

L21000515166

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

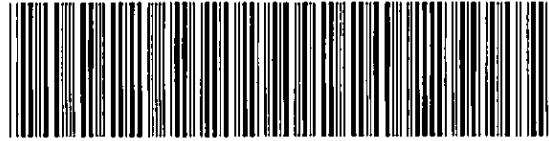
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer.

Office Use Only



600377212006

12/08/21--01001--019 **125.00

ALL INFORMATION CONTAINED HEREIN IS UNCLASSIFIED

2021 DEC -8 AM 9:36

RECEIVED

2021 DEC -8 AM 10:19
STATE OF TEXAS
COMPTROLLER OF PUBLIC ACCOUNTS

2021 DEC -8 AM 10:19

FILED

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Articles of Organization - Florida State Parks Foundation Services, LLC

Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Charles Cooper, Jr.

Name of Person

Bryant Miller and Olive, P.A.

Firm/Company

1545 Raymond Diehl Road

Address

Tallahassee, FL 32308

City/State and Zip Code

ccooper@bmlaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Syretha Richardson

850

222-8712

at (_____) _____

Name of Person

Area Code

Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$125.00 Filing Fee

☐ \$130.00 Filing Fee &
Certificate of Status

☐ \$155.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☐ \$160.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

Mailing Address

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

New Filing Section Division
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

FILED

2021 DEC -8 AM 10:49

CLERK OF STATE
TALLAHASSEE, FL

ARTICLES OF ORGANIZATION
OF
FLORIDA STATE PARKS FOUNDATION SERVICES, LLC

The undersigned, pursuant to the provisions of Chapter 605, Florida Statutes (the "Florida Revised Limited Liability Company Act"), for the purpose of forming a limited liability company under the laws of the State of Florida does set forth the following:

ARTICLE I
NAME

The name of the Company is Florida State Parks Foundation Services, LLC (the "Company").

ARTICLE II
DURATION

The period of duration of the Company shall be from the date of filing of its Articles of Organization until the first to occur of the following:

- (i) Dissolution of the Company pursuant to the provisions of the Florida Revised Limited Liability Company Act; or
- (ii) By resolution of the Member (or, if the Company has admitted a new or additional member, by the mutual written agreement of the members holding a majority of the total outstanding membership interests in the Company); or
- (iii) As provided for in a written Operating Agreement (the "Operating Agreement") executed by all of the members of the Company (each a "member" and, collectively, the "members").

ARTICLE III
MANAGEMENT

The management of the Company shall be by its sole member, Florida State Parks Foundation, Inc. (the "Member"). The Member may appoint one or more managers and/or an oversight board to manage and oversee the day-to-day operations of the Company. If appointed, any such managers and oversight board shall have only the powers and authority expressly provided for under a written Operating Agreement or specific resolutions signed by the Member.

ARTICLE IV
EXEMPT STATUS

The Company is formed exclusively for the support of the Member in furthering the Member's charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("I.R.C."). It has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the Company is distributable to, or shall inure to the benefit of, any private person or entity except to the extent permitted under I.R.C. Section 501, et seq.

No part of the net earnings of the Company shall inure to the benefit of or be distributable to any person or entity that is not an organization exempt from tax under I.R.C. Section 501(c)(3) or a governmental entity; provided, however, that the Company is authorized and empowered to pay reasonable compensation for services rendered by any persons or entities and to make payments and enter into transactions for fair and just consideration and in furtherance of its purposes as set forth in this Article IV.

Notwithstanding any other provisions of these Articles of Organization, the Company shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under I.R.C. Section 501(c)(3) or the corresponding provision of any future United States Internal Revenue Law, or (b) by a corporation to which contributions are deductible under I.R.C. Section 170(c)(2) or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE V
SCOPE OF ACTIVITY

The Company shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the charitable, scientific and/or educational purposes for which the Company is organized, and to aid or assist the Member and other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes. Notwithstanding anything herein to the contrary, the Company shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in I.R.C. Section 501(c) and the regulations thereunder as the same now exists or as they may be hereafter amended from time to time.

ARTICLE VI
PROHIBITED ACTIVITIES

No part of the activities of the Company shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE VII
PLACE OF OPERATION

The initial principal business office of the Company shall be located at 1700 N. Monroe Street, Suite 11 #200, Tallahassee, Florida 32303. The Company may designate a different principal place of business without amending these Articles of Organization.

ARTICLE VIII
REGISTERED AGENT AND OFFICE

The initial Registered Agent of the Company shall be Julia Gill-Woodward. The address to which the Secretary of State shall mail a copy of any notice required by law is 1700 N. Monroe Street, Suite 11 #200, Tallahassee, Florida 32303.

ARTICLE IX
DISSOLUTION AND TERMINATION

Upon the dissolution of the Company, the Member shall, after paying or making provisions for the payment of all of the costs of dissolving and winding up the business of the Company and all just debts and liabilities of the Company, distribute all of the remaining assets of the Company (i) to the Company, and/or (ii) at the direction of the Company, to organizations which qualify as organizations described in I.R.C. Section 501(c)(3). An organization shall be deemed to be a "qualified" organization for the purpose of this Article IX only if at the time of the distribution of such assets it is operated exclusively for the purposes described in I.R.C. Sections 170(c)(2)(B) and 501(c)(3).

When all of the acts provided for in this Article IX have been accomplished, the Manager shall file such Articles of Dissolution and any other certificate required in the State of Florida and in any other state that may be required by law.

ARTICLE X
AMENDMENT

The Company reserves the right to amend or repeal any provisions contained in these Articles of Organization 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 Organization of the Company may be amended only upon written action of the Member.

ARTICLE XI
INDEMNIFICATION

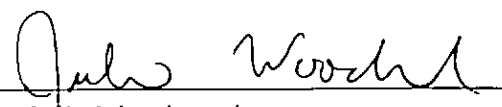
The Company shall fully indemnify the Member, the members of the oversight board, and each manager of the Company, including former oversight board members and former managers, to the full extent permitted by the laws of the State of Florida. The form and content of the indemnification shall be set forth in greater detail in the Operating Agreement but shall never be less than the full extent permitted by the laws of the State of Florida.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned member has hereunto set his hand and seal this 7th day of December, 2021.

MEMBER:

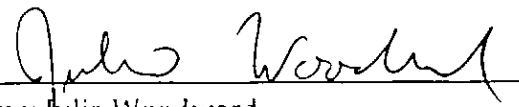
Florida State Parks Foundation, Inc., a Florida not for profit corporation

By: 
Name: Julia Woodward
Title: Chief Executive Officer

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of Florida State Parks Foundation Services, LLC, the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes section 605.0113 and is herewith simultaneously designated as registered agent by Florida State Parks Foundation Services, LLC.

Executed this 7th day of December, 2021.


Name: Julia Woodward
Registered Agent

2021 DEC -8 AM 10:49
FLORIDA STATE
REGISTERED AGENT

ED