

**ARTICLES OF INCORPORATION  
OF  
ASSOCIATION OF COLLEGIATE SCHOOLS OF PLANNING, INC.  
A Florida Corporation Not for Profit**

The undersigned, a majority of whom are citizens of the United States, desire to form a non-profit corporation under the "Florida Not For Profit Corporation Act" (Chapter 617, Florida Statutes) and do hereby certify:

**Article 1.  
Name**

The name of this Corporation shall be **Association of Collegiate Schools of Planning, Inc.**

**Article 2.  
Principal Office**

The street address of the initial principal office of the Corporation shall be 6311 Mallard Trace, Tallahassee, FL 32312.

**Article 3.  
Corporate Purposes**

The Corporation shall be a nonprofit organization organized and operated exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, and such purposes including to:

- A. encourage development of and provision for the dissemination of information about new and improved methods of education in city, community, urban or regional planning;
- B. provide a forum for the identification and discussion of issues in planning education;
- C. enhance opportunities for the development of new, and the improvement of existing, planning curricula;
- D. enhance opportunities for the conduct and dissemination of research;

- E. assist the Corporation's membership in enhancing the equal accessibility of their several curricula for all qualified persons and in assuring racial and ethnic diversity of faculty and students;
- F. support the highest quality of planning education through services to the Corporation's membership in faculty recruitment and development;
- G. coordinate with other organizations concerned with planning education;
- H. perform, or join with other bodies to perform, such evaluation and recognition functions of planning curricula as the membership may direct; and
- I. facilitate the broad involvement of the students and faculties of the Corporation's membership in the fulfillment of the above purposes.

Unless otherwise indicated, as used in this Article 3 and hereinafter, all references to the "Internal Revenue Code" or the "Code" are to the Internal Revenue Code of 1986, as amended, including any corresponding provisions of any subsequently enacted federal tax laws.

#### **Article 4.** **Corporate Powers**

Section 4.01. The Corporation shall have and exercise all powers accorded not-for-profit corporations under the laws of the State of Florida which are not in conflict with the Corporation's exempt purposes as provided in Article 3 above. Specifically, no part of the assets or the net earnings of the Corporation shall inure to the benefit of, or be distributable to any officer, member of the Governing Board, member of the Corporation, or any other person, except that the Corporation 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 Article 3 above. No substantial part of the activities of the Corporation shall be dedicated to attempting to influence legislation by propaganda or otherwise. The Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code and to which deductible contributions may be made under Sections 170, 2055, or 2522 of the Internal Revenue Code, as applicable.

Section 4.02. During any period that the Corporation is a private foundation, as defined by Section 509(a) of the Internal Revenue Code, the Corporation shall:

(a) distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942(a) of the Code;

(b) not engage or be involved in any act of self-dealing, as defined in Section 4941(d) of the Code, so as to give rise to any liability for the tax imposed by Section 4941(a) of the Code;

(c) not retain any excess business holdings as defined in Section 4943(c) of the Code, so as to give rise to any liability for the tax imposed by Section 4943(a) of the Code;

(d) not make any investments which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Code, so as to give rise to any liability for the tax imposed by Section 4944(a) of the Code; and

(e) not make any taxable expenditures, as defined in Section 4945(d) of the Code, so as to give rise to any liability imposed by Section 4945(a) of the Code.

## **Article 5.** **Governing Board**

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Governing Board. The number of members of the Governing Board shall be as stated in the Bylaws of the Corporation but shall consist of not fewer than three. Qualification for membership on the Governing Board shall be as stated in the Bylaws of the Corporation. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Governing Board shall have all the rights, powers, and privileges prescribed by law of directors of corporations for profit.

## **Article 6.** **Amendments**

These Articles of Incorporation may be amended by the affirmative vote of at least two-thirds of the voting members of the Corporation present at any annual or special meeting provided proper notice of the changes to be made has been given and a quorum is present, or without a meeting if a consent in writing, signed by the number of voting members of the Corporation whose votes would be necessary to authorize such amendment at a meeting, is filed in the minutes of the Corporation. Within ten (10) days after obtaining such authorization by written consent, notice summarizing the action shall be given to those members of the Corporation who have not consented in writing.

**Article 7.**  
**Dissolution**

Upon dissolution, all of the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed (i) for one or more exempt purposes to any organization which shall then be qualified for exemption under Section 501(c)(3) of the Internal Revenue Code and to which a contribution shall be permitted as a deduction under Sections 170, 2055, or 2522 of the Code as applicable, (ii) to the federal government, or (iii) to a state or local government for a public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes, or, as the said court shall determine, to one or more such organizations as have been organized and operated exclusively for such purposes. None of the assets shall be distributed to any officer, member of the Governing Board, or member of the Corporation, or any other person or organization not described in the preceding sentence.

**Article 8.**  
**Registered Office and Registered Agent**

The street address of the Corporation's initial registered office and the name of its initial registered agent are as follows:

**John E. Brenneis**  
227 South Calhoun Street  
Tallahassee, Florida 32301

*Having been named as registered agent to accept service of process for the above-named corporation at the place designated in this document, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

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John E. Brenneis, Registered Agent

