

N17000011857

Noreen Fenner

(Requestor's Name)

8489 Cabin Hill Rd

(Address)

(Address)

Tallahassee FL 32311

(City/State/Zip/Phone #)

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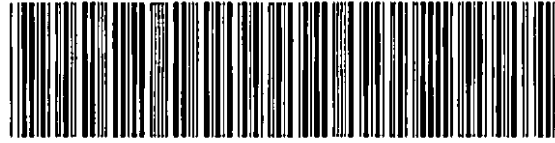
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ARTICLES OF INCORPORATION
OF
MOVING TALLAHASSEE FORWARD, INC.

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation (the "Corporation") under the laws of the State of Florida.

ARTICLE I

Name and Address

The name of the Corporation shall be Moving Tallahassee Forward, Inc. and the address of the Corporation is 8489 Cabin Hill Road, Tallahassee, Florida 32311.

ARTICLE II

Nature of Business

The Corporation shall be organized as a not-for-profit corporation under Chapter 617, Florida Statutes. The Corporation is organized and the primary purpose of the Corporation is to engage in exempt function activity as described in Section 527 of the Internal Revenue Code of the United States, which activities are exempt from taxation under such section. Such primary activities include, but are not limited to, attempting to influence the selection, appointment, election, or nomination of any individual to any federal, state, or local public office or office of a political organization. No part of the Corporation's earnings shall inure to the benefit of, or be distributed to its members, directors, trustees, officers, or other private persons, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of its purpose.

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ARTICLE III

Stock/Members

The Corporation shall not initially have any members. If the Board of Directors later determines, the Corporation may have one or more non-stock owning members who shall be admitted as set forth in the Bylaws of the Corporation. The designation of such class or classes, the qualifications and rights of the members of each class, and any quorum and voting requirements for meetings and activities of the members and the notice requirements for meetings and activities of the members shall be set forth in the Bylaws.

ARTICLE IV

Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

Amber Stoner
Shutts & Bowen, LLP
215 South Monroe Street
Suite 804
Tallahassee, Florida 32301

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ARTICLE V

Term of Corporate Existence

The Corporation shall exist perpetually unless dissolved according to law. Upon dissolution of the Corporation, the residual assets of the Corporation shall be distributed to another organization primarily organized for the purpose of engaging in exempt function activity under Section 527 (whether or not tax exempt), or a nonprofit fund, foundation, or corporation that is organized exclusively for either charitable or social welfare purposes, having established its tax-exempt status under either Section 501(c)(3)

or 501 (c)(4) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to a state or local government, for a public purpose.

ARTICLE VI

Address of Registered Office and Registered Agent

The address of the initial registered office of the Corporation in the State of Florida shall be 8489 Cabin Hill Road, Tallahassee, Florida 32311. The name of the initial registered agent of the Corporation at the above address shall be Noreen A. Fenner. The Board of Directors may change the registered office to any other address in the State of Florida or change the registered agent.

ARTICLE VII

Directors

The business of the Corporation shall be managed by a Board of Directors consisting of at least three (3) persons, the exact number to be determined in accordance with the Bylaws. The directors shall be elected as provided in the Bylaws. The initial directors of the Corporation are:

J. Russell Price

J. Brent Pichard

Catherine Baer

ARTICLE VIII

Officers

The corporation shall have a President, a Vice-President, a Secretary, and a Treasurer and may have additional and assistant officers, including without limitation,

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two or more Vice-Presidents, Assistant Secretaries and Assistant Treasurers. The same person may hold any two or more offices except that the President and Vice-President shall not be the same person. The officers may be amended as provided in the Bylaws. The initial officers of the Corporation are:

J. Russell Price	Chairman, President
J. Brent Pichard	Vice-President
Catherine Baer	Secretary/Treasurer

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ARTICLE IX

Indemnification of Directors and Officers

(a) The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director, officer, employee, or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interest of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action

was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(b) Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a director or officer seeks indemnification were properly incurred and that such director or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. No indemnification or advancement shall be provided if prohibited by law. Such determinations shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of members who were not parties to such action, suit or proceeding.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph (a) above upon a preliminary determination by the Board of Directors that such person has met the application standards of conduct set forth in paragraph (a) above, subject to paragraph (b) above, and upon receipt of an undertaking by such person to repay all amounts expended

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by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article and applicable law. If the Corporation elects to assume the defense, counsel chosen by it and not objected to in writing for valid reasons by such person shall conduct such defense. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

ARTICLE X

These Articles of Incorporation may be amended in any manner provided for law and all rights conferred upon members hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation has hereunto set his signature and seal this 20th day of November, 2017.


AMBER STONER

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2017

STATE OF FLORIDA

COUNTY OF LEON

Amber Stoner, who is personally known to me, acknowledged this instrument before me this 20th day of November, 2017.



BELINDA MILTON
MY COMMISSION # FF 120149
EXPIRES: June 13, 2018
Bonded Thru Budget Notary Services

A handwritten signature in cursive script, appearing to read "Belinda Milton", written over a horizontal line.

Notary Public
My commission expires:


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CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Florida Statutes Section 48.091 and 617.0501, the following is submitted:

MOVING TALLAHASSEE FORWARD, INC. desiring to organize as a not-for-profit corporation under the laws of the State of Florida, has designated 8489 Cabin Hill Road Tallassee, Florida 32311, as its initial Registered Office and has named Noreen A. Fenner, located at said address, as its initial Registered Agent.

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and aggress to comply with the provisions of Florida Statutes Section 48.091 relative to keeping the office open.



Noreen A. Fenner

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