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Poole, Loria

From: coronline@dos.state.fl.us
Sent: Thursday, August 12, 2004 9:33 AM
To: JASONHAVENS@HAVENSMILLER.COM
Subject: Corporate Filing - 700040098027

Document Number: W04000030780
Entity Name: THE ESTATE PLANNING COUNCIL OF THE EMERALD COAST,
INC.
Tracking Number: 700040098027
Pin Number: 8027

We received your online transmitted document. However, the document has not been filed for the following:

The purpose contained in your articles of incorporation should be more specific. Please correct your articles to reflect the specific purpose for which the corporation is being organized.

To make the necessary corrections to your filing, return to our website at www.sunbiz.org and click on "Electronic Filing", then "Online Filing", then accept the disclaimer. On the next page, pull down the vertical scroll bar until you see the sentence "To update or make a payment~". Enter your tracking number and the pin number listed above and select "Update Filing". Please disregard this letter if you have contacted our office and were advised how to correct your document online.

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Loria Poole
Document Specialist~~~~~
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ARTICLES OF INCORPORATION OF
THE ESTATE PLANNING COUNCIL OF THE EMERALD COAST, INC.

The undersigned incorporator, for the purposes of forming a not-for-profit corporation under chapter 617 of the Florida Statutes (the "Florida Not For Profit Corporation Act"), adopts the following articles of incorporation:

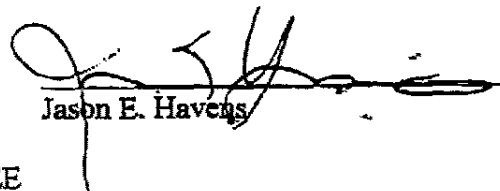
ARTICLE ONE
NAME

The name of the corporation is The Estate Planning Council of the Emerald Coast, Inc.

ARTICLE TWO
REGISTERED OFFICE & AGENT

The address of the corporation's initial registered office is 1223 Airport Road, Suite 101, Destin, Okaloosa County, Florida 32541. The name of the corporation's initial registered agent at that address is Jason E. Havens.

I, Jason E. Havens, am familiar with and accept the duties and responsibilities as registered agent for The Estate Planning Council of the Emerald Coast, Inc.


Jason E. Havens

ARTICLE THREE
PURPOSES

This corporation is organized not-for-profit and for the following objects and purposes:

1. As adapted from the National Association of Estate Planners and Councils of Cleveland, Ohio:

a. To foster intelligent cooperation and a cordial understanding among the members as to the proper relationship between the functions of the attorney, the accountant, the life insurance professional, the trust representative, and the charitable planning professional in the field of estate planning;

b. To assist its members in keeping abreast of laws and conditions affecting business and personal taxation and the problems of estate accumulation and conservation so as to improve the knowledge of each member within his or her sphere, and with these objectives; and

c. To encourage its members to have as their ultimate goal the rendering of the best professional services to the public.

2. This corporation is organized exclusively for religious, charitable, educational, and scientific purposes within the meaning of 26 U.S.C. § 501(c)(3) of the Internal Revenue Code.

3. To engage in any other lawful act or activity for which not-for-profit corporations may be organized under the Florida Not For Profit Corporation Act. By this statement, all other lawful acts and activities shall be within the purpose of the corporation; provided, however, that the corporation shall not have or exercise any power or authority, nor shall it directly or indirectly engage in any activity, that would prevent the corporation from qualifying and continuing to qualify as an organization described in 26 U.S.C. § 501(c)(3) of the Internal Revenue Code.

ARTICLE FOUR NO CAPITAL STOCK

This corporation shall not have authority to issue capital stock.

ARTICLE FIVE MEMBERSHIP

Membership consists of governing members and participating members. The conditions of membership shall be fixed by the bylaws; provided, however, that no members other than governing members shall have any voting rights.

ARTICLE SIX POWERS OF BOARD

The board of directors shall have all powers granted by Florida law, including but not limited to the power to make, alter, amend, or repeal the bylaws of the corporation from time to time.

ARTICLE SEVEN DIRECTORS

The number of directors constituting the board of directors of the corporation shall be specified in the bylaws of the corporation; provided, however, that the number of directors shall not be less than three. The manner in which the directors are to be elected or appointed shall be as stated in the bylaws of the corporation. The names and mailing addresses of the persons who are to serve as the first board of directors until their successors are elected and qualified are as follows:

1. David E. Barton, 1217 Airport Road, Suite 417, Destin, FL 32541;

2. Jason E. Havens, 1223 Airport Road, Suite 101, Destin, FL 32541;
3. Deanna L. Muldowney, 4460 Legendary Drive, Suite 100, Destin, FL 32541; and
4. Pamela S. Weathers, 4460 Legendary Drive, Suite 100, Destin, FL 32541.

ARTICLE EIGHT RESTRICTIONS ON ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, 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 charitable, religious, scientific, and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under 26 U.S.C. § 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal tax law). No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles of incorporation, the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under 26 U.S.C. § 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal tax law), or (b) by a corporation, contributions to which are deductible under 26 U.S.C. § 170(c)(2) (or the corresponding provision of any future federal tax law).

ARTICLE NINE DISTRIBUTION ON DISSOLUTION

On the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations organized exclusively for charitable, educational, religious, or scientific purposes as shall qualify as an exempt organization or organization under 26 U.S.C. § 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal tax law), as the board of directors shall determine. Any such assets not so disposed shall be disposed of by the Circuit Court in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations and operated exclusively for such purposes.

ARTICLE TEN INCORPORATOR

The name and residence of the incorporator is Jason E. Havens, 1223 Airport Road, Suite 101, Destin, FL 32541.

09/30/2004

Executed on September 30, 2004 and effective as of August 12, 2004.

THE ESTATE PLANNING COUNCIL OF
THE EMERALD COAST, INC.

By: 

Jason E. Havens

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