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(Address)

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(Address)

Tallahassee FL 32308  
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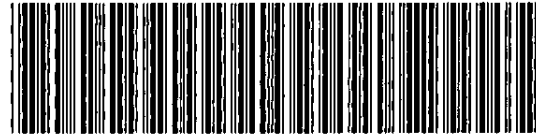
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**ARTICLES OF INCORPORATION**  
**OF**  
**PROPANE EDUCATION FOUNDATION OF FLORIDA INC.**

The undersigned, desiring to form a nonprofit Corporation under the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the Corporation shall be PROPANE EDUCATION FOUNDATION OF FLORIDA Inc.

**ARTICLE II**

**NONPROFIT CORPORATION**

The Corporation shall be organized and operated as a non-profit corporation.

**ARTICLE III**

**PURPOSE**

The objects and purposes for which the Corporation is organized are to operate as a business league or trade association within the meaning of Section 501 (c) (6) of the Internal Revenue Code of 1986, as amended (the "Code"), and any and all lawful acts, including but not limited to any and all of the things hereafter set forth, namely:

- (a) To sponsor and/or support programs which are designed to enhance consumer and employee safety and training with respect to the use of propane.
- (b) To sponsor and/or support programs which provide for research and development of clean and efficient propane utilization equipment.
- (c) To sponsor and/or support programs designed to inform and educate consumers and the general public about safety and other issues associated with the use of propane.

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- (d) To sponsor and/or support research, development and implementation of marketing, advertising and informational programs relating to propane to make propane more understandable and readily available to consumers.
- (e) To acquire by lease, option, purchase, gift, grant, devise or conveyance, or otherwise to hold, enjoy, possess, rent, lease and sell real property or any interest therein as may be deemed to be in the interest of the Corporation.
- (f) To sell, convey, and dispose of any such property and to invest and reinvest the principal and income thereof in such property, real, personal and mixed, including, without limitation, securities in, of, or issued or created by any person, firm, partnership, association, Corporation, joint venture, governmental or subdivision, agency or instrumentality thereof, or any other legal entity of any kind and nature.
- (g) To transfer and pay over any amount held hereunder to any other organization organized (i) exclusively for charitable, scientific and educational purposes which is an exempt organization as defined under Section 501(c)(3) of the code or corresponding provisions of any subsequent Federal tax laws, or (ii) as a business league or trade association, which is an exempt organization under Section 501(c)(6) of the Code, or corresponding provisions of any subsequent Federal tax laws, provided the use of such funds is restricted to programs or projects contemplated in the Policies, Rules and Procedures of the Propane Education & Research Council ("PERC"), as the same may exist from time to time.
- (h) To receive any property, real, personal, or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes, or any of them (but for no other purposes), and in administering the same, to carry out the directions and exercise the powers contained in the trust instrument under which the property is received including the expenditure of the principal, as well as the income, for one or more than one of such purposes, if authorized or directed in the trust instrument under which it is received.
- (i) To receive, take title to, hold and use the proceeds and income of securities, but only for the foregoing purposes, or some of them.

In order to carry out the purposes hereinabove set forth, the corporation shall have and exercise any and every power conferred on it by the laws of the State of Florida, for which a corporation can be authorized to exercise, but not any other power.

The foregoing clauses shall be construed equally as objects, purposes and powers and the foregoing enumeration of specific objects, purposes or powers, shall not be construed or held to limit or restrict in any manner the powers of the Corporation as expressly conferred by law, except as expressly state herein.

**ARTICLE IV**

**RESTRICTIONS ON USE OF EARNINGS,  
CORPORATE ACTIVITY AND POWERS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, officers, members 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 the purposes set forth in Article III hereof. Notwithstanding any other provisions 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 under Section 501(c)(6) of the Code or the corresponding provision of any future United States Internal Revenue law.

**ARTICLE V**

**LOCATION OF REGISTERED OFFICE  
AND NAME OF REGISTERED AGENT**

The initial registered office of the Corporation shall be at 214 South Monroe Street, Tallahassee, Florida, 32301, and the name of the initial registered agent at such address shall be David Rogers. The principal address is the same as registered office address.

**ARTICLE VI**

**INCORPORATOR AND DIRECTORS**

The name and post office address of the sole Incorporator is:

NAME

ADDRESS

David Rogers

214 South Monroe Street, Tallahassee, Fl.

The business and affairs of the Corporation will be conducted by a Board of Directors consisting of not less than three (3) members or more than nine (9) members. The names and addresses of the initial Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Randall Joe Sams	PO Box 593641 Orlando, FL. 32859
Henry Wyman Howell	755 Bellaire Road Clearwater, FL. 33756
William (Bill) Taylor Tate	5000 Sawgrass Village Circle Suite 4 Ponte Vedra Beach FL. 32082

The number of Directors shall be fixed from time to time by or in the manner provided in the Bylaws. The manner of nominating and electing the Directors, and their terms of office shall likewise be established by the Bylaws of the Corporation.

## **ARTICLE VII**

### **DURATION**

The duration of the Corporation shall be perpetual.

In the event of dissolution or final liquidation of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all lawful debts and liabilities of the Corporation, distribute all the assets of the Corporation to one or more of the following categories of recipients as the Board of Directors of the Corporation or, in the event such Directors shall be unable or unwilling to act, the Presiding Judge of the Judicial Circuit which includes Leon County, shall determine:

- (a) A nonprofit organization or organizations which may have been created to succeed the Corporation, or the Florida Propane Gas Association, as long as such organization or each of such organizations shall then qualify and be exempt from federal income taxation as an organization described in Section 501(c)(6) of the Code, or Sections 501(c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future

Internal Revenue Code, contributions to which are deductible under Sections 501(c)(3) and 170(c)(2) of such Code, or to the Federal, State, or local government to be used exclusively for public purposes; and/or

- (b) A nonprofit organization or organizations having similar aims and objects as the Corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify and be exempt from federal income taxation as an organization described in Section 501(c)(6) of the Code, or Sections 501(c)(3) and 170(c)(2) of the Code, or corresponding sections of any prior or future Internal Revenue Code, contributions to which are deductible under Sections 501(c)(3) and 170(c)(2) of such Code, or to the Federal, State or local government to be used exclusively for public purposes. Reference to a provision of the Code shall include the corresponding provision of any future United States Internal Revenue laws.

## **ARTICLE VIII**

### **MEMBERSHIP**

The Corporation shall not have authority to issue capital stock and it shall have no Members except as may be provided in the Bylaws of the Corporation. The membership classes, the membership qualifications, the manner of nominating and electing members, and the rights and privileges of the members, if any, shall be established in the Bylaws of the Corporation.

## **ARTICLE IX**

### **BYLAWS**

The Directors shall have the power to make bylaws for the regulation and government of the Corporation, its agent, servants, officers, and for all other purposes not in conflict with the laws of the State of Florida. The dates on which the annual meetings shall be held, the number of Directors and their terms of office, and the terms of office of the officers, and the powers and duties of the officers, if any, shall be fixed by the Bylaws of the Corporation.

## **ARTICLE X**

### **INDEMNIFICATION**

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed claim, action, suit, or proceedings, whether civil, criminal, administrative or investigative, including appeals (other than an action

by or in the right of the Corporation), by reason of the fact that he is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, partner or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fee), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed claim, action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, partner or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) actually and reasonable incurred by him in connection with the defense or settlement of such action or suite if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

To the extent that a Director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including

attorneys' fees) actually and reasonable incurred by him in connection therewith, notwithstanding that he has not been successful on any other claim, issue or matter in any such action, suit or proceeding.

Any indemnification under this Article shall (unless ordered by a court) be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to, or who have been wholly successful on the merits or otherwise with respect to, such claim, action, suit or proceeding or (2) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Expenses (including attorneys' fees) incurred in defending a civil or criminal claim, action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such claim, action, suit or proceeding as authorized in the manner provided above upon receipt of an undertaking by or on behalf of the Director, officer or agent to repay such amount if and to the extent it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this Article.

The indemnification provided by this Article shall not be deemed exclusive of, and shall be in addition to, any other rights to which those indemnified may be entitled under any statute, rule of law, provision in the Corporation's Articles of Incorporation, bylaws, agreement, vote of disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, shall continue as to a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, partner or agent of another Corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the



Corporation would have the power to indemnify him against such liability under the provisions of this Article.

Notwithstanding anything herein to the contrary, whether explicit or implicit, the Director of the Corporation shall not, as such, be liable for obligations of the Corporation.

**ARTICLE XI**

**CORPORATE DEBTS**

Neither the officers, members (if any) nor members of the Board of Directors of the corporation nor their property shall be subject to or chargeable with the payment of the corporate debts or obligations of the Corporation.

**ARTICLE XII**

**AMENDMENTS**

These Articles of Incorporation, and any provision thereof, may be amended as provided by law.

**IN WITNESS WHEREOF**, the undersigned, being the sole Incorporator of this Corporation, does hereby subscribe his name this 13 day of July, 2009.

I accept my position as registered agent.



Incorporator /Registered Agent

THIS INSTRUMENT PREPARED BY:

Stuart Christmas, Esq.  
Christmas & Spano, P.A.  
2846 Remington Green Cir., Ste. A  
Tallahassee, FL 32308

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