

# N96000005009

Stephen Smith/Horn <sup>Director</sup>  
Requestor's Name Hoffman, & Hall

111 S. Monroe Street  
Address

Tallahassee, FL 32301 / 222-9000  
City/State/Zip Phone #

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Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
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(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

FILED  
SEP 27 AM 11:25  
TALLAHASSEE, FL 32301

- ☒ Walk in ☐ Pick up time 9-26-96 4:00-4:30 p.m. ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED  
SEP 27 11:30 AM  
TALLAHASSEE, FL 32301

Mr. Barrett <sup>CAVE</sup>  
AUTHORIZATION BY PHONE TO  
CORRECT TO ADD INC. +  
DATE 9-26-96 Prin. Address  
DOC. EXAM. me

ARTICLES OF INCORPORATION  
OF  
**WEST FLORIDA LIVESTOCK ASSOCIATION** INC.

FILED  
55 SEP 27 11:26  
TALLAHASSEE, FLORIDA

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 I. NAME

The name of the Corporation is: WEST FLORIDA LIVESTOCK ASSOCIATION INC.

ARTICLE II. 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, Directors or Officers, except to the extent permissible under law.

ARTICLE III. DURATION

The duration (term) of the Corporation is perpetual.

ARTICLE IV. PURPOSES

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

- A. To sponsor a Livestock Show and Sale annually for youths and, as conditions permit, to sponsor other shows, sales, or other events designed to further expose youths to the development of the livestock industry in North and West Florida.

- B. 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.
- C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

#### ARTICLE V. LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors 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 IV (Purposes) hereof.

#### ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 2140 W. Jefferson Street, Quincy, Florida 32351, and the name of its initial Registered Agent at that address is Robert H. Maxwell.  
This is also the Principal office and mailing address.

#### ARTICLE VII. INITIAL BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is twenty-two (22). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Voting Members shall elect that portion of the Board of Directors whose terms are then expiring annually. However, since Directors shall be elected for a three (3) year term and to allow for continuity of management, the initial Board

of Directors shall be divided into three (3) groups: those serving for an initial one (1) year term; those serving for an initial two (2) year term; and, those serving an initial three (3) year term. As each Director serves their initial term and it expires, those seats on the Board of Directors shall then be elected for three (3) year terms. The Bylaws may provide for *ex officio* and honorary Directors, and their rights and privileges. The name and address of each Initial Director of the Corporation and their initial term of service, is as follows:

Board of Directors

Initial One (1) Year Term

<u>Name</u>	<u>Address</u>
Stewart Suber	State Road 267 South P. O. Box 349 Quincy, FL 32353-0349
Lawrence Heitmeyer	915 Paul Russell Road Tallahassee, FL 32301
Lynn Lewis	Rt. 3, Box 100 Quincy, FL 32351
Curtis Dollar	Rt. 4, Box 219C Quincy, FL 32351
Jimmy Johns	Rt. 3, Box 2383 Quincy, FL 32351
Wesley Cox	Rt. 1, Box 3135 White Springs, FL 32096

Initial Two (2) Year Terms

<u>Name</u>	<u>Address</u>
Greg Winter	Rt. 1, Box 1700 Havana, FL 32333

Robert Maxwell

State Road 267 South  
P. O. Box 1648  
Quincy, FL 32353

Louis Zanders, Sr.

Rod Shaw Road  
P. O. Box 1081  
Quincy, FL 32353-0181

Albert Cox

Rt. 7, Box 1020  
Quincy, FL 32351

Melvin Jones

Rt. 3, Box 3796  
Quincy, FL 32351

David Cox

Rt. 3, Box 102  
Quincy, FL 32351

Initial Three (3) Year Term

George Johnson

Rt. 1, Box 411-J  
Quincy, FL 32351

Bernard Lewis

Rt. 5, Box 89  
Quincy, FL 32351

Billy Poston

County Road 379A  
P. O. Box 302  
Quincy, FL 32353-0302

John Allen Smith

Rt. 1, Box 1031  
Chattahoochee, FL 32324

Will Maxwell

County Road 268  
P. O. Box 349  
Quincy, FL 32353-0349

Billy VanLandingham

Rt. 4, Box 1359  
Quincy, FL 32351

Lynn Poucher

County Road 85D  
P. O. Drawer D  
Greensboro, FL 32324

Charlotte Pickles

Rt. 4, Box 2177  
Havana, FL 32333

Cal Cooksey

State Road 65 S  
P. O. Box 254  
Quincy, FL 32353-0254

Bobby Durden

State Road 12  
P. O. Box 541  
Havana, FL 32333

#### ARTICLE VIII. 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 Directors (and may be removed by the Board of Directors 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:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	Pilly VanLandingham	Rt. 4, Box 1359 Quincy, FL 32351
Vice- President	Mitch Lewis	Rt. 5, Box 89 Quincy, FL 32351
Secretary	Henry Grant	2140 W. Jefferson Street Quincy, FL 32351
Treasurer	Robert H. Maxwell	State Road 267 South P. O. Box 1648 Quincy, FL 32353

#### ARTICLE IX. INCORPORATION

The name and address of each Incorporator is as follows:

<u>Name</u>	<u>Address</u>
Billy VanLandingham	Rt. 4, Box 1359 Quincy, FL 32351
Mitch Lewis	Rt. 5, Box 89 Quincy, FL 32351
Henry Grant	2140 W. Jefferson St. Quincy, FL 32351
Robert H. Maxwell	State Road 267 South P. O. Box 1648 Quincy, FL 32353

#### ARTICLE X. BYLAWS

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

#### ARTICLE XI. 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, Directors 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 XII. INDEMNIFICATION

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

#### ARTICLE XIII. COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the law 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 XIV. NONSTOCK BASIS

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

#### ARTICLE XV. DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the Federal, State, or Local Government for exclusive public purpose.

In Witness Whereof, the undersigned have signed these Articles of Incorporation on this 22<sup>nd</sup> day of August, 1996.

  
\_\_\_\_\_  
BILLY VANLANDINGHAM

  
\_\_\_\_\_  
MITCH LEWIS



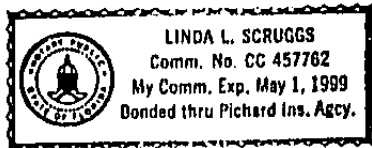
  
HENRY GRANT

  
ROBERT H. MAXWELL

State of Florida  
County of Leon

Before Me personally appeared **BILLY VANLANDINGHAM** who is personally known to me or who has produced \_\_\_\_\_ as identification, that he has acknowledged to and before me that he executed said instrument for the purposes therein expressed..

Witness my hand and official seal this 27 day of August, 1996, in the aforesaid County and State.

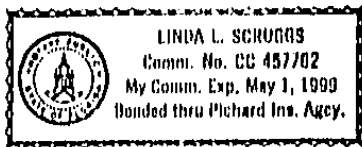


LINDA L. SCRUGGS  
Print Name:  
Notary Public  
State of Florida At Large  
My Commission Expires:

State of Florida  
County of Leon

Before Me personally appeared **MITCH LEWIS**, who is personally known to me or who has produced \_\_\_\_\_ as identification, that he has acknowledged to and before me that he executed said instrument for the purposes therein expressed..

Witness my hand and official seal this 27 day of August,  
1996, in the aforesaid County and State.

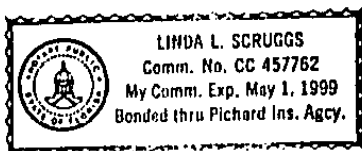


LINDA L. SCRUGGS  
Print Name:  
Notary Public  
State of Florida At Large  
My Commission Expires:

State of Florida  
County of Leon

Before Me personally appeared **HENRY GRANT**, who is personally known to me or who has produced \_\_\_\_\_ as identification, that he has acknowledged to and before me that he executed said instrument for the purposes therein expressed..

Witness my hand and official seal this 27 day of August,  
1996, in the aforesaid County and State.



LINDA L. SCRUGGS  
Print Name:  
Notary Public  
State of Florida At Large  
My Commission Expires:

State of Florida  
County of Leon

Before Me personally appeared **ROBERT H. MAXWELL**, who is personally known to me or who has produced Robt H. Maxwell as identification, that he has acknowledged to and before me that he executed said instrument for the purposes therein expressed..

Witness my hand and official seal this 27 day of August,  
1996, in the aforesaid County and State.

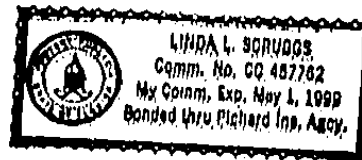
LINDA L. SCRUGGS

Print Name:

Notary Public

State of Florida At Large

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of WEST FLORIDA LIVESTOCK ASSOCIATION, which is contained in the foregoing Articles of Incorporation.  
INC.

Dated this 22 day of August, 1926

Robert H. Maxwell  
Registered Agent

FILED

96 SEP 27 AM 11:26

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N9600005009

Requester's Name

Address

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- (Corporation Name) (Document #)
- (Corporation Name) (Document #)
- (Corporation Name) (Document #)
- (Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

FILED  
97 OCT 22 PM 12:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
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<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Shirley La GAVE  
AUTHORIZATION BY PHONE TO  
CONTACT STATE TO COMMENCE  
DATE 10-23  
BOC. EXAM. 1997

CALL  
10/23

Examiner's Initials

**ARTICLES OF AMENDMENT  
OF  
WEST FLORIDA LIVESTOCK ASSOCIATION INC.**

FILED  
97 OCT 22 PM 12:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

On the *21<sup>st</sup>* day of October, 1997, at 5:30 p.m., the stockholders and directors of **West Florida Livestock Association Inc.**, having been called for a meeting on due notice, and a quorum being present, met for the purpose of conducting business, specifically for authorizing a change in Article IV, regarding Purposes of the corporation, and the following resolution was adopted.

WHEREAS, it has been determined that the Articles of Incorporation as filed with the Secretary of State September 27, 1997, should be amended to further clarify the purposes and powers of the corporation and

WHEREAS, all stockholders and directors are in agreement that said change in Article IV regarding the purposes and powers of the corporation should be made.

NOW THEREFORE, be it resolved that:

1. From the date of execution hereof, Article IV of the Articles of Incorporation shall be amended to read:

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

A. To sponsor a Livestock Show and Sale annually for youths and, as conditions permit, to sponsor other shows, sales, or other

events designed to further expose youths to the development of the livestock industry in North and West Florida.

B. 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

C. The purposes for which this corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 502(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

D. Notwithstanding any other provision of these articles, this 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 provision of any future United States Internal Revenue law.

E. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

and

2. The President of the corporation is hereby authorized to execute any and all documentation necessary to effectuate the change Article IV of the Articles of Incorporation, and to file same with the Secretary of State, Division of Corporations, or any other agency which may require filings

Unanimously adopted this 27<sup>th</sup> day of October, 1997.

**WEST FLORIDA LIVESTOCK ASSOCIATION INC.**

Attest: Mary W. Wright

By: Billy VanLandingham  
BILLY VANLANDINGHAM

(Seal)

Its: **PRESIDENT**

By: Henry Grant  
HENRY GRANT

Its: **SECRETARY**

STATE OF FLORIDA

COUNTY OF LEON

SWORN TO and subscribed before me by BILLY VANLANDINGHAM, President, of West Florida Livestock Association, Inc., and HENRY GRANT, Secretary of West Florida Livestock Association, Inc., on behalf of the corporation. They are personally known to me and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal  
this 27<sup>th</sup> day of October, 1997.

Mary W. Wright  
NAME  
NOTARY PUBLIC  
State of Florida at Large

My Commission Expires



MY COMMISSION # CC612412 EXPIRES  
January 8, 2001  
BOYD ED THRU TROY EARN INSURANCE INC