

12-22-2015

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FROM: GRAY ROBINSON

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Florida Department of State
Division of Corporations
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**FLORIDA PROFIT/NON PROFIT CORPORATION
WINDSONG PARK, INC.**

Certificate of Status	0
Certified Copy	1
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December 23, 2015

FLORIDA DEPARTMENT OF STATE
Division of Corporations

GRAYROBINSON, P.A.

SUBJECT: WINDSONG PARK, INC.
REF: W15000082011

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list at least one incorporator with a complete business street address.

If you have any further questions concerning your document, please call (850) 245-6052.

Thomas Chang
Regulatory Specialist II
New Filing Section

FAX Aud. #: H15000301342
Letter Number: 815A00026834

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**ARTICLES OF INCORPORATION
OF
WINDSONG PARK, INC., a Florida not for profit corporation**

The undersigned hereby presents these Articles of Incorporation for the formation of a Florida not for profit corporation pursuant to the Florida Not For Profit Corporation Act, as provided in Chapter 617 of the Florida Statutes.

**ARTICLE I.
NAME**

The complete legal name of this Corporation shall be WINDSONG PARK, INC.

**ARTICLE II.
PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The address of the principal office and mailing address of the Corporation is 415 South Kentucky Avenue, Lakeland, Florida 33801.

**ARTICLE III.
DURATION**

The term of existence of the Corporation is perpetual unless it shall be dissolved pursuant to the laws of the State of Florida. The corporate existence shall commence with the filing of these Articles of Incorporation.

**ARTICLE IV.
PURPOSE**

The purposes for which the Corporation was formed are:

(a) The Corporation is organized exclusively for developing, furnishing and maintaining a park, recreational facilities and public works for the public good and any and all related charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable purposes, all for the public by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, lease, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the

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trust instrument under which the property is received including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than an "exempt organization" or for other than "exempt purposes" within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as now in force or afterward amended, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to §501(c)(3) of the Internal Revenue Code of 1986, as now in force or later amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them, and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Florida Statutes for developing, furnishing and maintaining a park, recreational facilities and public works for charitable purposes all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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 the purposes set forth in these Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except that, if the Corporation so elects, it may make such expenditures in conformity with § 501(c)(3) of the Internal Revenue Code) and the Corporation shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under § 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(c) Included among the developing, furnishing and maintaining a park, recreational facilities and public works and other related charitable purposes for the public good for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article IV are the following:

1. developing, furnishing and maintaining a green space; amphitheater, gardens and meeting space; walking, running and biking trails; boardwalks; wedding venue; boating ponds; playgrounds; food service in support of a park; heritage features; shuttles; and field activities, and
2. any other related charitable purposes.

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(d) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers earlier set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes of any part of parts thereof, provided the same are not inconsistent with the laws under which this Corporation is organized.

ARTICLE V.
BYLAWS

Except as otherwise provided therein, the Bylaws of this Corporation shall be made, altered and rescinded by a majority vote of the Board of Directors voting at any regular Board of Directors meeting or at a special meeting called for that purpose.

ARTICLE VI.
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of not less than three (3) voting Directors and no more than nine (9) voting Directors and by such other officers of the Corporation as the Corporation may hereafter see fit to name and designate as provided in the Bylaws. The number of Directors may be increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than three (3) voting members. The initial Board of Directors shall consist of eight (8) Directors hereinafter named:

Hoyt R. "Barney" Barnett
5815 Live Oak Drive
Lakeland, Florida 33813

Carol J. Barnett
5815 Live Oak Drive
Lakeland, Florida 33813

Harold W. Tinsley
4501 Clements Road
Lakeland, Florida 33811

David F. Bunch
415 South Kentucky Avenue
Lakeland, Florida 3380

Jean H. Bunch
415 South Kentucky Avenue
Lakeland, Florida 33801

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Wesley R. Barnett
5518 Live Oak Drive
Lakeland, Florida 33813

Nicholas J. Barnett
5518 Live Oak Drive
Lakeland, Florida 33813

Martha W. Tinsley
4501 Clements Road
Lakeland, Florida 33811

The method of election of Directors shall be set forth in the Bylaws.

ARTICLE VII.
INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is One Lake Morton Drive, Lakeland, Florida 33801, and the name of the Corporation's initial registered agent at that address is David D. Hallock, Jr.

ARTICLE VIII.
AMENDMENTS

Any amendments to these Articles of Incorporation shall be adopted in the manner set forth in the Bylaws.

ARTICLE IX.
INDEMNIFICATION

This Corporation shall indemnify the officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE X.
DISSOLUTION

In the event of the dissolution of this Corporation, any assets of said Corporation then remaining shall be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE XI.
CHARITABLE PURPOSE

This organization is organized exclusively for charitable purpose within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended.

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**ARTICLE XII.
INCORPORATOR**

The name and address of the Incorporator is:

David D. Hallock, Jr.
One Lake Morton Drive
Lakeland, Florida 33801

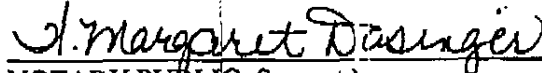
IN WITNESS WHEREOF, the undersigned Incorporator of the Corporation has executed these Articles of Incorporation this 23rd day of December, 2015.


DAVID D. HALLOCK, JR.

STATE OF FLORIDA
COUNTY OF POLK

THE FOREGOING INSTRUMENT was acknowledged before me this 23rd day of December, 2015, by DAVID D. HALLOCK, JR., on behalf of WINDSONG PARK, INC., a Florida not-for-profit corporation, who is ☒ personally known to me.





NOTARY PUBLIC, State at Large

H. MARGARET DASINGER

(Type or Print Name of Notary)

My commission expires: JUNE 26, 2018

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, HEREBY ACCEPTS THE APPOINTMENT AS SUCH REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. THE UNDERSIGNED FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL FLORIDA STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF THE UNDERSIGNED'S DUTIES. THE UNDERSIGNED FURTHER CERTIFIES THAT THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF SUCH POSITION AS REGISTERED AGENT.

SIGNATURE: 

DAVID D. HALLOCK, JR.,
Registered Agent

Date Signed: December 23, 2015

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