

N02000000824

ANDREWS & DAVIS
ATTORNEYS AT LAW
THE PROFESSIONAL BUILDING
694 BALDWIN AVENUE, SUITE 1
POST OFFICE BOX 705
DEFUNIAK SPRINGS, FLORIDA 32435

ANGUS G. ANDREWS
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TELEPHONE 850-892-5838
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 OCT 28 PM 1:09

FILED

August 28, 2002

The Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

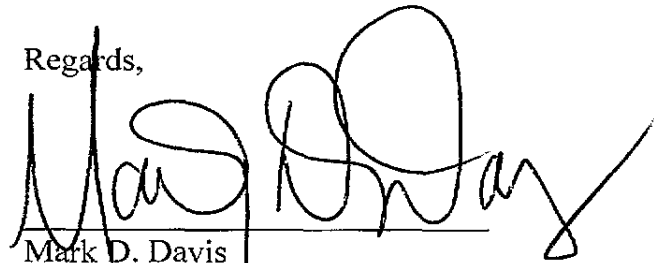
Re: WEST FLORIDA FOUNDERS FRATERNAL, INCORPORATION,

Dear Division of Corporation:

Enclosed is an original and one copy of the Articles of Incorporation for the above referenced corporation. A check in the amount of \$78.75 is enclosed for the filing fee and a certified copy of the articles.

Thank you for your prompt attention to this matter. If you have any questions or concerns, please do not hesitate to contact me.

Regards,



Mark D. Davis
Andrews & Davis

MDD.sjd
Enclosures

458/20k
10/20k

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October 25, 2002

Janice Love-Washington
Document Specialist
New Filing Section
Divisions of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: *West Florida Founders Fraternal, Inc.*
Letter Number: 702A00051951

Dear Ms. Love-Washington:

Enclosed you will find the original and one copy of the Articles of Incorporation for the above referenced corporation together with a copy of your letter dated September 10, 2002, per your request.

If you have any further questions, please do not hesitate to contact our office.

Regards,



Mark D. Davis
Andrews & Davis

MDD.klm

Enclosure(s)



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

September 10, 2002

MARK D DAVIS, ESQ
PO BOX 705
DEFUNIAK SPRINGS, FL 32435

SUBJECT: WEST FLORIDA FOUNDERS FRATERNAL, INC.
Ref. Number: W02000026036

We have received your document for WEST FLORIDA FOUNDERS FRATERNAL, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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

THE NAME MUST BE CONSISTENT IN THE HEADING AND ARTICLES.

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) 245-6915.

Janice Love-Washington
Document Specialist
New Filing Section

Letter Number: 702A00051951

**Articles of Incorporation
Of
West Florida Founders Fraternal, Inc.,
a Florida Not-For-Profit Corporation**

FILED
02 OCT 28 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned persons, acting as incorporators of the 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 One (1)

The name of the corporation is THE WEST FLORIDA FOUNDERS FRATERNAL, INC.

Article Two (2)

The corporation shall have perpetual duration.

Article Three (3)

The corporation is a not-for-profit corporation.

- A. The purpose for which the corporation is organized is to operate for the advancement of the gospel of Jesus Christ and for other charitable purposes, by the distribution of its funds for those purposes.

- B. The general purposes for which the corporation is formed are to operate exclusively for religious and charitable purposes which will qualify it as an exempt organization under 26 U.S.C.A. Section 501(c)(3), or corresponding provisions of any subsequent Federal tax laws in common, including, for those purposes, the making of distributions which qualify as tax-exempt organizations under that Section.
- C. This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; not shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

Article Four (4)

The corporation shall have a membership distinct from the Board of Directors. The authorized number and qualifications 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 by the bylaws.

Article Five (5)

The street address of the initial registered office of the corporation is 694 Baldwin Avenue, Suite 1, DeFuniak Springs, Florida 32435. The name of its initial registered agent at that address is Mark D. Davis, Attorney at Law. The street address and principal office address of the corporation shall be 117667 Highway 331, North, DeFuniak Springs, Florida 32433. The mailing address of the corporation shall be Post Office Box 226, Ponce De Leon, Florida 32455.

Article Six (6)

The powers of this corporation shall be exercised, in property control, and its affairs conducted by a Board of Directors.

The number of directors of the corporation shall be six (6); however, that number may be changed by bylaw duly adopted pursuant to the bylaws of the corporation. The directors named here as the first Board of Directors shall hold office until the first meeting of the members.

The first meeting of the members is to be held on October 18, 2002, at 2:30 p.m. at the First Baptist Church of Ponce De Leon, Florida. During that time an election for directors shall be held. Directors elected at the first annual meeting, and all subsequent times, shall serve for a term of one (1) year until the second annual

meeting of members following the election of directors and until the qualification of the successors in office.

Annual meetings shall be held on the third Friday of October of each year at the principal office of the corporation, or 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 of the members of the board, individually or collectively, consent in writing to the action. Written consent 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 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 permafacia evidence of the directors' authority. The names and residential addresses of the persons who are to serve as initial directors are:

<u>Name</u>	<u>Address</u>	<u>Telephone</u>
Greg Alford	1049 Beck Bridge Road Westville, Florida 32464	(850) 859 - 2822
Tim Duffey	91 Jones Road DeFuniak Springs, Florida 32433	(850) 951 - 4819
Dwayne Geoghagan	Post Office Box 1133 Paxton, Florida 32538	(850) 834 - 3999
Ryan Helms	2226 Highway 177A Bonifay, Florida 32425	(850) 547 - 4310
Russell Taylor	5152 Keyser Mill Road Baker, Florida 32531	(850) 537 - 8202
Randy Umberger	5107 Menawa Trail Marianna, Florida 32446	(850) 526 - 1033

Article Seven (7)

The names of each incorporator are Greg Alford, Tim Duffey, Dewayne Geoghagan, Ryan Helms, Russell Taylor, and Randy Umberger.

Article Eight (8)

The Board of Directors shall elect the following officers: President, Vice President, Treasurer and Secretary, and any other officers which the bylaws of this corporation authorize the directors to elect. Initially, the 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; President, Russell Taylor whose address is 5152 Keyser Mill Road, Baker, Florida 32531; Vice President, Tim Duffy

whose address is 91 Jones Road, DeFuniak Springs, Florida 32433; Treasurer, Greg Alford whose address is 1049 Beck Bridge Road, Westville, Florida 32464; and Secretary, Dewayne Geoghagan whose address is Post Office Box 1133, Paxton, Florida 32538.

Article Nine (9)

Subject to the limitations contained in the bylaws and any limitations set forth in the Florida Not-For-Profit Corporation Act 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, recended, added to or new bylaws maybe adopted, either by resolution of the board of directors or by following the procedures set forth in the bylaws.

Article Ten (10)

The property of this corporation is irrevocably dedicated to religious and charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member, or to the benefit of any private individual.

Article Eleven (11)

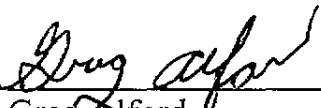
On the dissolution or winding-up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall


be distributed to a not-for-profit fund, foundation, or corporation which is organized and is operated exclusively for religious or charitable purposes and each has established its tax-exempt status under 26 U.S.C.A. Section 501(c)(3) or corresponding provisions of any subsequent Federal Tax Laws.

Article Twelve (12)

Amendments to these Articles of Incorporation may be proposed by resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted of at least two-thirds (2/3) of a quorum of members of the corporation.


We the undersigned being the incorporators of the incorporation, for the purpose of forming this not-for-profit charitable corporation under the Laws of Florida, have executed these Articles of Incorporation on this 25th day of October, 2002.

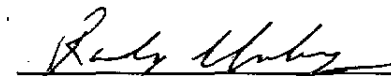

Greg Alford


Tim Duffey


Dewayne Geoghagan


Ryan Helms


Russell Taylor


Randy Umberger

Designation and Acceptance Of Registered Agent

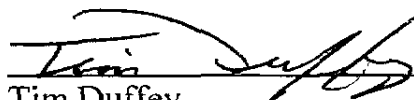
Pursuant to the provisions of Florida Section 617.0501, Florida Statutes, the undersigned not-for-profit corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent / registered office in the State of Florida:

1. The name of the Corporation is the West Florida Founders Fraternal, Inc.

2. The name and address of the registered agent and office are Mark D. Davis, Attorney at Law, Andrews & Davis at The Professional Building, 694 Baldwin Avenue, Suite 1, Post Office Box 705, DeFuniak Springs, Florida 32435.

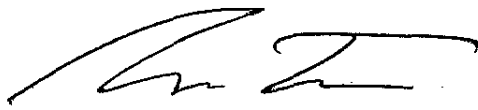
Dated this 25th day of October, 2002.

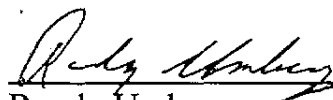

Greg Afford


Tim Duffey


Dewayne Geoghagan


Ryan Helms


Russell Taylor


Randy Umberger

Agent's Acceptance of Appointment

Having been named to accept service of process for the above stated corporation, at the place designated in the certificate, I agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Andrews & Davis

Mark D. Davis

Attorney for

The Professional Building

694 Baldwin Avenue, Suite 1

Post Office Box 705

DeFuniak Springs, Florida 32435

Telephone: (850) 892-5838

Facsimile: (850) 892-5837

Florida Bar Number: 0764700

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OCT 28 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA