

**ARTICLES OF INCORPORATION  
OF THE NORTHWEST FLORIDA STATE COLLEGE FOUNDATION, INC.**

The undersigned, acting as incorporators of a corporation pursuant to [Chapter 617, Florida Statutes](#), adopt the following articles of incorporation for such corporation.

ARTICLE I

The name of the corporation is:

The Northwest Florida State College Foundation, Inc.

and the initial principal address of the corporation is:

100 College Boulevard, Niceville, Florida 32578

ARTICLE II

The period of duration of this corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon filing with the Secretary of State.

ARTICLE III

The purposes for which the corporation is organized are:

1. The general nature of the objects and purposes of this Foundation shall be to provide charitable and educational aid in the form of money and other property and services within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1954, with a corresponding provision of any future United States Internal Revenue Law, exclusively to and/or for the benefit of Northwest Florida State College. As such the Foundation may receive, hold, invest, administer property, and make expenditures to promote education and other related activities of Northwest Florida State College that encourage and support research in learning. Notwithstanding any other provisions of these articles, the Foundation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding priority where the corresponding provisions of any future US Internal Revenue Code.

2. On a non-discriminatory and objective basis and within the intent of all applicable Internal Revenue Service Codes and Regulations as pertaining to 501 (c) (3) organizations, to receive and hold by gift, bequest, devise, grant, or purchase any real or personal property, and to invest and reinvest, and to use and dispose of the same for the purpose of providing students attending the Northwest Florida State College with funds to pursue their collegiate training, and for the purpose of providing the Northwest Florida State College with funds with which to acquire or purchase real or personal property, and to provide supplemental resources in support of student services, of instruction and of personnel development, and to provide funds with which to carry on any proper activity at or on behalf of the Northwest Florida State College.
3. To act and perform the duties of trustee or to act in any other fiduciary capacity under any deed of trust, will, codicil, agreement, whether oral or written, or other instrument incidental to and for the purpose of carrying out any of the foregoing objects or matters and things kindred thereto.
4. In general to do and perform all things necessary and to have all power necessary needful and desirable to encourage, promote and provide with funds obtained as aforesaid additional advantage to all students attending the Northwest Florida State College, with full power, however, in the Board of Directors, to modify the conditions and regulations under which any funds received shall be spent, so as to secure the application of the funds in the best manner adapted to the conditions of the time and to the needs of the Northwest Florida State College, provided, however, that the objects of the Corporation shall at all times be among the foregoing and kindred thereto.

#### ARTICLE IV

The qualifications for members and the manner of their admission are as provided for and regulated by the Bylaws.

#### ARTICLE V

The street address and city of the initial registered office of the corporation is 100 College Boulevard, Niceville, Florida 32578. The name of the registered agent at such address is Cristie Kedroski.

#### ARTICLE VI

The number of the Directors constituting the initial Board of Directors of the Corporation is five (5), and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Dr. James R. Richburg	206 Ruckel Drive, Niceville, FL 32578
Mrs. Hilda R. Coursey	Route 7, Box 665, DeFuniak Springs, FL 32433
Mr. Patrick E. Byrne, II	127 John Sims Parkway, Valparaiso, FL 32580
Mr. Jeffrey McInnis	909 Mar Walt Drive, Suite 1014, Fort Walton Beach, FL 32548
Mrs. Eileen Arpke	2411 Rocky Shores Drive, Niceville, FL 32578

There shall perpetually be no less than five (5) Directors of the Corporation, with the specific number of Directors as provided for in the Bylaws.

There shall be a total of not less than five (5) Directors selected in the following manner:

- (1) By virtue of office: The vice chairman of the Board of Trustees and the President of Northwest Florida State College, as an ex-officio, or his/her designate;
- (2) The remaining directors to be selected initially by the Incorporators: one-third for a one-year term, one-third for a two-year term and one-third for a three-year term.
- (3) Thereafter, vacancies shall be filled in accordance with the bylaws.

#### ARTICLE VII

This corporation is organized under a non-stock basis.

#### ARTICLE VIII

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501 (c) (3) and 10 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, local government or political subdivision for exclusive public purpose.

#### ARTICLE IX

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Dr. James R. Richburg	206 Ruckel Drive, Niceville, FL 32578
Mrs. Hilda R. Coursey	Route 7, Box 665, DeFuniak Springs, FL 32433
Mr. Patrick E. Byrne, II	127 John Sims Parkway, Valparaiso, FL 32580

Mr. Jeffrey McInnis  
Mrs. Eileen Arpke

909 Mar Walt Drive, Suite 1014, Fort Walton Beach, FL 32548  
2411 Rocky Shores Drive, Niceville, FL 32578

#### ARTICLE X

The Board of Directors of this Corporation shall be indemnified as provided for in [FS 617.0831](#) and [FS 607.0850](#) as may be amended from time to time.

#### ARTICLE XI

The Board of Directors of this Corporation shall provide such Bylaws as may be appropriate and necessary for the implementation of the Articles of Incorporation and may provide such other Bylaws for conduct of its business and for the carrying out of its purposes and they may deem necessary from time to time.

Upon proper notice, the bylaws may be amended, altered or rescinded as provided for in the Bylaws.

#### ARTICLE XII

The Articles of Incorporation, upon proper notice, may be amended by a two-thirds vote of the total membership of all directors of the Board of Directors at the regular annual meeting, or at a special Board meeting duly noticed and called for that purpose.

#### ARTICLE XIII

Should the Corporation seek Direct Support Organizational status, it shall be in compliance with [FS 1004.70](#).

#### ARTICLE XIV

This Corporation is committed to the concepts of equity and equal opportunity and commits itself not to discriminate on the basis of race, color, religion, sex, age, national origin, or handicap in the exercise of its operations and/or activities.

## AMENDMENT

The Okaloosa-Walton Community College Foundation, Inc. Board of Directors, in a regular meeting held May 24, 2004, approved a request to change the Foundation's name to the Okaloosa-Walton College Foundation, Inc. This change reflects the Foundation's role as a Direct Support Organization for Okaloosa-Walton College, whose name was changed from Okaloosa-Walton Community College on July 1, 2004.

Amendment adopted July 19, 2004.

The Northwest Florida State College Foundation, Inc. Board of Directors, in a regular meeting held January 20, 2009, approved a request to update the articles of incorporation to include the Foundation's name to the Northwest Florida State College Foundation, Inc. and an update to the registered agent.

Amendment adopted February 10, 2009.

The Northwest Florida State College Foundation, Inc. Board of Directors, in a regular meeting held January 10, 2012, approved a request to update the articles of incorporation to include an update to the registered agent and to eliminate the cap on directors for consistency with the Foundation's bylaws.

Amendment adopted February 10, 2012.