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01 DEC 19 PM 12:41

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

December 19, 2001

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

Character Council of Northwest Florida, Inc.

**11/010000008841**

**Filing Evidence**

☐ Plain/Confirmation Copy

☒ Certified Copy

**Retrieval Request**

☐ Photocopy  
☐ Certified Copy

**Type of Document**

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include  
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

**NEW FILINGS**

☐ Profit

☒ Non Profit

☐ Limited Liability

☐ Domestication

☐ Other

**AMENDMENTS**

☐ Amendment

☐ Resignation of RA Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☐ Merger

**OTHER FILINGS**

☐ Annual Reports

☐ Fictitious Name

☐ Name Reservation

☐ Reinstatement

**REGISTRATION/QUALIFICATION**

☐ Foreign

☐ Limited Liability

☐ Reinstatement

☐ Trademark

☐ Other

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J. BRYAN DEC 19 2001

**ARTICLES OF INCORPORATION**  
**OF**  
**CHARACTER COUNCIL OF NORTHWEST FLORIDA, INC.**  
**A FLORIDA NOT FOR PROFIT CORPORATION**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for the corporation:

**Article I**

The name of the corporation is CHARACTER COUNCIL OF NORTHWEST FLORIDA, INC.

**Article II**

The corporation shall have a perpetual duration.

**Article III**

Specifically, but without limitation, the purposes for which the corporation is organized is to promote character and integrity in public officials, community leaders, and all citizens in the Northwest Florida area.

**Article IV**

The corporation shall have a membership distinct from the board of directors. The authorized number and qualification of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other

rights and privileges of members, and their liability for dues and assessments and the method of collecting dues and assessments shall be as regulated in the bylaws.

#### **Article V**

The street address of the initial registered office of the corporation is 4450 Lafayette Street, City of Marianna, County of Jackson, State of Florida. The name of its initial registered agent at that address is Frank E. Bondurant. The principal offices of the corporation are located at 4428 Lafayette Street, Marianna, Florida 32446. The mailing address of the corporation is Post Office Box 840, Marianna, Florida 32447.

#### **Article VI**

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The initial number of directors of the corporation shall be two (2); provided, however, that number may be increased according to the relevant provisions of the bylaws of this corporation.

The directors named here as the first board of directors shall hold office until the first meeting of members, at which time an election of directors shall be held in accordance with the bylaws. Annual meetings shall be held at the principal office of the corporation, or at any other place or places designated by the board of directors by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the

directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors' authority.

The names and residential addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Residential Address</u>
David H. Melvin	4646 Oaks Drive Marianna, Florida 32446
John Hamilton	4705 Berkshire Road Marianna, Florida 32446

#### **Article VII**

The name and address of each incorporator are:

<u>Name</u>	<u>Residential Address</u>
David H. Melvin	4646 Oaks Drive Marianna, Florida 32446
John Hamilton	4705 Berkshire Road Marianna, Florida 32446

#### **Article VIII**

The board of directors shall elect the following officers: chairman, secretary, and treasurer, and any other officers which the bylaws of this corporation authorize the directors to elect. Initially, officers shall be elected at the first annual meeting of the board

of directors. Until that election is held, the following persons shall serve as corporate officers: David H. Melvin, Chairman, Post Office Box 840, Marianna, Florida 32447; and John Hamilton, Secretary and Treasurer, Post Office Box 1564, Marianna, Florida 32447.

#### **Article IX**

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth in the bylaws.

#### **Article X**

The property of this corporation is irrevocably dedicated to the purposes set forth in Article III hereof and no part of the net income or assets of this corporation shall inure to the benefit of any director, officer, or member, or to the benefit of any private individual.

#### **Article XI**

On the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

## **Article XII**

Anything in these articles of incorporation to the contrary notwithstanding, the purpose or purposes for which this corporation is organized are limited to those that will qualify it as an exempt organization under Internal Revenue Code Section 501(c)(6), including, for those purposes, the making of distributions to organizations that qualify as tax-exempt organizations under the Internal Revenue Code.

If it is contrary to its exempt status, this corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation, nor shall it participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, if it is contrary to its exempt status.

No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation. On liquidation or dissolution all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to a fund, foundation or corporation organized and operated for charitable or religious purposes designated by the board of directors which shall at the time qualify as a tax-exempt organization under Internal Revenue Code Section 501(c)(3), or as that statute may be amended.

## **Article XIII**

1. The corporation will distribute its income, if any, for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed

by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

2. The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3. The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

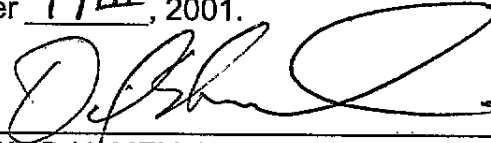
4. The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

5. The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal revenue code.

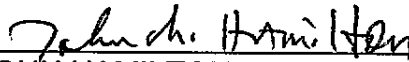
#### **Article XIV**

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least a majority of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have executed these Articles of Incorporation on December 17<sup>th</sup>, 2001.



DAVID H. MELVIN



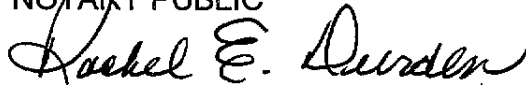
JOHN HAMILTON

STATE OF FLORIDA  
COUNTY OF JACKSON

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared DAVID H. MELVIN, personally known to me, who did not take an oath, known to be one of the persons described in and who executed the foregoing Articles of Incorporation as a SUBSCRIBER, and he acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal this the 17<sup>th</sup> day of December, 2001.

NOTARY PUBLIC



Printed Name: RACHEL E. DURDEN

State of Florida at Large

Commission Number:

Commission Expires:



Rachel E. Durdan  
MY COMMISSION # DD060011 EXPIRES  
October 27, 2005  
BONDED THRU TROY FAIN INSURANCE, INC.



STATE OF FLORIDA  
COUNTY OF JACKSON

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared JOHN HAMILTON, personally known to me, who did not take an oath, known to be one of the persons described in and who executed the foregoing Articles of Incorporation as a SUBSCRIBER, and he acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal this the 17<sup>th</sup> day of December, 2001.

NOTARY PUBLIC

Rachel E. Durden  
Printed Name: RACHEL E. DURDEN  
State of Florida at Large  
Commission Number:  
Commission Expires:




Rachel E. Durden  
MY COMMISSION # DD060011 EXPIRES  
October 27, 2005  
BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE**  
**FOR THE SERVICE OF PROCESS WITHIN THIS STATE,**  
**NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted,  
in compliance with said Act:

FIRST - That Character Council of Northwest Florida Inc., desiring to  
organize under the laws of the State of Florida, with its principal office as indicated in the  
Articles of Incorporation, and its registered office in the City of Marianna, Jackson County,  
Florida, has named Frank E. Bondurant, whose address is 4450 Lafayette Street,  
Marianna, Florida 32446, as its agent to accept service of process within this State.

SECOND - Having been named to accept service of process for the above-  
stated corporation, at the place designated in this Certificate, I hereby agree to act in this  
capacity, and further agree to comply with the provisions of said Act relative to keeping  
open said office.

  
FRANK E. BONDURANT,  
Registered Agent

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01 DEC 19 PM 12:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA