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FLORIDA NON-PROFIT CORPORATION

Friends of the Valparaiso Parks, Inc.

Certificate of Status	0
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Page Count	02
Estimated Charge	\$70.00

W-26172

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**ARTICLES OF INCORPORATION****OF****FRIENDS OF THE VALPARAISO PARKS, INC.  
a Florida not-for-profit corporation**F I L E D  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The undersigned adopts the following Articles for the purpose of forming a not-for-profit corporation under Chapter 617, Florida Statutes, and certifies as follows:

**ARTICLE I - NAME**

The name of this Corporation is FRIENDS OF THE VALPARAISO PARKS, INC.

**ARTICLE II - PURPOSE**

- (a) The primary purpose for which this Corporation is organized is to provide a vehicle for the development of an infrastructure and programs for the City of Valparaiso Parks.
- (b) This Corporation is organized and operated exclusively for carrying out the social, political, and educational activities which support the primary purpose listed above, and no part of any net earnings shall inure to the benefit of any member, director or officer.
- (c) This Corporation shall have and exercise all rights and powers conferred upon corporations under the laws of the State of Florida within the limits of purposes set out in subparagraphs (a) and (b) of this article.

**ARTICLE III - TERM**

This Corporation shall have perpetual existence.

**ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of this Corporation is 36468 Emerald Coast Parkway, Suite 2101, Destin, Florida 32541 and the name of the initial registered agent and incorporator of this Corporation at that address is STEVEN K. HALL.

**ARTICLE V - MEMBERSHIP**

The authorized number, qualifications, and manner of admission of members of this Corporation, this different classes of membership, if any, the property, voting and other rights and privileges of members, the liability of the members for dues or assessments and the method of collection thereof, and the termination and transfer of membership shall be as set forth in the

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bylaws of this Corporation.

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

- (a) Board of Directors. The powers of this Corporation shall be exercised and its affairs conducted by a board of not less than three (3) directors initially. The number of directors may be changed by bylaw duly adopted by the members entitled to vote. Directors shall be elected annually by a majority vote of the membership present at the annual meeting. The names and addresses of the initial directors of this Corporation who are to act in this capacity until their successors are selected are:

Joe Candel	192 Highland Ave, Valparaiso, FL 32580
Brandon Wilson	1267 Bayshore Drive, Valparaiso, FL 32580
Mike Flynt	204 Bayshore Drive, Destin, FL 32550

- (b) Elective Officers. The officers of this Corporation shall be a president and secretary/treasurer. The qualifications, the time and manner of electing, the duties of, the terms of office and the manner of removing officers shall be set forth in the bylaws.

The officers who are to serve until the first election of officers under these Articles are:

President - Steve Lightfoot

Secretary/Treasurer - John Cameron

#### ARTICLE VII - INCOME FROM PUBLIC EVENTS

If this Corporation holds any events in which members of the general public are invited to attend for a fee, the net proceeds, if any attributable to such participation by non-members will be paid over to an organization which is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code on an annual basis.

#### ARTICLE VIII - BYLAWS

Bylaws will hereinafter be adopted at the first meeting of the board of directors. Such bylaws may be amended or repealed, in whole or in part by the directors as provided therein.

#### ARTICLE IX - AMENDMENT OF ARTICLES

Amendments to these articles may be proposed by a resolution adopted by the board of

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directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the Corporation.

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XI - DISSOLUTION


This Corporation shall be dissolved and its affairs wound up by a two-thirds vote of the voting members. In the event of dissolution, the property of the Corporation shall be distributed to a non-profit entity specified by the membership.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31<sup>st</sup> day of October, 2000.

  
Steven K. Hall

ACCEPTANCE BY THE REGISTERED AGENT


I, Steven K. Hall, hereby accept appointment as registered agent for the corporation, and acknowledge my acceptance with my signature below on this 31<sup>st</sup> day of October, 2000.

  
Steven K. Hall, Registered Agent

STATE OF FLORIDA  
COUNTY OF OKALOOSA

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Steven K. Hall, personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation and said person acknowledged before me that he executed those Articles of Incorporation for the uses and purposes therein contained on this 31<sup>st</sup> day of October, 2000.



  
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My Commission Expires:

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