

N95000002399

Smith
Smith &
Parker
ATTORNEYS AT LAW, P.A.

Michael S. Smith
Stephen A. Smith, P.A.
Gregory S. Parker

May 16, 1995

800001491898
-05/17/95--01132--020
****122.50 ****122.50

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

FILED
95 MAY 17 11 10 58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: TAYLOR COUNTY 4-H FOUNDATION, INC.

Dear Sir/Ma'am:

Enclosed herewith for processing is the original and one copy of the proposed corporate charter for the above referenced corporation, together with our check in the amount of \$122.50 to cover the necessary charges.

If further information or monies are required, please contact our office and inform us of such. We would appreciate your returning to this firm a certified copy of the charter.

Thank you for your courtesy and assistance in this matter.

Sincerely,

GREGORY S. PARKER

EFFECTIVE DATE
5/15/95

By: Marilou M. Sullivan
Marilou M. Sullivan, Secretary

/mms
Enclosures

Marilou Sullivan GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art. 8.
DATE 5/18
ATC

9910
518

DOC. EXAM. 411 N. Washington Street P.O. Drawer 579 Perry, Florida 32347

Tel. (904) 684-3812 Fax. (904) 684-7148

**ARTICLES OF INCORPORATION OF
TAYLOR COUNTY 4-H FOUNDATION, INC.**

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation.

**Article 1
NAME**

The name of the Corporation is TAYLOR COUNTY 4-H FOUNDATION, INC.

**Article 2
NOT FOR PROFIT**

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Trustees or Officers, except to the extent permissible under law.

**Article 3
DURATION**

The duration (term) of the Corporation is perpetual.

**Article 4
PURPOSES**

The Corporation is organized, and shall be operated exclusively for the following purposes:

- A. To promote youth development through 4-H programs and activities consistent with the educational objectives of the of the Taylor County Agricultural Extension Service and Florida Agricultural Extension Service of the University of Florida;

FILED
95 MAY 17 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
5/15/95

- B. To foster mental, physical, social, spiritual, and all other aspects of youth development;
- C. To support extension programs in the interest of youth as the Board of Directors of the Corporation may deem appropriate;
- D. To do all and everything necessary and proper for the accomplishment of the objectives enumerated in its Articles of Incorporation or necessary or incidental to the benefit and protection of the Corporation;
- E. To carry on any lawful business necessary or incidental to the attainment of the objectives of the Corporation as provided by law; and
- F. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.
- G. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States internal revenue law.

- H. Notwithstanding any other provisions of these articles, the organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States internal revenue law.
- I. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.
- J. This Corporation shall not, as a substantial part of its activities carry on propaganda or otherwise attempt to influence legislation, nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

Article 5 LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Trustees or Officers, but 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 4 (Purposes) hereof.

**Article 6
MEMBERS**

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members in accordance with the Bylaws and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The Voting Membership shall constitute all persons hereinafter named as subscribers and such other persons as, from time to time hereafter may become Voting Members in the manner provided in the Bylaws.

**Article 7
SUBSCRIBERS**

The names and residences of the subscribers to these articles are:

Name	Address
CONRAD C. BISHOP, JR.	Post Office Box 167 Perry, Florida 32347
LOUISE BUTLER	2752 S. Byron Butler Pkwy. Perry, Florida 32347
DIANE WHITFIELD	Post Office Box 778 Perry, Florida 32347
ANDY BETHEA	Route 5 Box 485-9 Perry, Florida 32347
AL ALEXANDER	118 Mimosa Lane Perry, Florida 32347
HELEN HOUCK	Route 3 Box 464 Perry, Florida 32347
RUDOLPH PARKER	Route 4 Box 625 Perry, Florida 32347

JERRY REGISTER

Route 2 Box 3-A
Perry, Florida 32347

This Foundation shall be neutral in religion and politics and membership shall be considered without regard to age, sex, race, nationality, political opinion, or religious belief.

**Article 8
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of the Corporation is 108 North Jefferson Street, Perry, Florida 32347, and the name of its initial Registered Agent at that address is CLAY B. OLSON. Shall also be known as the corporate address.

**Article 9
INITIAL BOARD OF TRUSTEES**

The management of the Corporation shall be vested in a Board of Trustees. The number of Trustees constituting the initial Board of Trustees is seven. The number of Trustees may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than seven. The Voting Members shall elect the Trustees annually. The Bylaws may provide for ex officio and honorary Trustees, and their rights and privileges.

1. The name and address of each initial Trustee of the Corporation is as follows:

A. CLASS ONE

Name

Address

CONRAD C. BISHOP, JR.

Post Office Box 167
Perry, Florida 32347

LOUISE BUTLER 2752 S. Byron Butler Pkwy.
Perry, Florida 32347

DIANE WHITFIELD Post Office Box 778
Perry, Florida 32347

ANDY BETHEA Route 5 Box 485-9
Perry, Florida 32347

B. CLASS TWO

AL ALEXANDER 118 Mimosa Lane
Perry, Florida 32347

HELEN HOUCK Route 3 Box 464
Perry, Florida 32347

RUDOLPH PARKER Route 4 Box 625
Perry, Florida 32347

C. EX OFFICIO

CLAY OLSON as Taylor County, Florida Extension Director.

TAYLOR COUNTY 4-H AGENT, for Taylor County, Florida.

DEBBIE HUMPHRIES as Taylor County, Florida Extension Home
Economist.

**Article 10
STAGGERED TERMS**

The Directors shall be divided into three classes and hold office for a term of 3 years. The initial Directors shall be elected so that the term of the first class expires at the annual meeting and the term of the second class expires one year later. Ex Officio members shall occupy their Director positions by virtue of their official capacity as listed in the Bylaws. At each annual meeting those Director elected shall be chosen for a full term. Directors shall hold office until their successors have been elected and have qualified.

**Article 11
OFFICERS**

The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Trustees (and may be removed by the Board of Trustees) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

Name	Address	Title
JERRY REGISTER	Route 2 Box 3-A Perry, Florida 32347	President
CLAY B. OLSON	108 North Jefferson Street Perry, Florida	Secretary
DIANE WHITFIELD	Post Office Box 778 Perry, Florida 32347	Treasurer

**Article 12
INCORPORATOR**

The name and address of the Incorporator is as follows:

CLAY B. OLSON
108 North Jefferson Street
Perry, Florida 32347

**Article 13
BYLAWS**

The Bylaws of the Corporation are to be made and adopted by the Board of Trustees, and may be altered, amended or rescinded by the Board of Trustees.

**Article 14
AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges

conferred upon the Members, Trustees and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

**Article 15
INDEMNIFICATION**

The Corporation shall indemnify each Officer and Trustee , including former Officers and Trustees, to the full extent permitted by the laws of the State of Florida.

**Article 16
COMMENCEMENT OF CORPORATE EXISTENCE**

In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

**Article 17
NONSTOCK BASIS**

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 15th day of May, 1995.


CLAY B. OLSON, INCORPORATOR

STATE OF FLORIDA)
)
COUNTY OF TAYLOR)

The foregoing Instrument was acknowledged before me this 15th day of May, 1995, by CLAY B. OLSON, who personally appeared before me at the time of notarization, and who:

- Is personally known to me.
- produced current Florida driver's license as identification.
- produced _____ as identification.

(Seal)



MariLou M. Sullivan
Signature of Notary

Typed Name of Notary
Commission No.: _____
My Commission Expires: _____

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of TAYLOR COUNTY 4-H FOUNDATION, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 15th day of May, 1995.

Clay B. Olson
CLAY B. OLSON, REGISTERED AGENT