

NO9000012270

(Requestor's Name)

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☐ PICK-UP

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(Business Entity Name)

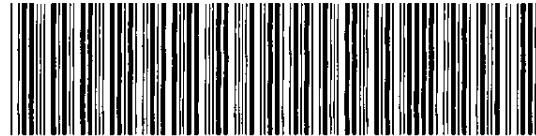
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Special Instructions to Filing Officer:

W09-53925

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2009 DEC 10 P 12:07

SECRETARY OF STATE  
TALLAHASSEE, FL 32301

RECEIVED

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

2009 DEC 10 PM 1:46

NOT ENTERED  
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DEC 30 2009  
D.A. WHITE



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 213914 81879A

AUTHORIZATION :

A handwritten signature in black ink, appearing to read "Spuddelema", is written over the word "AUTHORIZATION".

COST LIMIT : \$ 78.75

ORDER DATE : December 10, 2009

ORDER TIME : 10:40 AM

ORDER NO. : 213914-005

CUSTOMER NO: 81879A

DOMESTIC FILING

NAME: ESTATE PLANNING COUNCIL OF  
THE FUN COAST, INC

XX\_\_\_\_\_ ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX\_\_\_\_\_ CERTIFIED COPY

CONTACT PERSON: Matthew Young - EXT. 2962

EXAMINER'S INITIALS: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 11, 2009

CSC  
ATTN: MATTHEW YOUNG

**RESUBMIT**  
Please give original  
submission date as file date.

SUBJECT: ESTATE PLANNING COUNCIL OF THE FUN COAST, INC  
Ref. Number: W09000053925

We have received your document for ESTATE PLANNING COUNCIL OF THE FUN COAST, INC and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

An effective date may be added to the Articles of Incorporation if a 2010 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White  
Regulatory Specialist II  
New Filing Section

Letter Number: 509A00037799

**ARTICLES OF INCORPORATION  
FOR  
ESTATE PLANNING COUNCIL OF THE FUN COAST, INC.**

**(A Corporation Not for Profit)**

**FILED**

2009 DEC 10 P 12:07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 617, Florida Statutes the undersigned corporation adopts these Articles of Incorporation, to wit:

**ARTICLE I.**

**NAME**

The name of this corporation shall be the Estate Planning Council of the Fun Coast, Inc., a Florida not for profit corporation.

**ARTICLE II.**

**PURPOSES**

The organization is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under appropriate sections of the Internal Revenue Code, or corresponding section of any future federal tax code.

The purpose of the Council shall be:

**Section 1.** To foster cooperation and a cordial relationship among the members of the various professionals in the field of estate planning;

**Section 2.** 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

**Section 3.** To encourage its members to have as their ultimate goal the rendering of the best professional service to the public.

**Section 4.** To receive funds and to acquire property by grant, gift, purchase, devise or bequest and to administer and expend funds to promote and represent the common interest of and to improve conditions among its members for the benefit of the corporation and the community, and not for pecuniary profit to any individual member.

In undertaking these purposes, the corporation shall only act or approve actions consistent with and within the meaning of Section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future United States Tax Code.

### **ARTICLE III**

#### **POWERS**

In furtherance of the purposes set forth in Article II, the Corporation shall have all of the powers and duties of a corporation organized under the Florida Not For Profit Act and other applicable state statutes, including, but not limited to, the power to raise and expend funds for research, training, education.

The powers stated herein shall be construed as purposes as well as powers, and the matters expressed in any clause shall not be limited by reference to or inference from the terms, but shall be regarded as independent purposes and powers; the enumeration of specific purposes and powers shall not be construed to limit or restrict the meaning of general terms of the general

powers; nor shall the express of one thing be deemed to exclude another not expressed, although it be of like nature.

The corporation shall have all of the powers necessary or desirable to perform its obligations and duties and to exercise the rights and powers set out in:

**Section 1.** To fix and to collect assessments or other charges to be levied against the members;

**Section 2.** To manage, control, operate, and maintain the business of the organization;

**Section 3.** To enforce covenants, conditions, or restrictions affecting any member or members in instances the corporation may be authorized to do so under any rule or by law;

**Section 4.** To engage in activities which will actively foster, promote, and advance the common interest of the members;

**Section 5.** To buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right of interest therein for any purpose of the corporation;

**Section 6.** To borrow money for any purpose as may be limited in the By-Laws;

**Section 7.** To enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the corporation, with or in association with any

other Estate Planning Council (local, regional or national), corporation, or other entity or agency, public or private;

**Section 8.** To adopt, alter, and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the corporation.

Notwithstanding any other provision of these articles, the bylaws of the corporation or any other governing document, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt under Section 501 (c) (6) of the Internal Revenue Code and its regulation as they now exist or as they may hereinafter be amended, or by any corresponding provision or regulation as they now exist or as they may hereafter be amended.

#### **ARTICLE IV.**

##### **QUALIFICATION OF MEMBERS**

Any person, corporation or other business organization shall be entitled to membership in accordance with the provisions of the By-Laws.

#### **ARTICLE V**

##### **TAX RESTRICTIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees or officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make reimbursement for expenses incurred in connection with the business or activities of the Corporation. Further,

the Corporation shall not engage in business for profit. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) (6) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Code).

## **ARTICLE VI**

### **OFFICERS**

The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be provided in the By-Laws. 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**

The business affairs of this corporation shall be managed by the Board of Directors.

**Section 1.** The number of Directors may be increased or decreased by the Board of Directors, but shall never be less than three nor more than thirteen.

The names of the initial Directors of this corporation are:

Charles M. Helm(P)	W. Bruce Van Deusen(VP)	Kent Ryan
Erin Wynn-Masters(S)	John A. Pascucci(T)	Edward Pruitt
Timothy J. Conner(PP)	Gail E. Lampert	David Santos
Robert E. Schroeder	Gary Wheeler	Bill Tol



**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.

## **ARTICLE VIII.**

### **BY-LAWS**

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.

## **ARTICLE IX.**

### **AMENDMENTS**

These Articles of Incorporation may be amended as provided by Florida law.

## **ARTICLE X.**

### **MAILING ADDRESS**

The mailing address of the corporation shall be Post Office Box 354488, Palm Coast, Florida, 32135 and the physical address is 4488 N. Oceanshore Blvd., Palm Coast, Florida 32137. The Board of Directors may, from time to time, move the principal office to any other address in Flagler County.

## **ARTICLE XI.**

### **DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (6) of the Internal Revenue Code, or corresponding section of any future federal tax code,

or shall be distributed to the federal government, or to a state or local government, for a public purpose.

**ARTICLE XII.**

**RESIDENT AGENT**

The Resident Agent for this corporation shall be Timothy J. Conner, Attorney, 4488 North Oceanshore Boulevard, Palm Coast, Florida 32137, to accept service of process within this State as to this corporation.

**ARTICLE XIII.**

**INDEMNIFICATION**

Every Director and 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 in connection with any proceeding or any settlement of any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a Director or Officer at the time said expenses 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. The corporation is empowered and authorized to obtain insurance to protect the interests of the corporation and its Officers and Directors consistent with the provisions of this Article.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation this 3rd day of DECEMBER 2009.

  
Timothy J. Conner, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

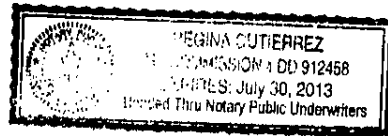
Having been designated as registered agent to accept service of process for the above-stated corporation, at the registered office above, I hereby accept said designation, agree to act in this capacity, and agree to comply with the provisions of Section 48.091, Florida Statutes relative to keeping open said office.

  
\_\_\_\_\_  
Registered Agent

**STATE OF FLORIDA  
COUNTY OF FLAGLER**

The foregoing instrument was acknowledged before me this 3rd day of Dec. 2009, by Timothy J. Conner who is personally known to me or who has produced \_\_\_\_\_ as identification and who did/did not take an oath.

  
\_\_\_\_\_  
NOTARY PUBLIC  
My Commission Expires:



**FILED**  
2009 DEC 10 P 12:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA