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05 21634

TRANSMITTAL LETTER

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

SUBJECT: Bay County Alzheimer's Alliance, Inc.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation + By-Laws and a check for :

☑ $70.00
Filing Fee

☐ $78.75
Filing Fee &
Certificate of
Status

☐ $78.75
Filing Fee
& Certified Copy

☐ $87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Jason White
Name (Printed or typed)

PO Box 16669
Address

Panama City, FL 32406
City, State & Zip

850 784-2599
Daytime Telephone number

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NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be: Bay County Alzheimer's Alliance, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Lee Harrell
2420 Liberty Ave
Panama City, FL 32405

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ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

See attachment "A"

See Article II Section 1-5 of attached By Laws for purpose. LJV

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

See attachment "A"

See Article III of attached By Laws for manner of election LJV

(850) 814-2495

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

Lee Harrell, President 2420 Liberty Ave Panama City, FL 32405	Jason White, Vice President PO Box 16669 Panama City, FL 32406	Frank Martin, Secretary 201 E. 19th Street Panama City, FL 32405	Janine Hartman, Treasurer P.O. Box 889 ~~[illegible] FL 32428~~ Chipley, FL 32428

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The **name and Florida street address** (P.O. Box **NOT** acceptable) of the registered agent is:

Lee Harrell
2420 Liberty Ave
Panama City, FL 32405

ARTICLE VII INCORPORATOR

The **name and address** of the Incorporator is: Lee Harrell
2420 Liberty Ave
Panama City, FL 32405

****

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

R.L. Harrell — 4/18/05

Signature/Registered Agent — Date

R.L. Harrell — 4/18/05

Signature/Incorporator — Date

Attachment "A" to Articles of Incorporation for Bay County Alzheimer's Alliance, Inc.

Article III: Purpose

The general purpose of this corporation shall be, without profit:

Section 1. To provide assistance and mutual support to families in the Panama City, Florida area experiencing the problems associated with Alzheimer's disease and the related degenerative brain disorders.

Section 2. To promote Alzheimer's education for the community and medical professionals.

Section 3. To promote and aid research into the cause, prevention and possible treatment of the Alzheimer's disease.

Section 4. To operate exclusively for charitable, educational, and/or scientific purposes, including the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law).

Section 5. To conduct these activities and achieve these objectives without pecuniary profit: to do everything and anything reasonably necessary, suitable, proper, convenient, or incidental to the aforesaid purpose.

Article IV: Manner of Election

Board Members. The Board of Directors of this organization shall consist of not less than 5 and not more than 20 members. Officers of the corporation are not precluded from being Directors. Each member of the Board of Directors will initially be elected to a one-year term of office. At the end of such one-year term, the Nominating Committee in conjunction with the Executive Committee will evaluate the performance of the member in advance of the annual meeting of the Board of Directors. If such member is re-elected to the Board of Directors at such annual meeting, such member will then serve a two-year term, and an evaluation will be conducted at the end of such two-year term. If such member is re-elected to the Board after the two-year evaluation, such member will then serve a three-year term, and will be evaluated at 3-year intervals thereafter. Elections shall be held during the annual meeting of the Board of Directors. The Board shall elect a Chairman who shall preside at all meetings of the Board of Directors, shall in conjunction with the President establish the agenda for the Board meetings, and perform such other duties as are properly required by the Board of Directors.

Nominations. The Board of Directors shall appoint a nominating committee (the "Nominating Committee") and shall, prior to the annual meeting at which Directors are to be elected, nominate one person to office including members of the Board of Directors. Board Members shall be elected by simple majority by ballot at any meeting of the Board of Directors upon proper nomination. In September the Nominating Committee shall query each Member as to whether he or she wishes to serve for the term beginning January 1st. In case of vacancies, the Nominating Committee shall present new candidates to the Board for the vote by ballot at the October Board meeting.

Resignation and Removal. The resignation of any member of the Board shall be in writing and addressed to the Chairman of the Board. If a vacancy occurs, the Chairman of the Board in conjunction with the Nominating Committee may present a new member for approval of the Board of Directors to fill such vacancy. A member of the Board may be removed from the Board at any regular or special meeting of the Board by vote of at least two-thirds of the Board members attending such meeting. The absence of a Director from three (3) consecutive regular Board meetings shall be tantamount to resignation of said Director. Nothing herein contained shall prevent the Board from re-electing any such Director deemed to have re-signed by non-attendance to the directorship so vacated.