

Capitol Services, Inc.

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NO1000009039

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. The Arcadia / De Soto County Regeneration and Beautification  
(Corporation Name) (Document #)

2. Foundation, Inc.  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 12/31 ☒ Certified Copy

☐ Mail Out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit  
☒ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

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DIVISION OF CORPORATION

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CR2E031(7/97)

Examiner's Initials

J. BRYAN DEC 31 2001

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**ARTICLES OF INCORPORATION**

**OF**

**THE ARCADIA/DeSOTO COUNTY REJUVENATION  
AND BEAUTIFICATION FOUNDATION, INC.**

The undersigned hereby associate themselves to form a corporation for charitable purposes under the provisions of Chapter 617 of the Florida Statutes, and for such purposes they adopt the following Articles of Incorporation.

**ARTICLE I**

**CORPORATE NAME AND DURATION**

1. The name of the corporation shall be: **THE ARCADIA/DeSOTO COUNTY REJUVENATION AND BEAUTIFICATION FOUNDATION, INC.**, by which it may sue and be sued, contract and be contracted with, and employ a corporate seal. The Arcadia/DeSoto County Rejuvenation and Beautification Foundation, Inc., is hereinafter be referred to as the "Foundation".

2. The corporate existence of this corporation shall begin on the date the Certificate of Incorporation is issued by the Secretary of State of Florida and shall continue perpetually thereafter unless dissolved as provided by law.

3. The initial principal office and place of business of the corporation shall be located at 5 North Johnson Avenue, Arcadia, Florida 34266, although the corporation may maintain an office elsewhere.

**ARTICLE II**

**OBJECT**

The Arcadia/DeSoto County Rejuvenation and Beautification Foundation, Inc., is an independent not for profit organization whose corporate purpose is to focus the private sector upon enhancing the quality of and support for public awareness and improvement of the quality of life and environments, etc.

The purpose of the Foundation is to receive, hold, invest and administer property and to make expenditures to or for the benefit of the public.

The purpose for which The Arcadia/DeSoto County Rejuvenation and Beautification Foundation, Inc., is organized are

exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of and future United States Internal Revenue law.

Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization un 501(c)(3) Internal Revenue Code.

### ARTICLE III

#### **POWERS**

1. To solicit, receive, and hold by gift, bequest, devise, grant, and to acquire by purchase, lease, exchange or otherwise, property, both real and personal, either as absolute owner or as trustee thereof, and to manage and administer the same.

2. To act and perform the duties of trustee or to act in any other fiduciary capacity under any deed or trust, will, codicil, agreement, whether oral or written or other instrument incidental to and for the purpose of carrying out any lawful purpose of the foundation and to obligate itself to perform and execute any and all such conditions or trusts.

3. To make contributions, grants, gifts, and transfers of property, both real and personal, either outright or in trust, to or for the benefit of the Arcadia/DeSoto County Rejuvenation and Beautification Foundation, Inc., or to or for the benefit of other organizations identified, associated with and approved by the Board which are tax exempt organizations under the provisions of Section 501(c)(3) of the Internal Revenue Code of the United States of America, or acts amendatory thereof or supplementary thereto.

4. In general to do and perform all things necessary and to have all powers necessary as provided under Chapter 617 of the Florida Statutes, needful or desirable to encourage, promote and provide with funds obtained, opportunities for the Arcadia/DeSoto County Rejuvenation and Beautification Foundation, Inc., to serve the needs of citizens residing primarily in Arcadia and in DeSoto County. The Board of Directors of the Foundation shall have full power to modify the conditions and regulations under which any funds received shall be spent, so as to secure the application of the funds in the best manner adapted to the conditions of the time and to the needs of the City and County; provided, however, that the transactions of the corporation shall at all times be related to the general purposes included in previous sections.

5. No substantial part of the activities of this corporation shall be for carrying on propaganda; nor shall the corporation participate in, or intervene in, including the publishing or distribution of statements, and political campaign on

behalf of any candidate for public office, nor shall this corporation engage in any transactions, accumulations of funds, or any other activities prohibited to tax exempt charitable and education organizations at that time by the Internal Revenue laws and other laws of the United States of America, or any laws of the State of Florida, or any other state or county where such activities of this corporation are conducted.

6. No part of the net earnings of this corporation shall inure to the benefit of any director, officer or private individual except as reasonable compensation for services rendered, goods received, and other property or valuable thing which may be acquired by the corporation for the accomplishment of its purposes. No dividend shall ever be declared or paid by this corporation.

7. The identity of donors and all information identifying donors and prospective donors are exempt from disclosure.

#### ARTICLE IV

##### **MEMBERS**

The membership of the corporation shall be no less than five (5) nor more than fifteen (15).

#### ARTICLE V

##### **INCORPORATORS**

The names and places of residence of the subscribers and incorporators who are to serve as the initial directors are as follows:

Dr. Robert Cullom  
807 W. Imogene St.  
Arcadia, FL 34266

Mrs. Genie Martin  
2826 N.W. Second Bunker Ave.  
Arcadia, FL 34266

Gen. Hank Swindell, M.D.  
502 E. Pine St.  
Arcadia, FL 34266

Ms. Mary Ann Treadwell  
941 North Arcadia Ave.  
Arcadia, FL 34266

Mrs. Adrienne Daley  
5 Johnson Avenue  
Arcadia, FL 34266

Mrs. Ruth Blanton  
50 El Verano Avenue  
Arcadia, FL 34266

Ms. Patsy Symons  
P.O. Box 2113  
Arcadia, FL 34266

Fletcher Brown  
124 N. Brevard Avenue  
Arcadia, FL 34266

## ARTICLE VI

### **BOARD OF DIRECTORS**

1. The affairs and business of the corporation shall be conducted by a Board of Directors of the Foundation, composed of not fewer than five (5) nor more than fifteen (15) members, the exact number of which shall be fixed by the Board of Directors of the Foundation, one of whom shall be elected Chairman and another Vice Chairman. A Treasurer shall also be elected by the Board of Directors. A Secretary/Executive Director shall be nominated by the Chairman and approved by the Board of Directors of the Foundation.

The first Board of Directors of the Foundation shall be elected by the incorporators of the corporation at a meeting to be held within six months of the date of these Articles of Incorporation, at such time and place and in such a manner as may be directed by the Chairman and the temporary Board of Directors of the Foundation, and annually thereafter in accordance with the provisions set out in the by-laws. In the event of a vacancy on the Board of Directors of the Foundation by reason of death, resignation or termination, the Board of Directors of the Foundation shall be authorized to fill such vacancy.

2. The Board of Directors of the Foundation shall establish an Executive Committee.

## ARTICLE VII

### **INITIAL MEMBERS**

The names of members of the Board of Directors of the Foundation, and of the officers of the corporation who shall manage the business of this corporation until the first election is held and the positions are filled are identified in Article V.

## ARTICLE VIII

### **BY-LAWS**

The by-laws of the corporation shall be made, altered or rescinded by a majority vote of the Board of Directors of the Foundation.

## ARTICLE IX

### **AMENDMENTS TO ARTICLES**

These Articles of Inc. can be amended by the Directors at the regular annual meeting or at a special Board meeting called for that purpose. Such action shall be effected upon filing same with

the Secretary of State of the State of Florida, or as otherwise provided by law.

#### ARTICLE X

##### **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Every person who is or has been a director or officer of this corporation shall be indemnified and held harmless by the corporation from and against all costs and expenses which may be imposed upon or reasonably incurred by him in connection with or arising out of any claim, action, suit or proceeding in which he may be involved by reason of his being or having been a director or officer at the time such costs and expenses are imposed or incurred. As used herein, the term "costs and expenses" shall include, but shall not be limited to attorneys' fees and amounts of judgments against, and amounts paid in settlement by or on behalf of any such director or officer, other than amounts paid to the corporation itself; provided, however, that no such director or officer shall be so indemnified: (1) with respect to any matter as to which such director or officer shall, in any such action, suit or proceeding be finally adjudged to be liable for actual misconduct in their performance of his duties as a director or officer; or (2) in the event of a settlement of any such claim, action, suit or proceeding, unless (a) such settlement shall, with the knowledge of the indemnification provided for hereby, be approved by the court having jurisdiction of such action, suit or proceeding, or (b) such settlement shall have been made upon the written opinion of independent legal counsel, selected by or in a manner determined by the Board of Directors, to the effect that there is no reasonable ground of liability for misconduct on the part of such director or officer and that the entire cost of such settlement will not substantially exceed the estimated cost of defending such claim, action, suit or proceeding to a final conclusion. The foregoing rights of indemnification shall not be exclusive of other rights to which any such officer or director may be entitled as a matter of law.

#### ARTICLE XI

##### **CAPITAL STOCK**

The Foundation shall have no capital stock, and Director or Officer shall have any right or title to any asset of the Foundation.

## ARTICLE XII

### **EXEMPTION OF MEMBERS, DIRECTORS, AND OFFICERS FROM PERSONAL LIABILITY**

The private property of all Members, Directors, and Officers of this corporation shall be wholly exempt from liability for any and all debts, obligations and liabilities of this corporation.

## ARTICLE XIII

### **NON-DISCRIMINATION**

No person shall; on the basis of race, color, sex, national origin, marital status, handicap, age or religion; be excluded from participation in, be denied the benefits of, or be subjected to discrimination under any program, activity, employment condition, or practice conducted by this corporation, except as provided by law.

## ARTICLE XIV

### **DISSOLUTION**

1. The Arcadia/DeSoto County Rejuvenation and Beautification Foundation, Inc. shall have the irrevocable power and authority by majority vote at any regular called or special meeting of said Board to unilaterally cause the dissolution of this corporation in accordance with Section 617.05, Florida Statutes.

2. Upon the dissolution of the Foundation, all of its assets remaining after payment of all costs and expenses of such dissolution of the Foundation, all of its assets remaining after payments of all costs and expenses of such dissolution shall be distributed to any successor thereto which qualifies as a tax-exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code of the United States of America or acts amendatory thereof or supplementary thereto, such assets to be used exclusively in keeping with the goals and purposes of the Foundation, as stated in Article II of this document. Upon dissolution of the Foundation, none of the assets shall be distributed to any member, Director, or Officer of the Foundation.

IN WITNESS WHEREOF, witness our hands this 18<sup>th</sup> day of December, 2001.

Dr. Robert Cullom

Robert A. Cullom

Mrs. Adrienne Daly

Adrienne Daly

Mrs. Genie Martin

Genie Martin

Mrs. Ruth Blanton

Ruth Blanton

General Hank Swindell

Hank Swindell

Mrs. Patsy Symons

Patsy C. Symons

Ms. Mary Ann Treadwell

Mary Ann Treadwell

Mr. Fletcher Brown

Fletcher Brown

STATE OF FLORIDA

COUNTY OF DESOTO

I hereby certify that on this day before me, a Notary Public duly authorized to take acknowledgments, personally appeared

Dr. Robert Cullom

Mrs. Adrienne Daly

Mrs. Genie Martin

Mrs. Ruth Blanton

Gen. Hank Swindell, M.D.

Mrs. Patsy Symons

Ms. Mary Ann Treadwell

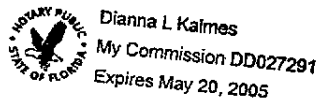
Fletcher Brown



to me known to be the persons described as subscribers in and who executed the foregoing Articles of Inc., and they acknowledged before me that they subscribed to those Articles of Inc.

Dianna L Kalmes

December, 2001. Witness my hand and official seal this 18<sup>th</sup> day of



#### DESIGNATION OF REGISTERED AGENT

Be it known that FLETCHER BROWN is hereby designated as the registered agent for the Arcadia/DeSoto County Rejuvenation and Beautification Foundation, Inc. The registered office is located at 124 North Brevard Avenue, Arcadia, Florida 34266.

Adrian Dady  
Chairman

12/26/01  
Date

The undersigned, FLETCHER BROWN, accepts the above designation to serve as the registered agent of the Arcadia/DeSoto County Rejuvenation and Beautification Foundation, Inc.

Fletcher Brown  
Signature of Registered Agent

DECEMBER 18, 2001  
Date

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01 DEC 31 PM 12:03  
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TALLAHASSEE, FLORIDA