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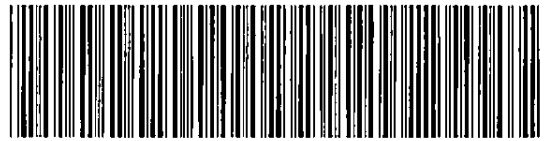
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COVER LETTER

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

SUBJECT: CENTER FOR NONPROFIT EXCELLENCE OF NORTH CENTRAL FLORIDA, 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: Theresa Beachy

Name (Printed or typed)

300 East University Avenue # 100

Address

Gainesville, Florida 32601

City, State & Zip

352-318-7766

Daytime Telephone number

tbeachy@cnencf.org

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
CENTER FOR NONPROFIT EXCELLENCE OF NORTH CENTRAL FLORIDA, INC.**

(In compliance with Chapter 617, F.S., (Not for Profit))

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, submits the following Articles of Incorporation for **CENTER FOR NONPROFIT EXCELLENCE OF NORTH CENTRAL FLORIDA, INC.**

ARTICLE I

Name

The name of the Corporation is **Center for Nonprofit Excellence, Inc.** (the "Corporation"), a Florida corporation, not for profit.

ARTICLE II

Principal Office and Mailing Address

The principal office of the Corporation shall be located at: 300 East University Avenue # 100, Gainesville, Florida 32601. The mailing address of the Corporation shall be: 300 East University Avenue # 100, Gainesville, Florida 32601.

ARTICLE III

Purpose

The Corporation is organized exclusively for charitable, educational or scientific purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, (or corresponding provision of any future United States Internal Revenue Code) (the "Code") including, without limitation, the purposes to receive money for, among other charitable purposes and related business purposes, the

making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Code and for any other charitable purpose permitted under §501(c)(3) of the Code.

ARTICLE IV

Manner of Election

The manner in which the directors and officers are elected and appointed shall be as set forth in the Corporation's bylaws.

ARTICLE V

Initial Officer(s) and/or Directors

(a) Designated Board of Directors. The names and addresses of the Corporation's first members of its Board of Directors are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Dr. Theresa Beachy	President/CEO	300 East University Avenue # 100, Gainesville, Florida 32601
John C. Barli	Chair	300 East University Avenue # 100, Gainesville, Florida 32601
Dr. Karen Ehlers	Secretary	300 East University Avenue # 100, Gainesville, Florida 32601
Debbie Frederick	Treasurer	300 East University Avenue # 100, Gainesville, Florida 32601
Stephen Walker	Director	300 East University Avenue # 100, Gainesville, Florida 32601
Laura Gruber	Director	300 East University Avenue # 100, Gainesville, Florida 32601
Carrie Lee	Director	300 East University Avenue # 100, Gainesville, Florida 32601
Victoria Stevenson	Director	300 East University Avenue # 100, Gainesville, Florida 32601

ARTICLES VI

Duration of Existence

The Corporation shall exist perpetually until dissolved by due process of law.

ARTICLES VII

Members

The qualifications for members of the Corporation and the manner of their admission shall be regulated by the bylaws.

ARTICLES VIII

Powers and Management of Corporate Affairs

(a) Powers. The Corporation has all the powers granted corporations under the laws of Florida. However, notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in §501(c)(3) of the Code. The Corporation shall have no power, nor shall it directly or indirectly engage in any activity that would (i) prevent it from obtaining exemption from federal income taxation as a corporation described in §501(c)(3) of the Code, or (ii) cause it to lose such exempt status.

The Corporation may, in its bylaws, grant powers, provided such powers are not in conflict with the laws of Florida nor these Articles of Incorporation, to its Board of Directors in addition to the powers and authorities expressly conferred on them by statute.

(b). Management of Corporate Affairs. The powers of the Corporation shall be exercised, its properties controlled and its affairs conducted by its Board of Directors. The number of the Corporation's Board of Directors shall never be less than three (3) members, and no more than thirteen (13). The method of selection of Directors and Officers are stated in the bylaws of the Corporation. The Directors named herein, as the first Board of Directors, shall hold office until the first meeting of the Corporation at which time an election of the Board of Directors shall be held.

Directors elected at the first annual meeting shall serve for a term of two (2) years, with election for up to three (3) terms consecutively. Annual meetings shall be held at the principal office of the Corporation or such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all members of the Board of Directors collectively consent in writing to such action. Any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Board of Directors, and such written consent shall be filed with the minutes of the proceedings of the Board of Directors. Any certificate or other document filed under any provision of law which relates to action so taken, under written consent, shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and bylaws of the Corporation authorize the Board of Directors to do so. Such a statement shall be prima facie evidence of authority to do so.

ARTICLES IX

Prohibited Activities

No part of the net earnings of the Corporation shall inure to the benefit of, nor be distributable to, its trustees, 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 §501(c)(3) purposes.

The Corporation shall engage in lobbying, education, and advocacy activities as permitted under applicable federal laws governing tax-exempt organizations. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign

on behalf of, or in opposition to, any candidate for public office nor shall the Corporation engage in any activities that are unlawful under the applicable federal, state or local laws.

The Corporation shall not be operated for the primary purpose of carrying on a trade or business for profit.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by the following: (a) a Corporation exempt from Federal income tax under §501(c)(3) of the Code; (b) by a Corporation, contributions to which are deductible under §170 of the Code.

The Corporation is organized and operated as a corporation exempt from private foundation status under §509(a) of the Code. However, for any period during which the Corporation is a “private foundation” as defined by §509 of the Code, the Corporation shall be subject to the following restrictions and prohibitions:

(a) The Corporation shall make distributions for each taxable year at such time and in such manner as not to become subject to the tax imposed on undistributed income by §4942 of the Code;

(b) The Corporation shall not engage in any act of self dealing as defined in §4941(d) of the Code;

(c) The Corporation shall not retain any excess business holdings which will subject it to tax under §4943 of the Code;

(d) The Corporation shall not make any investments in a manner such as to subject it to tax under §4944 of the Code; and

(c) The Corporation shall not make any taxable expenditure as defined in §4945(d) of the Code.

ARTICLES X

Indemnification

Every person who now is or hereafter shall be a Director or Officer of the Corporation shall be indemnified by the Corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit or proceeding of whatever nature to which he or she is or shall be made a party by reason of him or her being having been made a member of the Board of Directors or Officer of the Corporation (whether or not he or she is a Director or Officer of the Corporation at the time he or she is made a party to such action, suit or proceeding or at the time such cost or expense is incurred by or imposed upon him or her), except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duties as such Director or Officer. The right of indemnification herein shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

ARTICLES XI

Bylaws

The Board of Directors of the Corporation may provide such bylaws for such conduct of the business of the Corporation and carrying out its purpose as such Directors may deem necessary from time to time. Upon notice properly given, the bylaws may be amended, altered or rescinded by majority vote of the members of the Board of Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in Chapter 617, Florida Statutes.

ARTICLES XII

Dissolution and Distribution of Assets

Upon the dissolution of this Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, religious, scientific, educational, or such other exempt purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Code, or to a federal, state, or local government body to be used for exclusively public purposes. No member of the Board of Directors of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. Any such assets not so disposed of shall be disposed of by the Circuit Court of Pinellas County or in the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLES XIII

Amendments to These Articles of Incorporation

An amendment to these Articles of Incorporation may be proposed by any member of the Board of Directors or any Officer, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Board of Directors.

ARTICLES XIV

Registered Agent and Office

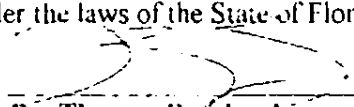
The name of the initial registered agent of the Corporation is **Dr. Theresa Beachy**, and the address of the registered agent is: 11100 NW 11th Avenue Gainesville, Florida, 32606.

ARTICLES XV

Incorporator

The name of the incorporator of the Corporation is **Dr. Theresa Beachy**, and her address is: 11100 NW 11th Avenue Gainesville, Florida, 32606.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation on this 11 day of July, 2025 for the purpose of forming the Corporation not for profit under the laws of the State of Florida.

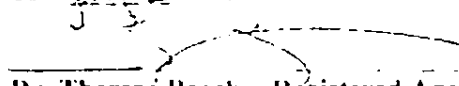


Dr. Theresa Beachy, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE XIV OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED AGREES TO ACT IN THIS CAPACITY AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES.

DATED THIS 11 DAY OF July, 2025.



Dr. Theresa Beachy, Registered Agent