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FLORIDA PROFIT/NON PROFIT CORPORATION
GREATER SOUTHPORT AREA CHAMBER OF COMMERCE INC

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**ARTICLES OF INCORPORATION OF
GREATER SOUTHPORT AREA CHAMBER OF COMMERCE, INC.
A CORPORATION NOT FOR PROFIT**

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, all of whom are of full legal age, have this day voluntarily associated together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is: **GREATER SOUTHPORT AREA CHAMBER OF COMMERCE, INC** hereinafter called the "Association".

ARTICLE II

The initial street address of the principal office of the corporation is located at the Southport Community Building, 7734 Franklin Avenue, Southport, Florida 32409.

ARTICLE III

The officers of the Association shall be President, Vice-President, Secretary, Treasurer and Master-at-Arms and such additional officers as may be specified by the By-Laws. One person may be elected to hold more than one office if the directors so elect. The said officers shall be elected by the Directors at the annual meeting of the Board of Directors, beginning with the annual meeting held in 2008.

**ARTICLE IV
INITIAL MAILING ADDRESS**

The initial mailing address of the corporation is 228 E. 4th Street, Panama City, FL 32401

**ARTICLE V
PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members thereof, and the

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be granted to or imposed upon the Association pursuant to the Articles and By-Laws, or any Rules and Regulations adopted pursuant thereto, and to enforce the provisions thereof.

To attempt to obtain tax-exempt status and IRS section 501(e)(3) status from the Internal Revenue Service.

To perform any and all other functions contemplated by the Association or otherwise undertaken by its Board of Directors not inconsistent with the Declaration and the laws of the state of Florida.

The association shall have all of the common law and statutory powers, authority and privileges generally granted to corporations not for profit under the laws of the State of Florida. Such powers shall include those that are reasonably necessary or appropriate to implement and effectuate the purposes of the association and that are not inconsistent with these Articles, as they may from time to time be amended, including but not limited to the following:

- (a) Exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the By-Laws as the same may be amended from time to time as therein provides, said By-Laws being incorporated herein as if set forth at length;
- (b) To pay all expenses in connection therewith and all office and other expenses incident to the conduct or the business of the Association, including all license, taxes of governmental charges levied or imposed against the property of the association.
- (c) Have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now, or hereafter have or exercise.

ARTICLE VI MEMBERSHIP

Any person, association, corporation, partnership or group having an interest in the objectives of the organization which pays dues and is approved by the board of directors shall be eligible for membership. The members shall be responsible for electing the board of directors. Selection of members shall be as stated in the corporation by-laws. Members may also serve as directors if he or she is otherwise qualified as stated in this document. All board members shall also have the right to vote with the general membership.

Voting rights of the membership and the Board of Directors shall be established and effected as stated in the bylaws.

The business and activities of the association shall be conducted by the Board of Directors. The vote of the general membership shall be advisory only.

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**ARTICLE VII
INITIAL DIRECTORS**

The affairs of this corporation shall be managed by a Board of Directors of at least seven (7) Directors. The method of electing the directors shall be stated in the bylaws of the Association. The number of directors may be changed by amendment to the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are as follows:

| <u>Name</u> | <u>Address</u> |
|---------------------|--|
| Timothy C. Campbell | 228 E. 4 th Street, Panama City, FL 32401 |
| Bobby Youngblood | 1528 2nd Street, Panama City, FL 32409 |
| Dr. Ross Ferland | 7645 Glen Cove Lane, Panama City, FL 32409 |
| James Glass | 7723 Tillman Lane, Panama City, FL 32409 |
| Jessie Newell | P. O. Box 8337, Southport, FL 32409 |
| Herman Tatam | 7810 Duval Avenue, Panama City, FL 32409 |
| Kenny Kyser | P O Box 8511, Panama City, FL 32409 |

**ARTICLE VIII
DURATION**

The corporation shall exist perpetually.

**ARTICLE IX
DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

**ARTICLE X
AMENDMENTS**

The Association reserves the right to amend, alter, change or repeal any provision contained in these Articles in the manner now or hereafter provided by law. Amendment to the Articles shall require the assent of two-thirds (2/3) of the Board of Directors, present at a meeting in which a quorum is present.

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ARTICLE XI
BY-LAWS

The By-Laws of this corporation are to be made, altered or rescinded by majority vote of the Board of Directors or by vote of not less than 2/3 of the voting membership at a meeting where same is to be considered.

ARTICLE XII

The initial Resident Agent to accept service of process within this State, and the registered agent shall be Timothy C. Campbell, 228 E. 4th Street, Panama City, FL 32401.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporators, of this Association, have executed these Articles of Incorporation this 19th day of May, 2008.

Bobby Youngblood
Bobby Youngblood
Director

James Glass
James Glass
Director

Herman C. Tatar
Herman Tatar
Director

Timothy C. Campbell
Timothy C. Campbell
Director

Ross Ferland
Ross Ferland
Director

Jessie Newell
Jessie Newell
Director

Kenneth Kyser
Kenneth Kyser
Director

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I, Timothy C. Campbell hereby accept my designation as Registered Agent and agree to serve as the registered agent of Greater Southport Area Chamber of Commerce, Inc. I hereby state that I am familiar with and accept the duties and responsibilities of registered agent for the same.

Timothy C. Campbell
Timothy C. Campbell

STATE OF FLORIDA
COUNTY OF BAY

On this 19th day of May, 2008, Timothy C. Campbell, designated above as the individual who shall serve as this corporation's initial registered agent and incorporator, personally appeared before me and signed and acknowledged signing these Articles Of Incorporation of GREATER SOUTHPORT AREA CHAMBER OF COMMERCE, INC.

Diane M. Wright
Notary Public
My Commission Expires:



DIANE M. WRIGHT
MY COMMISSION # DD 741704
EXPIRES: December 25, 2011
Bundled With Budget Notary Services