



**THE SCHOOL DISTRICT OF PALM BEACH COUNTY**  
**Beneficial Interest and Disclosure of Ownership Affidavit**

Bid No. \_\_\_\_\_ Project No./ Title \_\_\_\_\_

Corporate Name \*\*See Articles of Incorporation for Institute for School Innovation Tax FEIN No. \_\_\_\_\_

Before me, the undersigned authority, personally appeared, \_\_\_\_\_, ("Corporate Representative") this \_\_\_\_\_ day of \_\_\_\_\_, 200\_\_, who, first being duly sworn, as required by law, subject to the penalties prescribed for perjury, deposes and says:

- 1) Corporate Representative has read the contents of this Affidavit, has actual knowledge of the facts contained herein, and states that the facts contained herein are true, correct, and complete.
- 2) The following is a list of every "person" (as defined in Section 1.01(3), Florida Statutes to include individuals, children firms, associates, joint adventures, partnerships, estates, trusts, business trusts, syndicates, fiduciaries, corporations and all other groups and combinations) holding 5% or more of the beneficial interest in the disclosing entity: (If more space is needed, attach separate sheet)

**A. Persons or corporate entities owning 5% or more:**

Name	Address	Percentage

**B. Persons or corporate entities who hold by proxy the voting power of 5% or more:**

Name	Address	Percentage

**C. Stock held for others and for whom held:**

Name	Address	Percentage
From Whom Held	Address	Percentage
From Whom Held	Address	Percentage
From Whom Held	Address	Percentage

**CORPORATE REPRESENTATIVE**

By: \_\_\_\_\_

**SWORN TO** and subscribed before me this \_\_\_\_\_ day of \_\_\_\_\_, 200\_\_, by \_\_\_\_\_ Such person(s) (Notary Public must check applicable box).

is/are personally known to me.  produced a current driver license(s).  produced \_\_\_\_\_ as identification.

(NOTARY PUBLIC SEAL)

\_\_\_\_\_  
Notary Public

\_\_\_\_\_  
(Print, Type or Stamp Name of Notary Public)

ARTICLES OF INCORPORATION  
OF  
INSTITUTE FOR SCHOOL INNOVATION, INC.

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FILED  
95 AUG 22 PM 3:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida, applicable to corporations not for profit, and respectfully petition the Secretary of State for approval of such incorporation under the following proposed Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation shall be INSTITUTE FOR SCHOOL INNOVATION, INC., and its principal place of business shall be located at 1628 WOODGATE WAY, POST OFFICE BOX 13296, TALLAHASSEE, LEON COUNTY, FLORIDA, 32317-3296.

ARTICLE II

PURPOSE

This corporation is organized, and exclusively operated, for the promotion of social welfare within the meaning of Section 501(C)(3) of the Internal Revenue Code of 1954, by the development and marketing of educational programs and curriculum for use in educational institutions, and for the purpose of training educators in the use of such programs.

ARTICLE III

USE OF INCOME

All revenues received from the conduct of corporation business shall be used solely to defray expenses, compensate employees and maintain the corporation and not for the direct benefit of the members of this corporation, either individually or collectively.

**ARTICLE IV**

**POWERS OF CORPORATION**

Said corporation is to have the power to do any and all things necessary or expedient for carrying out the said objects and purposes of the corporation and, in general to possess all rights, privileges, and immunities, and enjoy all the benefits granted to corporations of similar character under the laws of the State of Florida.

**ARTICLE V**

**TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE VI**

**NAMES OF SUBSCRIBERS**

The names and addresses of those subscribing to these Articles of Incorporation are as follows:

DR. SARAH M. BUTZIN  
1628 WOODGATE WAY  
POST OFFICE BOX 13296  
TALLAHASSEE, FL 32317-3296

**ARTICLE VII**

**OFFICERS**

The officers of the corporation shall be a President, a Vice-President, and a Secretary-Treasurer, all of whom shall be elected in accordance with the corporation's By-Laws.

**ARTICLE VIII**

**BOARD OF DIRECTORS**

The Board of Directors of this corporation shall consist of five (5) members of the corporation, those being the current president, current secretary-treasurer, and three (3) directors-at-large. Each of these members shall be elected by the corporation at the second-to-last annual meeting of each year, or as provided in the By-Laws, and shall continue in office until the second-to-last annual meeting of the next year of the corporation for the election of directors and officers or until their successors shall be elected and qualified, unless there occurs a vacancy by resignation, death or removal. In the event of such contingencies arising, vacancies will be filled as provided for in the By-Laws. The annual meeting of the Board of Directors shall be held at such time as may be provided by the By-Laws in order to receive reports of officers and committees, pass

upon the same and turn over the affairs of the corporation to the newly elected Board of Directors. Other meetings may be provided for at regular times or may be called by the Board of Directors. The business affairs of this corporation shall be managed by the Board of Directors. The names and addresses of such first members of the Board of Directors are as follows:

Dr. Sarah M. Butzin  
Director, Project Child

1628 Woodgate Way  
Post Office Box 13296  
Tallahassee, FL 32317-3296

Mr. Peter Butzin  
President

Southern Accent Computer Systems  
1339 East Tennessee Street  
Tallahassee, FL 32308-5107

Ms. Mary Gunter  
Program Director, School Improvement

Okaloosa County Schools  
120 Lowery Place  
Ft. Walton Beach, FL 32548

Dr. Robert Reiser  
Chair, Education Research Dept.

307 Stone Building  
Florida State University  
Tallahassee, FL 32306-3030

Ms. Barbara Palmer  
Chief Executive Officer

FM Video Solutions, Inc.  
2840 Remington Green Circle  
Tallahassee, FL 32308

## ARTICLE IX

### LIABILITY AND INDEMNIFICATION

Section 1. No member of the Board of Directors or any Committee of the corporation or any officer of the corporation, or any employee of the corporation, shall be personally liable to any member of the corporation, or to any other party, including the corporation, for any damage, loss or prejudice suffered or claimed on account of any act, omission, error or negligence of such person or group, provided that such person or group has, upon the basis of such information as may be possessed by him or her, acted in good faith, without willful or intentional misconduct.

Section 2. Every person who now is or hereafter shall be a director or officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him or her in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he or she is or shall be made a party by reason of his or her being or having been a director or officer of the corporation at the time he or she is made a party to such action, suit or proceeding, (or at the time such cost or expense is incurred by or imposed upon

him or her) except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duties as such director or officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

**ARTICLE X**  
**BY-LAWS**

The members of the corporation entitled to vote shall have the right to make and adopt such By-Laws as they shall deem proper and advisable and such By-Laws shall be made, adopted, altered and rescinded pursuant to the procedures outlined in the By-Laws.

**ARTICLE XI**  
**AMENDMENTS TO BY-LAWS AND**  
**ARTICLES OF INCORPORATION**

The By-Laws of the corporation and these Articles of Incorporation may be altered, changed or amended by the members of the corporation at any regular business meeting called for that purpose and, if approved, such proposed alteration, change or amendment shall be and form a part of the By-Laws or Articles of Incorporation. Amendments to the Articles of Incorporation, when approved by the members of the corporation, must also be forwarded to the Secretary of State of Florida and filed and approved by the Secretary before the same shall become effective.

**ARTICLE XII**  
**RESIDENT AGENT**

The Resident Agent for the corporation, who shall serve until officially changed, shall be:

DR. SARAH M. BUTZIN  
1628 WOODGATE WAY  
TALLAHASSEE, FL 32317

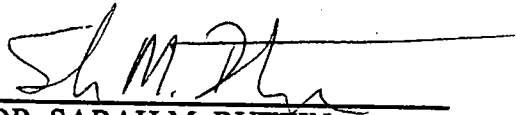
**ARTICLE XIII**  
**DISBURSEMENT OF ASSETS UPON DISSOLUTION**

Upon dissolution of this corporation all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under 501(C)(3) of the Internal Revenue Code, or to the Federal Government, or to a State or local government, for public purpose, and none of the assets will be distributed to any member, officer, or trustee of this corporation.

WITNESS the hands and seals of the Incorporators in Leon County, State of Florida, this 22 day of August, 1995.

NAME:

ADDRESS:

  
DR. SARAH M. BUTZIN

P.O. Box 13296  
Tallahassee, Florida 32317