



No 1000005934

ACCOUNT NO. : 072100000032

REFERENCE : 430594 11548A

AUTHORIZATION :

Patricia Pigatto

COST LIMIT : \$ 78.75

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 AUG 17 PM 3:14
ORDER NO. 430594-005
CUSTOMER NO. 11548A
NOT RECORDED
TO AGENCY OF FILING

DATE : August 17, 2001

TIME : 3:14 PM

ORDER NO. : 430594-005

CUSTOMER NO. : 11548A

CUSTOMER: Karen S. Keaton, Esq.
Karen S. Keaton, P.a.

500004540805--6

Suite 610
111 Second Avenue North East
St. Petersburg, FL 33701

DOMESTIC FILING

NAME: FLORIDA WEST COAST LOCKSMITHS
ASSOCIATION, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP
☐ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

2589
W01-19171

2001 AUG 17 AM 9:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

JP
8/21/01



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED
2001 AUG 17 AM 9:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

August 20, 2001

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

RESUBMIT
Please give original
submission date as file date.

SUBJECT: FLORIDA WEST COAST LOCKSMITHS ASSOCIATION, INC.
Ref. Number: W01000019171

We have received your document for FLORIDA WEST COAST LOCKSMITHS ASSOCIATION, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 001A00047320

RECEIVED
01 AUG 21 AM 8:55
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
FLORIDA WEST COAST LOCKSMITHS ASSOCIATION, INC.

FILED

2001 AUG 17 AM 9:40

SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned, with other persons being desirous of forming a corporation not for profit, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I

NAME

The name of the Corporation shall be Florida West Coast Locksmiths Association, Inc.

ARTICLE II

PURPOSES

Section 1. The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws, and more specifically as follows:

1. To promote good will among its members;
2. To distribute general information to its members regarding trade and modern methods, and promote good public relations;
3. To discourage unethical practices in the trade and establish fair and reasonable standards of service and procedures for the benefit of its members and the education of the general public;
4. To seek information, displays and other assistance from manufacturers and distributors for improving servicing and sales of products to the public;
5. To promote interaction among locksmiths and safemen for the improvement of standards in the locksmithing industry for the benefit of the public.

Section 2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any Member of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 3. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 5. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 6. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 7. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 8. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(d)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

Section 9. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III

TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE IV

MEMBERS

The Corporation shall have Members. The membership of the Corporation shall constitute all persons hereinafter named as Subscribers, as Directors, and such other persons who, from time to

time hereafter, meet such criteria for membership, qualification and manner of admission as shall be determined by the Board of Directors and provided for in the Bylaws of the Corporation.

ARTICLE V

BOARD OF DIRECTORS

Section 1. The business affairs of the Corporation shall be managed by the Board of Directors.

Section 2. The Corporation shall have five (5) members of the Board initially. The number of Directors may be changed from time to time as provided by the Bylaws, but their number may never be less than three (3).

Section 3. Only persons who are Members of the Corporation shall be eligible to serve on the Board of Directors.

Section 4. The names and addresses of the initial Board of Directors who are to serve as Directors until the first meeting of the membership is as follows:

Jeff Donaldson
4035 First Avenue North
St. Petersburg, FL 33713

Rob Carry
4035 First Avenue North
St. Petersburg, FL 33713

James Barnhardt
4035 First Avenue North
St. Petersburg, FL 33713

Chris Hudson
4035 First Avenue North
St. Petersburg, FL 33713

Ken Kupferman
4035 First Avenue North
St. Petersburg, FL 33713

Section 5. Members of the Board of Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VI

OFFICERS

Section 1. The officers of the Corporation shall be a President, Vice President, a Secretary, a Treasurer, and such number of additional Vice Presidents or other officers as may be provided in the Bylaws.

Section 2. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

President:	Jeff Donaldson 4035 First Avenue North St. Petersburg, FL 33713
First Vice President:	Rob Carry 4035 First Avenue North St. Petersburg, FL 33713
Second Vice President:	James Barnhardt 4035 First Avenue North St. Petersburg, FL 33713
Secretary:	Chris Hudson 4035 First Avenue North St. Petersburg, FL 33713
Treasurer:	Ken Kupferman 4035 First Avenue North St. Petersburg, FL 33713

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

Section 4. The officers shall have such duties, responsibilities and powers as provided by the Bylaws.

ARTICLE VII

BYLAWS

The membership shall adopt Bylaws for the Corporation at the first meeting of the membership of the Corporation after the approval of these Articles of Incorporation by the Secretary of State. Additional Bylaws or alterations or rescission of the first Bylaws shall be enacted by the Members or Directors.

ARTICLE VIII

CONDUCT OF AFFAIRS

The conduct of the affairs of the Corporation shall be limited by the various provisions of the Bylaws including but not limited to the following matters: provisions establishing classes of membership and limiting voting rights to one or more of such classes; and provisions creating, dividing, limiting and regulating the powers of the Corporation, the Directors and the Members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 4035 First Avenue North, St. Petersburg, FL 33713, and the name of the initial registered agent of the Corporation located at that address is Jeff Donaldson. The Principal address and the mailing address will be the same.

ARTICLE X
INCORPORATOR

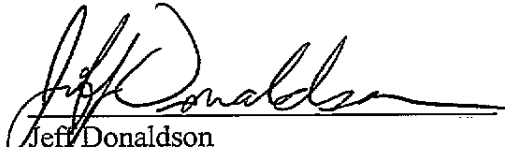
The name and address of the person signing these Articles of Incorporation are:

Jeff Donaldson
4035 First Avenue North
St. Petersburg, FL 33713

ARTICLE XI
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the Members and the Directors. Such amendment shall be proposed and adopted by a vote of the Directors and Members of the Corporation.

6 IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this day of August, 2001.

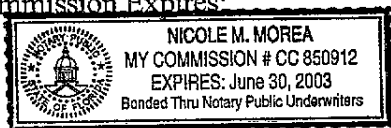

Jeff Donaldson
INCORPORATOR

STATE OF FLORIDA)
COUNTY OF PINELLAS)

6 The foregoing Articles of Incorporation were sworn to and acknowledged before me this day of August, 2001, by Jeff Donaldson, who is personally known to me ~~or who has~~ produced _____ as identification and did/did not take an oath.

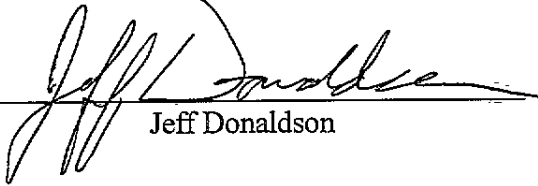
 (SEAL)
Nicole M. Morea, Notary Public
STATE OF FLORIDA

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

I hereby accept to act as Initial Registered Agent of FLORIDA WEST COAST
LOCKSMITHS ASSOCIATION, INC., as stated in these Articles of Incorporation.


Jeff Donaldson

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2001 AUG 17 AM 9:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA