

# 721122

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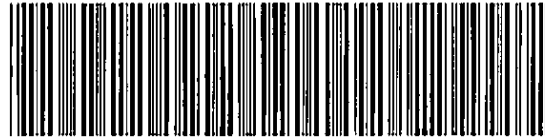
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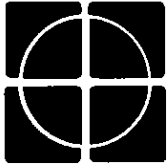
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2019 MAR 12 PM 12:39  
CLERK OF DISTRICT COURT  
ALABAMA

Amended 11/15

MAR 12 2019

ALBRITTON



OERTEL,  
FERNANDEZ,  
BRYANT &  
ATKINSON, P.A.

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OF COUNSEL  
C. ANTHONY CLEVELAND

March 11, 2019

***VIA HAND DELIVERY***

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Amended Articles of Incorporation for Wakulla Senior Citizens Council, Inc., a  
Not-for-Profit Corporation  
Document #721122

Dear Sir or Madam:

Enclosed please find Amended Articles of Incorporation for Wakulla Senior Citizens Council, Inc., a Not-for-Profit Corporation, Document #721122.

Also enclosed is a check in the amount of \$52.50 for the filing fee, a certified copy, and a certificate of status.

I or my paralegal, Allyne Smith, can be reached at (850) 521-0700.

Sincerely,

  
M. Christopher Bryant

Enclosures

**AMENDED ARTICLES OF INCORPORATION**  
**FOR**  
**WAKULLA SENIOR CITIZENS COUNCIL, INC.**  
(A Corporation Not for Profit)

FILED  
2019 MAR 12 PM 12:39  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

For the purpose of organizing a corporation not for profit to the laws of the State Florida, we, the undersigned, do hereby adopt the following Amend Articles of Incorporation, and we do hereby certify as follows:

**ARTICLE I**

The name of this corporation shall be WAKULLA SENIOR CITIZENS COUNCIL, INC. This corporation will also serve as Wakulla Coordinated Transportation.

**ARTICLE II**

The general nature of the objects and purposes of this corporation shall be as follows:

1. Provide activities designed to assist elderly and low income to:
  - a) Make better use of available income,
  - b) Obtain and maintain adequate housing and a suitable living environment;
  - c) Obtain emergency assistance through loans or grants to meet immediate and urgent individual and family needs, including the need for health-related assistance and nutrition;
  - d) Achieve greater participation in the affairs of the community;

2. Coordinate and establish linkages between government and other social services programs to assure the effective delivery of such services to the low income and elderly;
3. Provide services and activities designed to meet the needs of the senior citizens in rural Wakulla County without regard for race, creed or ability to pay. This Corporation shall provide general coordination, planning and direction to further the purpose of Older Americans Act of 1965 and amendments thereto and other state and federal grants available to serve the low income and elderly;
4. Provide coordinated transportation services to the transportation disadvantaged citizens of Wakulla County, Florida;
5. The corporation may exercise all the powers of like corporations, including all powers of like corporations, including all powers of a non-profit corporation or corporation not for profit under the provisions of Chapter 617, Florida Statutes (1996). Furthermore, the Corporation shall have such powers as are necessary to carry out those activities authorized under Section 501 (e)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) and regulations promulgated under the authority of the Secretary of the Treasury and pertaining to the section of the code.
6. This corporation shall not participate or intervene in or campaign on behalf of any candidate for public office.
7. To foster low-income housing, including by creating and being sole member of an LLC to seek funding and develop needed housing.

### **ARTICLE III**

Qualifications of members and manner of their admissions to this council will be:

1. Residence of Wakulla and adjoining Florida Counties
2. Interest in the objectives of the corporation.

The membership of this corporation shall constitute all persons hereafter named as Subscribers and such other persons as from time to time hereafter may become members in the manner provided in the By-Laws.

### **ARTICLE IV**

#### **TERMS OF EXISTENCE**

This corporation shall have a perpetual existence, unless sooner dissolved according to law.

### **ARTICLE V**

#### **SUBSCRIBERS**

The name and residence of the subscriber to these Amended Articles are as follows:

#### **NAMES AND RESIDENCE ADDRESS:**

Kathie A Brown  
94 Driftwood Drive  
Panacea, FL 32346

### **ARTICLE VI**

#### **OFFICERS**

The officers of this corporation shall consist of a Chairman, one or more Vice Chairmen, the number thereof to be determined by the Board of Directors; a Secretary/Treasurer; and such other officers as may be provided in the By-Laws. The names of the persons who are to serve as officers of this corporation are as follows:

<u>Office</u>	<u>Name</u>
Chairman	Kathie A Brown
Vice Chair	Becky Black Gast
Secretary/Treasurer	Jackie Lawhon

The officers of the corporation shall be elected at the annual meeting of the Board of Directors as provided by the By-Laws.

#### **ARTICLE VII**

#### **BOARD OF DIRECTORS**

The business of this corporation shall be managed by a Board of Directors consisting of not less than seven (7), nor more than nineteen (19), members. Election of new members of the Board of Directors shall be at each annual meeting.

#### **ARTICLE VIII**

#### **ELECTION OF OFFICERS**

The Board of Directors shall, immediately after the organizational meeting and each meeting thereafter, elect by a majority vote the following officers: A Chairman, one or more Vice Chairman and a Secretary/Treasurer, whose terms of office shall run for two (2) years. The Board of Directors may, at any such meeting, elect additional officers to such additional positions as they deem desirable to conduct business of the corporation. All such officers shall serve without compensation, but may be reimbursed by the corporation for expenses incurred by them for corporation purposes.

Notwithstanding the provisions herein above, the Board of Directors may, pursuant to duly enacted By-Laws, appoint an Executive Director may be compensated for his services as the Board deems appropriate.

#### **ARTICLE IX**

#### **DIRECTORS**

The names and addresses of the Members of the Board of Directors of this corporation are:

#### **NAMES AND ADDRESSES:**

Quincee Messersmith  
18 Gulf Breeze Drive  
Crawfordville, FL 32327

Virginia Moore  
P.O. Box 457  
Panacea, FL 32346

Susan Jones  
29 Evalee Road  
Crawfordville, FL 32327

Donna Card  
58 River Plantation Road  
Crawfordville, FL 32327

Julie Gaby  
208 Roland Harvey Road  
Crawfordville, FL 32327

Jack Henderson  
P.O. Box 265  
Crawfordville, FL 32327

Ray Johnson  
15 Oak Street  
Crawfordville, FL 32327

Jackie Lawhon  
7990 Smith Creek Road  
Sopchoppy, FL 32358

Peggy Mackin  
116 Wildwood Road  
Crawfordville, FL 32327

Bobby Pearce  
P.O. Box 100  
Crawfordville, FL 32327

Marva Preston  
84 Carriage Drive  
Crawfordville, FL 32327

Susan Payne Turner  
141 Harvey Mill Road  
Crawfordville, FL 32327

Cheryll Olah  
286 Aaron Road  
Crawfordville, FL 32327

## **ARTICLE X**

### **BY-LAWS**

The Board of Directors of the corporation may adopt such By-Laws for the conduct of its business and the carrying out of its purposes as it may deem necessary from time to time. The By-Laws may be amended, altered or rescinded by a majority vote of the Board of Directors at any time at any regular meeting or at any special meeting called for that purpose, after due written notice to all members of the Board.

## **ARTICLE XI**

### **AMENDMENTS**

These Amended Articles of the Incorporation may be amended by a majority vote of the Board of Directors at any regular meeting, or at any special meeting called for that purpose, after due written notice to all members of the Board.

## **ARTICLE XII**

### **CORPORATION PRINCIPAL OFFICE**

The principal office of this corporation shall be located in Crawfordville, Wakulla County, Florida and the address of such principal office shall be at 33 Michael Drive, Crawfordville, Florida 32327, but this corporation may change the location and address of such principal office from time to time by action of its Board of Directors without amendment to these Amended Articles of Incorporation, and may have such other offices within the State of Florida or may be necessary or convenient.

## **ARTICLE XIII**



#### **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 Sections 501©(3) AND 170©(2) of The Internal Revenue Code of 2954 or corresponding sections of any prior of future law, or to the Federal State, or local government for exclusive public purpose.

#### **ARTICLE XIV**

#### **ANNUAL MEETING**

The annual meeting of the members of this corporation for election of directors and for such other matters as may properly come before the meeting, shall be held on the third Tuesday of each year beginning third Tuesday in January, 2012.


#### **ARTICLE XV**

#### **INDEMNIFICATION**

No Member of this corporation shall be personally liable for or subjected to any liability by reason of his/her membership in the corporation, and corporation shall have the authority to defend and indemnify any member for loss suffered by him/her serving as a member of the corporation without regard to whether or not a claim is meritorious or whether or not such person was, or is, at fault.


indemnify any member for loss suffered by him/her serving as a member of the corporation without regard to whether or not a claim is meritorious or whether or not such person was, or is, at fault.

**IN WITNESS WHEREOF**, the undersigned subscribing incorporator, have hereunto set our hand and seals this 8 day of March, 2019, for the purpose of amending the original Articles of Incorporation not for profit under the laws of the State of Florida.

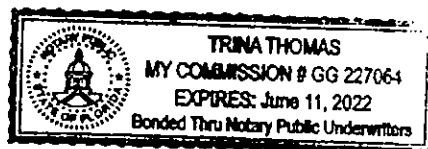
  
Kathie A Brown, Board Chair

STATE OF FLORIDA  
COUNTY OF WAKULLA

The foregoing instrument was acknowledged before me this 8 day of March 2019, by Kathie A Brown, who did take an oath.

  
Trina Thomas

☒ Personally known  
☐ Produced Identification



The date of each amendment(s) adoption: March 7, 2019 if other than the date this document was signed.

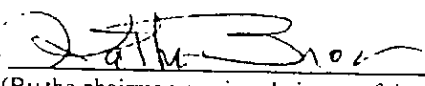
Effective date if applicable: Upon adoption  
(no more than 90 days after amendment file date)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) **(CHECK ONE)**

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 3-12-19

Signature   
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Kathie Brown  
(Typed or printed name of person signing)

Chairman  
(Title of person signing)