

JAMES SWEETING, III, P.A.

Attorney at Law

N99000004238

Orlando Office:  
2300 E. Concord Street  
Orlando, FL 32803  
Phone: (407) 896-1125  
FAX: (407) 896-0045  
E-mail: [sweeting@worldramp.net](mailto:sweeting@worldramp.net)

Melanie J. Westfield  
Paralegal-Orlando

Daytona Beach Office:  
444 Seabreeze Boulevard  
Suite 770  
Daytona Beach, FL 32118  
Phone: (904) 255-2770  
FAX: (904) 255-3901  
E-mail: [jaxlaw@jag.net](mailto:jaxlaw@jag.net)

Jackie E. Evans  
Legal Assistant-Daytona

July 1, 1999

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-07/08/99-01026-014  
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Honorable Kathleen Harris  
Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Articles for Incorporation - Non-Profit Organization  
SEMINOLE COUNTYWATCH, INC.

Dear Secretary Harris:

Enclosed please find this firm's check No. 1122, for \$78.85, made payable to the Florida Division of Corporations for the incorporation of the above-referenced non-profit organization and for a certified copy of same. Also enclosed is the original and one copy of the Articles of Incorporation to be filed with the State of Florida, Division of Corporations.

Your cooperation and professional courtesy is appreciated. If you have any questions, please contact my Daytona Beach office at 904-255-2770.

Sincerely,

James Sweeting, III

JSIII/jee  
Enclosures

FILED  
99 JUL -8 AM 9:41  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

B. BROOK JUL 15 1999

**ARTICLES OF INCORPORATION  
OF  
SEMINOLE COUNTYWATCH, INC.**

**FILED**  
99 JUL -8 AM 9:41  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural Persons competent to contract, hereby form a non profit corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation shall be SEMINOLE COUNTYWATCH, INC.

**ARTICLE II - PURPOSE**

The purpose for which this Corporation is formed is to provide citizen support activities for elected and appointed government officials and their entities, to encourage citizen involvement and participation in the political process, to identify and address areas where systemic problems in the local political decision making process exist and to assist elected and appointed officials in resolving these problems.

A. The specific and primary purposes are:

(1) The purposes of which the corporation is organized are exclusively benevolent, charitable, scientific, literary, and educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 or corresponding provisions of any future United Internal Revenue Law.

(2) Notwithstanding any other provisions of these Articles, this organization shall not carry on any other 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 1954 or the corresponding provisions of any future United States Revenue law.

(3) The corporation is irrevocably dedicated to and operated exclusively for nonprofit purposes, and no part of the income or assets of the Corporation shall be distributed to, nor to inure to the benefit of any individual.

B. In furtherance, but not limitation of the foregoing benevolent, charitable, scientific, literary, and educational purposes, the Corporation shall have the following powers:

(1) To collect and disseminate statistics and other information, to conduct investigations, to engage in various fund-raising activities to conduct promotion activities, including advertising and publicity, in or by any suitable manner or media.

(2) To buy, own, sell, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth herein.

(3) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objectives of its business, and to secure the same by mortgage, pledge or other lien on the corporation's property.

(4) To consider and deal by all lawful means with common problems involved in the promotion of economic growth and development among members, through the provision of financial services and support, pooling of

financial resources, participation in community enrichment projects, and to secure and advance cooperative action in advancing common purposes of the members of the association.

### **ARTICLE III - MEMBERSHIP**

A. **ACTIVE MEMBERSHIP.** Any natural person, is eligible to become an active member of the SEMINOLE COUNTYWATCH, INC., with full participation and other privileges, provided he/she is qualified under such rules as the Officers of the Corporation may provide. The initial members of the Corporation shall be those individuals who have presently accepted the responsibility of membership, and are so designated by the present Board of Directors of the corporation.

B. **ASSOCIATE MEMBERSHIP.** Anyone interested in the activities of the Corporation may be awarded an associate membership under such terms and with such privileges as the Officers of the Corporation may determine.

C. **VOTING.** On those issues which may from time to time be brought up for a vote, by the direction of the Board of Directors, each active member shall be entitled to one vote. Proxy voting is permitted.

### **ARTICLE IV - EXISTENCE**

The existence of this Corporation shall be perpetual.

### **ARTICLE V - MEETINGS**

A. **ANNUAL MEETING.** There shall be an annual meeting during the month of July, unless otherwise ordered by the Board of Directors, for voting and transacting other business. Meetings shall be open to all members, of The Board

of Directors. Notice of these meetings, issued by the Secretary, shall be made to the last recorded address of each member of the Board of Directors, at least ten (10) days before the time appointed for the meeting.

B. QUORUM. A majority of the members of The Board of Directors who are present at any one meeting shall represent a quorum.

#### ARTICLE VI - ADDRESS

The street address of the initial office of the corporation shall be 1917 Blossom Lane, Maitland Florida, 32751-3538. The Executive Committee may from time to time designate such other address and place for the principal office of this Corporation as it may see fit.

#### ARTICLE VII - DIRECTORS

This Corporation shall have four (4) Directors initially. The number of Directors may be increased or diminished from time to time by the bylaws, but shall never be less than three.

#### ARTICLE VIII - INITIAL DIRECTORS

The name and street address of the first Board of Directors who shall hold office until their successors are appointed by vote of the Board of Directors, are as follows:

<b>CHAIRMAN:</b>	<b>DOUGLAS ELAM 1917 Blossom Lane Maitland Florida, 32751</b>
<b>VICE PRESIDENT:</b>	<b>HUGH MALOY 1950 Brooks Lane Oveido Florida, 32765</b>
<b>TREASURER:</b>	<b>TERRY PATTEN</b>

**SECRETARY:**

**845 Benchwood Court  
Winter Springs Florida,  
LURLENE SWEETING  
400 Pine Avenue  
Sanford Florida, 32771**

**ARTICLE IX - AMENDMENTS TO ARTICLES**

**These articles may be amended or repealed, in whole or in part, by a majority vote of the Board of Directors.**

**ARTICLE X - BYLAWS**

**Bylaws will be hereafter adopted. Such bylaws may be amended or repealed, in whole or in part, in the manner provided therein, and the amendments to the bylaws shall be binding on all members, including those who may have voted against them.**

**ARTICLE XI- DISTRIBUTION OF ASSETS**

**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 Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.**

**ARTICLE XII- ANTI DISCRIMINATION**

**The corporation does not, nor will not tolerate discrimination, based upon race, sex, creed, national origin, physical handicap, or gender, in the**

administration, organization, production and implementation of any of the corporations services, functions or activities.

**ARTICLE XIII- INDEMNIFICATION**

Any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director, Officer, or Incorporator of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney fees and disbursements, incurred by him (or by his heirs, executors, or administrators) in conjunction with the defense or settlement of such action, suit proceeding, or in conjunction with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding that such Director, Officer, or Incorporator is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director, Officer, or Incorporator or such heirs, executors or administrators may be entitled apart from this Article.

**ARTICLE XIII- REGISTERED OFFICE AND AGENT**

The initial street address in Florida of the initial registered office of the Corporation is 1917 Blossom Lane, Maitland Florida, 32751-3538, and the name of the initial registered agent is DOUGLAS ELAM.

BEFORE ME, the undersigned authority personally appeared, DOUGLAS ELAM, who is to me well known to be the person described in and who provided as identification <sup>FL DL#</sup> E450-162-37-218-0, who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Sanford, in said County and State, this 20th day of May, 1999.

Jean L. Hanson  
NOTARY PUBLIC  
MY COMMISSION EXPIRES:  
Douglas B Elam 5/20/99



Jean L. Hanson  
MY COMMISSION # CC817588 EXPIRES  
May 10, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

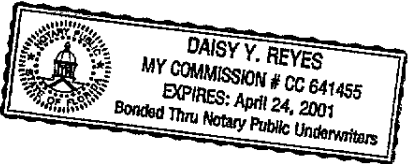
STATE OF FLORIDA  
COUNTY OF SEMINOLE



BEFORE ME, the undersigned authority personally appeared, HUGH MALOY, who is to me well known to be the person described in and who provided as identification FLDL 1400-33536-041, who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Sanford, County and State, this 17 day of May, 1999.

*Daisy Y. Reyes*  
NOTARY PUBLIC  
MY COMMISSION EXPIRES:



*Hugh Maloy*

STATE OF FLORIDA  
COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority personally appeared, TERRY PATTEN, who is to me well known to be the person described in and who provided as identification, JL D/L, who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Seminole, County and State, this 18<sup>th</sup> day of May, 1999.

B. A. Neal

NOTARY PUBLIC

MY COMMISSION EXPIRES:



MY COMMISSION # CC549328 EXPIRES  
May 10, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

State of Florida, Seminole County

Personally Known  or Produced Identification   
Type of I.D. Produced P 350-812-48-177-0

Terry J. Patten  
STATE OF FLORIDA  
COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority personally appeared, LURLENE SWEETING, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and who provided as identification, FL/DL S 352-520-27-795-0, she did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

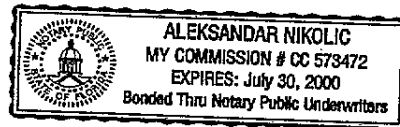
IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Sanford, in said County and State, this 5<sup>th</sup> day of June, 1999.

*Aleksandar Nikolic*

NOTARY PUBLIC

MY COMMISSION EXPIRES: JULY-30-2000.

*Lurlene Sweeting*

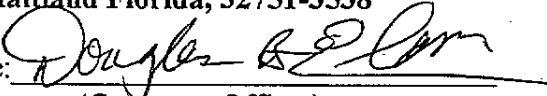


**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, 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: **SEMINOLE COUNTYWATCH, INC.**
  
2. The name and address of the registered agent and office is:

**DOUGLAS ELAM**  
1917 Blossom Lane  
Maitland Florida, 32751-3538


Signature:   
(Corporate Officer)

Title: Chairman

Date: 6/11, 1999

**FILED**  
99 JUL -8 AM 9:41  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**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: 6/11, 1999