

N02000000805

Greenberg Traurig
(Requestor's Name)

(Address)

(City, State, Zip)

(Phone #)

FILED
02 FEB -4 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICE USE ONLY

Call June @ 222-6891 when
certified copy is ready.
Thanks!

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

1. Okaloosa Assistance Corporation
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time please all ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status.

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
02 FEB -4 PM 4:32
DIVISION OF CORPORATION

000004865760--5
-02/05/02--01004--024
*****78.75 *****78.75

CR26031(10/92)

Examiner's Initials

J. BRYAN FEB 5 2002

FILED
02 FEB -4 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
OKALOOSA ASSISTANCE CORPORATION
(A Corporation Not for Profit)**

In order to form a corporation under and in accordance with the provisions of Chapter 617, Florida Statutes for the formation of corporations not for profit, the undersigned does hereby establish a corporation not for profit for the purposes and with the powers hereinafter set forth, to wit:

**I.
NAME OF CORPORATION**

The name of the Corporation shall be Okaloosa Assistance Corporation (hereinafter the "Corporation").

**II.
ADDRESS OF PRINCIPAL OFFICE**

The address of the principal office and mailing address of the Corporation is The Tipler Law Firm, P. C., 4 Windy Lane, Mary Esther, Florida 32569.

**III.
PURPOSES**

The Corporation is organized and to be operated, with the powers and limitations described in Article V, exclusively for educational and scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, no substantial part of the activities of which is carrying on propaganda, or otherwise attempting, to influence legislation, and which does not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

The purposes for which the Corporation is formed include, but are not limited to:

1. Developing a membership of individuals to serve and support the Corporate purposes;
2. Assisting and promoting education regarding positive land development in Okaloosa County.
3. Assisting and promoting leadership training and educational programs for community leaders in Okaloosa County to further the Corporate purposes, with particular

emphasis on positive land planning and development.

4. Assisting, promoting, and establishing programs, events and opportunities for the Corporate members and residents of Okaloosa County to participate in the process of developing or amending regulations which promote positive land planning and development principles.
5. Assisting, promoting, establishing programs, and taking all other necessary and appropriate actions to insure sensible and positive land development in Okaloosa County and surrounding areas.
6. Assisting and promoting the residents and local government to articulate a vision of future growth which encourages and insures the most appropriate and positive use of land, water, and resources in Okaloosa County and the surrounding areas.
7. Assisting local government to implement sound decision-making which promotes and insures the adequate and efficient provision of transportation, water, sewage, schools, parks, recreational facilities, housing, and other requirements and services which are needed by the residents of Okaloosa County and/or the members of the Corporation.
8. Opposing, and taking all necessary, legal, and appropriate actions to challenge (e.g., by judicial or administrative litigation) proposals or decisions by state and local government and agencies relative to the development or use of land and water within Okaloosa County and/or surrounding areas, which are reasonably expected to result in negative impacts, to Okaloosa County, including but not limited to, the wasteful use of tax dollars of its residents, and/or the Corporate members.

IV. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than 3 members and not more than 13 members. The number and election of the Directors shall be as provided in the Bylaws of the Corporation.

The Board of Directors at this time shall be:

1. William Joe Babb
Destin, Florida.
2. Steve Gorlin
Destin, Florida.

3. Donald B. Hefner
Destin, Florida.
4. John D. Lefler
Destin, Florida.
5. Mike S. Long
Destin, Florida.
6. Brigadier General Joe Oder, U.S.A. (Ret.)
Destin, Florida.

V.
POWERS AND LIMITATIONS

To accomplish the foregoing objectives and purposes, the Corporation shall have powers granted by Section 617.0302, Florida Statutes, as amended from time to time, along with the following powers, all subject to the limitations hereafter provided:

A. To solicit, accept, and collect pledges, donations, contributions, and gifts in cash or in property, and to take and to hold, by bequest, devise, gift and purchase or lease, either absolutely or in trust, for its objects and purposes or any of them, any property, real, personal or mixed, without limitation as to the amount, except such limitation, if any, as may be imposed by law; to sell, convey and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and to expend the income therefrom or the principal thereof for any of the Corporation's objectives and purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes, or any of them (but for no other purposes), and in administering the same to carry out the directions and to exercise the powers contained in the trust instrument under which the property is received, including the expenditure of principal, as well as income, for one or more of such purposes if authorized or directed in the trust instrument under which it is received.

B. To create and control other Corporations, foundations or organizations deemed advisable to best accomplish the purposes of this Corporation.

C. To acquire by purchase, lease, contract, or otherwise any property, real, personal or mixed, including interests in oil, gas and other minerals, stocks, bonds, notes, and other interests or obligations of corporations, partnerships, or other business organizations.

D. To own, hold, sell, convey, lease, and otherwise manage, contract with reference to, or dispose of all or any part of its assets, real or personal, on any terms and conditions as may be lawful, and likewise to invest all proceeds and income of such assets in any type or kind of property, real, personal, or mixed, as appears advisable and as permitted of Corporations and foundations by law, and if deemed advisable by the Board of Directors, the Corporation may enter into any general, special or limited partnership as a general, special or limited partner.

E. To borrow money, execute notes, mortgages, trust indentures, bonds, and to enter into such other contracts as shall be deemed advisable by the Board of Directors and in furtherance of the purposes of the Corporation.

F. To have and maintain such office or offices and related equipment as are necessary to administer the affairs of the Corporation and to do any and all things necessary in the premises in order to effectively receive, administer, manage, operate, disburse, and control any funds and or property of any nature which the Corporation may have.

G. In fulfilling its objectives and purposes, as hereinabove set out, and its powers, the Corporation shall be subject to the following limitations:

(1) At no time, either on dissolution or prior thereto, shall any part of the funds or assets of the Corporation inure to the benefit of any private individual, nor be used for the purpose of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall at no time participate in or intervene in any way, including the publishing or distribution of statements, in any political campaign on behalf of any candidate for public office.

(2) The Corporation is not formed for profit, but shall be operated exclusively for educational and scientific purposes. It may engage in, conduct and operate any other business or activity, whether engaged in for profit or for other purposes, which the Board of Directors from time to time may deem to be adapted directly or indirectly to promote the purpose of the Corporation.

(3) No financial gain shall ever inure to the benefit of any donor or other person contributing property to the Corporation and none of its property shall ever be distributed, conveyed or otherwise transferred to any trustee of the Corporation.

(4) No part of the net earnings of the Corporation shall inure to benefit of or be distributable to its members, Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

(5) The Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under section 501 of the Internal Revenue Code of 1986 or any corresponding provision of any future United States tax law, or (b) a corporation to which contributions are deductible under section 170 of the Internal Revenue Code of 1986 or any corresponding provision of any future United States tax law.

(6) The Directors shall at all times honor the wishes of the donors regarding the disbursement of funds or property donated by them, so long as those wishes do not run counter to the purposes and limitations of the Corporation as established in these articles and bylaws.

(7) Upon dissolution of the Corporation the assets thereof shall, after all of its liabilities and obligations have been discharged or adequate provision made therefore, be distributed to Okaloosa County, Florida.

None of the Directors shall be required to furnish any bond or surety and none of them shall be responsible or liable for the acts of omissions of any other trustee or predecessor trustee. The Corporation shall indemnify and hold the Directors harmless against any claims, suits or damages incurred in carrying out the terms of this Corporation. The Directors shall have all the powers, except as herein limited, as provided by common law and by the State of Florida and such other states as the Corporation may function in, including the advancement of education as it relates to freedom of the practice of religion and including the power to adopt by-laws to govern the conduct of its business.

VI. **TERM OF EXISTENCE**

The term for which this Corporation shall exist shall be perpetual unless dissolved according to law.

VII. **MEMBERSHIP**

The Corporation shall consist of general membership which may be evidence by a Certificate of Membership which shall contain the statement printed permanently on the face of the certificate that the Corporation is a non-profit corporation.

VIII. **BYLAWS**

The initial Board of Directors of the Corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered or rescinded by the

Directors in the manner provided by such Bylaws.

IX.
REGISTERED OFFICE

The registered office of the Corporation shall be located at The Tipler Law Firm, P. C., 4 Windy Lane, Mary Esther, Florida 32569, and the registered agent shall be James Harvey Tipler, Esq.

X.
INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is as follows:

James Harvey Tipler, Esq., The Tipler Law Firm, P. C., 4 Windy Lane, Mary Esther,
Florida 32569.

XI.
AMENDMENT

The Corporation reserves the right to alter, amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, according to law.

XII.
INDEMNIFICATION

None of the Directors shall be required to furnish any bond or surety and none of them shall be responsible or liable for the acts of omissions of any other director or predecessor director. The Corporation shall indemnify and hold the Directors harmless against any claims, suits or damages, including attorney's fees incurred in carrying out their duties for this Corporation. No Director shall be responsible for any action taken as a Director, officer or employee of the Corporation unless said action is proved to constitute criminal activity. Corporation hereby agrees to indemnify, defend (with counsel selected by Corporation, approved by Director, with such approval not unreasonably withheld), protect and hold harmless Directors from and against any and all claims, demands, losses, damages, liabilities, fines, penalties, charges, administrative and judicial proceedings and orders, judgments, remedial action and compliance requirements of any kind, and all costs and expenses incurred in connection therewith, including, without limitation, actual attorneys' fees and costs of defense and costs and expenses of all experts and consultants (collectively, the "Losses"), arising directly or indirectly, in whole or in part, from any activities taken in the capacity as a Director of this Corporation.

The Directors shall have all the powers, except as herein limited, as provided by common law and by the State of Florida and such other states as the Corporation may function in, including the advancement of education and including the power to adopt by-laws to govern the conduct of its business.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1 day of February, 2002.

James Harvey Tipler
James Harvey Tipler

STATE OF Florida
COUNTY OF Polk

The foregoing instrument was acknowledged before me this 1 day of February, 2002, by James Harvey Tipler, who is personally known to me (or who has produced N/A as identification).

NOTARY PUBLIC

Linda Harrison
Name:

STATE OF FLORIDA, AT LARGE

Commission Number: _____

My Commission Expires: _____

(Seal)

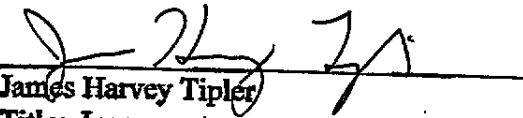


Linda Harrison
MY COMMISSION # DD071491 EXPIRES
December 4, 2005
BONDED THRU TROY FAIN INSURANCE, INC.


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

The undersigned Corporation organized under the laws of the State of Florida submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the Corporation is Okaloosa Assistance Corporation.
2. The name and address of the registered agent in office is: Name: James Harvey Tipler, Esq. Address: The Tipler Law Firm, P. C., 4 Windy Lane, Mary Esther, Florida 32569.


James Harvey Tipler
Title: Incorporator
Date:

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statute relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.


James Harvey Tipler
Registered Agent

FILED
02 FEB - 4 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA