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FLORIDA PROFESSIONAL PHOTOGRAPHERS

INCORPORATED

OFFICERS 1997-1998

PRESIDENT

Jim L. Abrisch, FSA '1999
630 Kingsley Avenue
Orange Park, Florida 32073-5465
904-264-5111
Fax 904-264-6526

VICE-PRESIDENT

Marybeth J. Hamberger, FSA '2000
338 SE 2nd Street
Deerfield Beach, Florida 33441
954-426-2562
Fax 954-481-8232

SECRETARY-TREASURER

Minas A. Frangoulla, FSA '1998
Rt. 3, Box 44
Bristol, Florida 32321-9508
850-643-2491
Fax 850-643-2491

DIRECTORS

Terry L. Allison, '2000
8480 55th Street North
Pinellas Park, Florida 33781
813-544-1383

Tim J. Kelly, FDPE, FSA '2000
5420 Carler Road
Lake Mary, Florida 32746-4050
407-829-4483
Fax 407-829-4482

Betty J. McDonald, FSA '1998
2929 Avenue G, Northwest
Winter Haven, Florida 33880-2146
941-294-1795
Fax 941-294-8252

Eric Newhall, FSA '1999
117 1/2 S. Monroe Street
Tallahassee, Florida 32301
904-224-3824
Fax 904-224-3824

Kevin E. Newsome, FSA '1998
11119 N. Dale Mabry
Tampa, Florida 33618
813-265-4091
Fax 813-960-1092

Thomas D. Willhoite, FSA '1999
8110 Tantalum Way
New Port Richey, Florida 34655-4512
813-376-5685

EXECUTIVE DIRECTOR

Theresa A. Saylor, FSA
2312 Farwell Drive
Tampa, Florida 33603-2722
800-330-0532 in Florida
813-872-0532 out of state
Fax-813-875-9174

WEB SITE

floridaphotographers.org



PP of A COUNCILORS

Jim L. Abrisch, FSA
904-264-5111

Paul R. Baker, FDPE, FSA
813-725-4828

Nancy B. Hamilton, FSA
407-746-1223

Betty J. McDonald, FSA
941-294-1795

Robin H. Phillips, FDPE, FSA
941-682-6953

Paul Pollsena
561-471-3473

February 5, 1998

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

300002425063--8
-02/09/98--01060--001
*****87.50 *****87.50

Dear Sir:

Please be informed that we have amended our Articles of Incorporation and the new articles are enclosed.

Our check for \$87.50 covers both the filing fee (\$35.00) and a certified copy of the document (\$52.50).

Please send the certified copy to:

Theresa A. Saylor
Executive Director
Florida Professional Photographers, Inc.
2312 Farwell Dr.
Tampa, FL 33603

phone # 813/872-0532.

Thank you.

Sincerely,

Theresa A. Saylor

Theresa A. Saylor
Executive Director

OK per S.P.

AM
PP
2/10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 FEB -9 AM 10:04

FILED



ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FLORIDA PROFESSIONAL PHOTOGRAPHERS, INC.
(A Corporation Not for Profit)

FILED
98 FEB - 9 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned persons of the State of Florida, each being current officers of Florida Professional Photographers, Inc., a corporation not for profit, hereby adopt the following Articles of Amendment to Articles of Incorporation of Florida Professional Photographers, Inc, a corporation not for profit. The Articles of Amendment were adopted by the members and the number of votes cast for the Articles of Amendment was sufficient for approval.

ARTICLE I

NAME AND LOCATION

The name of this corporation shall be: **FLORIDA PROFESSIONAL PHOTOGRAPHERS, INC.**, with its principal place of business located at 2312 Farwell Drive, Tampa, FL 33603.

ARTICLE II

PURPOSES

The general nature of the objects and purposes of this corporation shall be to constitute and function as a society dedicated to scientific learning, research, and instruction in connection with the art, science, and profession of photography; to educate the membership and inform the public as to the standards of profesional photography and to elevate those standards both professionally and ethically; to create, foster, promote, and maintain cordial and ethical relations among the membership and with the community in order to advance photography in all it branches; and to promote all things which may be of practical benefit to the profession.

ARTICLE III

QUALIFICATION OF MEMBERS

All persons who shall subscribe to the Code of Conduct of Florida Professional Photographers Incorporated and who shall be actively engaged in photography whether as self-employed, employees or as students in a School of Photography shall be qualified to be members. Admission shall be upon the majority vote of the existing membership or as otherwise provided by the By-Laws.

ARTICLE IV

TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V

SUBSCRIBERS

The names and residences of the subscribers to these Articles are:

Jim L. Abrisch
630 Kingsley Avenue
Orange Park, FL 32073-5465

Marybeth J. Hamberger
338 S.E. 2nd Street
Deerfield Beach, FL 33441

Minas A. Frangoulis
Route 3,, Box 44
Bristol, FL 32321-9508

ARTICLE VI

OFFICERS

Section 1. The officers of the corporation shall be a President, Vice President, Secretary-

Treasurer, and such other officers as may be provided in the By-Laws.

Section 2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

OFFICE	NAME
President	Jim L. Abrisch
Vice President	Marybeth J. Hamberger
Secretary-Treasurer	Minas A. Frangoulis

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-Laws.

ARTICLE VII

BOARD OF DIRECTORS

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have six (6) directors initially. The number of directors may be increased from time to time, by the By-Laws, but shall never be less than six (6).

Section 2. The Board of Directors shall be members of the Corporation.

Section 3. Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

Section 4. The names and addresses of the persons who are to serve as directors for the ensuing year, or until the first annual meeting of the corporation, are:

NAME	ADDRESS
Terry L. Allison	6460 55 th Street, North Pinellas Park, FL 33781
Tim J. Kelly	5420 Carter Road Lake Mary, FL 32740

Betty J. McDonald

2929 Avenue G, Northwest
Winter Haven, FL 33880-2146

Eric Newhall

117 ½ S. Monroe Street
Tallahassee, FL 32301

Kevin E. Newsome

11119 N. Dale Mabry
Tampa, FL 33618

Thomas D. Willhoite

8110 Tanttallon Way
New Port Richey, FL 34666

ARTICLE VIII

BY-LAWS

Section 1. The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice, the By-Laws may be amended, altered, or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called by that purpose.

ARTICLE IX

AMENDMENTS

Section 1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a two-thirds vote of those present.

Section 2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the by-Laws, of intention to submit such amendments.

ARTICLE X

NON-PROFIT STATUS

No part of the net earnings of the corporation shall inure to the benefit of any individual or

member except that the Corporation shall be empowered to pay reasonable compensation for services rendered. Notwithstanding any other provision of these Articles, this corporation will not carry on any other activities not permitted to be carried on by

(a) a corporation exempt from Federal Income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law; or

(b) a Corporation, contributions to which are deductible under Section 170(c)(2), of the Internal Revenue Code of 1986, as amended, or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE XI

DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to one or more organization which themselves are exempt as organizations described in Sections 501(c)(6) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purpose.

ARTICLE XII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding or any settlement of any proceeding to which he/she may be a part of or to which he/she may become involved by reason of his/her being or having been a Director or Officer of the corporation, whether or not he/she is a Director or Officer at the time such expense are incurred. The foregoing right of indemnification shall be in addition to and not

exclusive of all other rights to which such Director or Officer may be entitled to under Florida law

ARTICLE XIII

REGISTERED OFFICE AND AGENT

The registered office of this Corporation shall be located at 2312 Farwell Drive, City of Tampa, County of Hillsborough, State of Florida, and the registered agent of this corporation at the above address shall be Theresa A. Saylor.

IN WITNESS WHEREOF, we the undersigned subscribing Incorporators, have hereunto set our hands and seals, this 25 day of January 1998, for the purpose of forming this corporation not for profit under laws of the State of Florida.



Dawn M. Cormany

STATE OF FLORIDA)
)
COUNTY OF HILLSBOROUGH)

SS:

Jim L. Abrisch
JIM L. ABRISCH

Marybeth J. Hamberger
MARYBETH J. HAMBERGER

Minas A. Frangoulis
MINAS A. FRANGOULIS

BEFORE ME, a Notary Public authorized in the State and County named above to take acknowledgments, personally appeared JIM L. ABRISCH, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State names above this 25 of

January, 1998.



Dawn M. Cormany
Notary Public, State of Florida

Print, Type or Stamp Name

Dawn M. Cormany

Personally Known _____ OR Produced Identification ☒

Type of Identification Produced Drivers License

STATE OF FLORIDA)
)
COUNTY OF HILLSBOROUGH) SS:

BEFORE ME, a Notary Public authorized in the State and County named above to take acknowledgments, personally appeared **MARYBETH J. HAMBERGER**, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State names above this 25 of

January, 1998.



Dawn M. Cormany
Notary Public, State of Florida

Print, Type or Stamp Name

Dawn M. Cormany

Personally Known _____ OR Produced Identification ☒

Type of Identification Produced Drivers License

STATE OF FLORIDA)
)
COUNTY OF HILLSBOROUGH) SS: —

BEFORE ME, a Notary Public authorized in the State and County named above to take acknowledgments, personally appeared, **MINAS A. FRANGOULIS**, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State names above this 25 of

January, 1998.



Dawn M. Cormany
Notary Public, State of Florida

Print, Type or Stamp Name

Dawn M. Cormany

Personally Known _____ OR Produced Identification ✓

Type of Identification Produced Drivers License

HAVING BEEN NAMED the Registered Agent for this Corporation to accept service of process at the place designated in these Articles, I hereby accept to act in this capacity, and agree to comply with the Laws of Florida relative to keeping open said office.

By: Theresa A. Saylor
THERESA A. SAYLOR
(Registered Agent)