation.

IN WITNESS WHEREOF, the undersigned subscriber has hereunto set his hand and seal this 18 day of December, 1998.

Signed, Sealed and Delivered
in the Presence of:


Ursule M. Fontin (Type or Print Name)


JERRY KLEIN

M. Carisma
MARIE CARISMA (Type or Print Name)

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 18th day of December 1998, by JERRY KLEIN, [] who is personally known to me or [] who has produced _____ as identification.

[Signature]
Notary Public/State of Florida

at Large

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENCY UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST--That FLORIDA ASSOCIATION FOR PUPIL TRANSPORTATION, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation as Miami, County of Dade, State of Florida, and has named JACK PILSBURY, located at 6310 113TH Avenue, Temple Terrace, Florida 33617 as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: Jack H. Pilsbury
JACK PILSBURY
DESIGNATED AGENT

D:\bj\CLIENTS\le-nfl\DEPTPEOPLETRANSPARTICLES.JNC ♦ December 3, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -8 PM 1:14