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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** Florida Association of Independent Nursing Schools, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee &  
Certificate of  
Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Bob L. Harris  
\_\_\_\_\_  
Name (Printed or typed)

2618 Centennial Place  
\_\_\_\_\_  
Address

Tallahassee, Florida 32308  
\_\_\_\_\_  
City, State & Zip

850-222-0720  
\_\_\_\_\_  
Daytime Telephone number

bharris@lawfla.com  
\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION  
OF  
FLORIDA ASSOCIATION OF INDEPENDENT NURSING SCHOOLS, INC.**

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We, the undersigned hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida, applicable to corporations not for profit, and respectfully petition the Secretary of State for approval of such incorporation under the following proposed Articles of Incorporation:

**ARTICLE I  
NAME AND PRINCIPAL OFFICE**

The name of this Corporation shall be Florida Association of Independent Nursing Schools, Inc., (the "Corporation"). The principal place of business shall be located at: 2618 Centennial Place, Tallahassee, FL 32308. The Corporation may from time to time move the principal office to any other place or places as may be designated by the Board of Directors.

**ARTICLE II  
GENERAL AND SPECIFIC PURPOSES**

This Corporation is organized and operated exclusively for the purpose of promoting the common interests of its members under section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(6). The common business interest of this Corporation shall be to promote independent nursing schools licensed or organized in Florida. The Corporation's purpose and primary activity will be to improve the business conditions of independent nursing schools in Florida through collaboration, advocacy, and training. At no time will the purpose of the Committee be to promote the individual needs of any individual member, but rather is to promote the common business needs of all members in the direction of their business.

The specific and primary purposes for which the Corporation is formed are to provide resources for its members in the design, direction, and promotion of their activities as Florida-based independent schools of nursing, including but not limited to:

- Advocating for independent nursing schools and their faculty, staff, and students;
- Assisting in the design and development of nursing school curriculum, clinicals, and structure consistent with applicable requirements;
- Researching and gathering information and data to promote the legitimate business interests of its member schools;
- Developing models and platforms upon which independent nursing schools can be designed to sustain growth and efficacy in their business interests; and,
- Training and mentoring for nursing programs and their administrators.

The Corporation may engage in political activity as long as these activities further or relate to the common business interests of the Corporation as a non-profit entity and are consistent with and not contrary to or in contravention of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or any successor provision thereof. The permissible political activities include lobbying,

efforts to persuade or defeat legislation, support of or opposition to political candidates, and carrying on propaganda and information collection and sharing.

### **ARTICLE III** **USE OF INCOME**

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 Two hereof. All revenues received from the conduct of Corporation business, and all property within its possession, shall be used solely to defray expenses, compensate employees and maintain the Corporation and not for the direct benefit of the members of this Corporation, either individually or collectively. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not to be permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

In addition:

1. The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
2. The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
3. The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
4. The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
5. The Corporation will not make any taxable expenditures as defined in section 4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **ARTICLE IV** **POWERS OF CORPORATION**

The powers of this Corporation shall be exercised, its properties controlled, and its affairs managed and conducted, by a Board of Directors. The number of Director of the Corporation shall be at least three (3), provided, however, that such number may be changed through a bylaw duly adopted by the Directors. The Directors named herein as the initial Board of Directors shall continue in office until the last annual meeting of the next year of the Corporation for the election of directors and officers or until their successors shall be elected and qualified, unless there occurs a vacancy by resignation, death or removal. In the event of such contingencies arising, vacancies will be filled as provided for in the Bylaws. The annual meeting of the Board of Directors shall be held as such time as may be

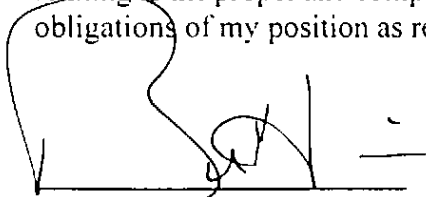
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

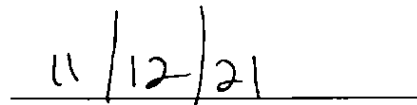
PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is: Florida Association of Independent Nursing Schools, Inc.
  
2. The name and address of the registered agent and office is:

Bob L. Harris, Esq.  
2618 Centennial Place  
Tallahassee, FL 32308

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
(Signature)

  
\_\_\_\_\_  
(Date)

provided by the Bylaws in order to receive reports of officers and committees, pass upon the same and turn over the affairs of the Corporation to the newly elected Board of Directors. Other meetings may be provided for at regular times or may be called by the Board of Directors.

The Corporation is to have the power to do any and all things necessary or expedient for carrying out the said objects and purposes of the Corporation and, in general to possess all rights, privileges, and immunities, and enjoy all the benefits granted to Corporations of similar character under the laws of the State of Florida.

**ARTICLE V**  
**QUALIFICATION FOR MEMBERSHIP**

The Corporation shall have members. The management of the affairs of the Corporation shall be vested in the Board of Directors as determined by its membership and as provided in the Corporation's Bylaws.

**ARTICLE VI**  
**TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VII**  
**NAMES OF SUBSCRIBERS**

The name and address of the person subscribing to these Articles of Incorporation is as follows:

Bob L. Harris, Esq.  
2618 Centennial Place  
Tallahassee, FL 32308

**ARTICLE VIII**  
**DIRECTORS OFFICERS**

The Board of Directors shall elect the following officers: Chairperson/President, and Secretary/Treasurer, and such other officers as the By-Laws of this Corporation may authorize the Directors to elect from time to time. The officers shall be elected in accordance with the Corporation's Bylaws. The initial board of directors, and their corresponding offices, if any, are as follows:

- Bob L. Harris, Director and Chairperson/President  
2618 Centennial Place, Tallahassee, FL 32308
- James J. Dean, Director and Secretary/Treasurer  
2618 Centennial Place, Tallahassee, FL 32308
- Cameron H. Carstens, Director  
2618 Centennial Place, Tallahassee, FL 32308

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TALLAHASSEE, FLORIDA  
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**ARTICLE IX**  
**INDEMNIFICATION OF**  
**DIRECTORS OR OFFICERS**

The Corporation shall indemnify any Officer or Director made a part or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

1. Whether civil, criminal, administrative or investigative, other than on, by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person in his or her capacity of Director, Officer, employee or agent of any other Corporation, partnership, joint venture, trust or other enterprise which he or she served at the request of the Corporation, against judgments, fines, amounts paid in settlement and expenses, including attorney's fees, actually and reasonably incurred as a result of such action, suit or proceeding to any appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceeding, 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 in itself 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 or that he or she had reasonable grounds for belief that such action was unlawful.
2. By or in the right of the Corporation to procure a judgment in its favor by reason of his or her being or having been a Director or Officer, employee or agent of the Corporation, or by reason of his or her being or having been a Director, Officer, employee or agent of any other Corporation, partnership, joint venture, trust or other enterprise which he or she served at the request of the Corporation, against the expenses, including attorney's fees, actually and reasonably incurred by him or her in connection with the defense or settlement of such action, or in connection with the defense or settlement of such action or suit, including 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 interests of the Corporation, except that 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 or her duty to the Corporation.
3. Any indemnification under Section (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 needs indemnification were properly incurred and that such Director or Officer acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and that with respect to any criminal proceeding or action, he or she had no reasonable ground for belief that such action was unlawful. The Board of Directors shall make such determination by a majority vote of a quorum consisting of Directors who are not parties to such action, suit or proceeding.
4. The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of Section (a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standard of conduct set forth in Section (a) above, and upon receipt of an undertaking by such person to

repay all amounts expended 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 the Section. 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 the Corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him or her, unless there are conflicting interests between or among such persons and other parties represented in the same action, suit or proceeding by such counsel retained by such person, in which case the reasonable expenses or such additional representation shall be within the scope of the indemnification intended of such person is ultimately determined to be entitled thereto as authorized in the Section.

5. The foregoing rights if indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

#### **ARTICLE X** **BYLAWS**

The Board of Directors shall have the right to make and adopt such By-Laws as they shall deem proper and advisable and such Bylaws shall be made, adopted, altered and rescinded pursuant to the procedures outlines in the Bylaws.

#### **ARTICLE XI** **AMENDMENTS TO BY-LAWS AND** **ARTICLES OF CORPORATION**

The Corporation reserves the right to amend in any manner these Articles of Incorporation by the affirmative vote of the majority of the members of its Board of Directors as provided for by law. Amendments to the Articles of Incorporation, when approved by the Board of Directors, must also be forwarded to the Secretary of the State of Florida and filed and approved by the Secretary before the same shall become effective.

#### **ARTICLE XII** **RESIDENT AGENT**

The Resident Agent for the Corporation, who shall serve until officially changed, shall be:

Bob L. Harris, Esq.  
2618 Centennial Place  
Tallahassee, FL 32308

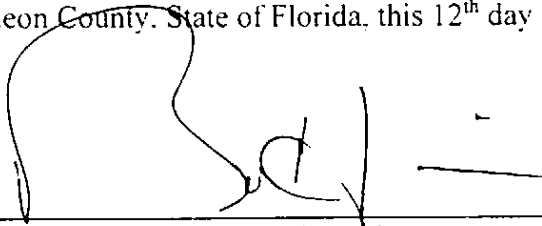
#### **ARTICLE XIII** **DISBURSEMENT OF ASSETS UPON DISSOLUTION**

Upon the dissolution of this Corporation, all of its assets remaining after payments of all costs and expenses of such dissolution, including residual assets, shall be distributed by the Board of Directors, by majority vote, for one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code, including to organizations which have qualified for exemption under 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code,



or to the Federal Government, or to the local, state or Federal government, for public purpose. Dissolution shall be done in accordance with Section 6043(b) and Treasury Regulations 1.6043-3, as may be amended from time to time. None of the assets will be distributed to any member, director, officer, or trustee of this Corporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principle office of the Corporation is then located, exclusively for such exempt purposes or to such exempt organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

WITNESS the hand and seal of the Incorporator in Leon County, State of Florida, this 12<sup>th</sup> day of November, 2021.



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Bob L. Harris, Esq., Registered Agent

**FILED**  
2021 NOV 16 AM 10:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA