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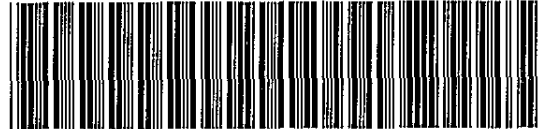
(Business Entity Name)

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DIVISION OF CORPORATION SECRETARY OF STATE
TALLAHASSEE, FL 32304

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

The Character Counts! Coalition
Of Indian River County Inc

Signature _____

Requested by: SW 12/17

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- ☒ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

ARTICLES OF INCORPORATION
OF
THE CHARACTER COUNTS! COALITION OF INDIAN RIVER COUNTY, INC.

ARTICLES OF INCORPORATION of the undersigned, all of whom are citizens of the United States, and being over the age of 18 years, desiring to form a Not For Profit Corporation under Chapter 617, Florida Statutes, do hereby certify:

ARTICLE ONE

The name of the Corporation is the
CHARACTER COUNTS! COALITION OF INDIAN RIVER COUNTY, INC.

ARTICLE TWO

The location for the Registered Agent and the place of business of the CHARACTER COUNTS! COALITION OF INDIAN RIVER COUNTY, INC. is the office of Steven Mohler, CPA, 2127 10th Avenue, Vero Beach, FL 32960. The mailing address is Post Office Box 2606, Vero Beach, Florida 32961-2606.

ARTICLE THREE

PURPOSE

The purposes for which this Corporation is formed are:

1. To operate exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provision of any future U.S. Internal Revenue Code Law to develop, promote and provide a funding source for worthy educational programs to strengthen the integrity with which people relate to each other and to fortify good character in public, private and faith based schools and in the workplace which will enhance and improve the quality of life for citizens in Indian River County, Florida.
2. No substantial part of the Activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in any political campaign on behalf of any candidate for public office, political committee or similar group set out to directly or indirectly influence any local, state or federal issue other than an issue which would adversely affect the operation of the Character Counts! Coalition of Indian River County.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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3. This Corporation is not organized for the pecuniary profit of its trustees, officers, or members; nor may it issue stock nor declare nor distribute dividends, and no part of its net income shall inure to the benefit of any of these persons, and any balance of money or assets remaining after the full payment of corporate obligations of all and any kinds shall be devoted solely to the educational, charitable and benevolent purposes of the Corporation.

4. To acquire property by grant, gift, purchase, dues, devise or bequest and hold and dispose of such property by all means, borrow money, make loans, give evidence of indebtedness of all kinds, and to generally do everything necessary, suitable and proper to carry out the object and purposes of this Corporation, with the right to exercise and enjoy all powers, privileges and rights incident to corporations not for profit organized under the laws of the State of Florida.

5. To make and perform contracts of every kind and for any lawful purpose without limits as to amount, with any person, firm, association, corporation, municipality, state, government, or municipal or political subdivision.

6. To have all the rights and powers conferred on corporations not for profit under the Florida law, as such law is now in effect or may at any time hereafter be amended.

7. To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this Corporation.

The foregoing instrument shall be construed as a statement of purpose and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in no way limited or restricted by any reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

8. Notwithstanding any of the foregoing statements of purposes and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise and powers that are not in furtherance of the primary purpose of this Corporation as set forth in Paragraph 1 of this Article Three, and nothing contained in the foregoing statements of purposes shall be construed to authorize this Corporation to carry on any activity for the profits of its members as such.

9. 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.

10. 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.

11. 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.

12. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue tax laws.

13. 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 assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable or educational 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 the corresponding provisions of any future United States Internal Revenue Law), 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 FOUR

BOARD OF DIRECTORS

There shall be no more than twenty-one (21) members of the initial Board of Directors of the Corporation. Each member of the Board of Directors shall be a member of the Corporation. The annual meeting of the Coalition shall be held at a location and at a time in May or June of each year designated by the Board of Directors for the purpose of electing a Board of Directors for the ensuing year, who shall take office on July 1. At each annual meeting, the Board shall elect persons to fill the vacancies of one-third (1/3) of the Directors whose terms next expire. The term of office for each Director shall be three (3) years, except for the retiring Chairman who shall serve for one additional and consecutive year as Immediate Past Chairman after their normally expired term. No Director shall serve more than two (2) consecutive terms. The names and addresses of the persons who are to serve as Directors until the first meeting of the members to elect new Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TERM</u> <u>EXPIRES</u>
Rolf D. Bibow	506 River Drive	Vero Beach, FL 32963 2004
Susan Curtis	1990 25 Street	Vero Beach, FL 32960 2004
Christie Greene	915 17 Avenue	Vero Beach, FL 32960 2004
Robert Keim, PhD	810 Fox Trail SW	Vero Beach, FL 32962 2006
Brian Kroh	132 Devonwood Way	Vero Beach, FL 32963 2005
Marianna Nigh	1090 Windermere Way	Vero Beach, FL 32963 2006
Eleanor Simon	3370 Buckinghammock Tr.	Vero Beach, FL 32960 2006
Rob Slezak	1725 17 Avenue	Vero Beach, FL 32960 2005
Francis Smithers	7707 US Highway 1	Vero Beach, FL 32960 2004
Judith Wakefield	1028 20 Place #D	Vero Beach, FL 32960 2006
Judge Joe Wild	2000 16 Avenue#263	Vero Beach, FL 32960 2006

The number or Directors in no event shall there be less than five (5) Directors.

ARTICLE FIVE

OFFICERS

The affairs of the Corporation are to be managed by a Chairman, a Chairman-Elect, a Secretary and/or a Treasurer and such other officers as may be provided in the By-Laws. These Officers shall be elected as provided in the By-Laws. The names of the persons who are to serve as Officers of the Corporation until the first election thereof are as follows:

<u>NAME</u>	<u>OFFICE</u>
Judge Joe Wild	Chairman
Robert Keim, PhD	Chairman-Elect
Eleanor Simon	Secretary
Judith Wakefield	Treasurer

ARTICLE SIX

MEMBERS

The Corporation shall have members. The Members of this Corporation shall constitute all persons hereinafter named as Incorporators, and such other persons as from time to time hereafter may become Members. The qualifications of Members and the manner of their admission shall be determined by the Board of Directors.

The By-Laws may delegate to the Board of Directors the power to impose duties or dues upon the Members and the power of expelling Members.

ARTICLE SEVEN

BY-LAWS

The By-Laws of the Corporation shall be made, altered or rescinded by the Members of the Corporation in accordance with the provisions set forth in the By-Laws.

ARTICLE EIGHT

These Articles of Incorporation may be amended by the act of the Directors and Members of the Corporation. Such amendments may be proposed and adopted in the manner provided in the By-Laws of the Corporation.

ARTICLE NINE

The name and residence addresses of the Incorporators of these Articles are:

<u>NAME</u>	<u>ADDRESS</u>
Marianna Nigh For Dr. William Nigh (deceased 2001)	1090 Windermere Way Vero Beach, FL 32963
Eleanor Simon	3370 Buckinghammock Trail Vero Beach, FL 32960
Robert Brackett	Post Office Box 965 Vero Beach, FL 32961

ARTICLE TEN
ANNUAL MEETING

The Annual Meeting of the Members and Board of Directors of this Corporation shall be held on the date stated in the By-Laws. The Corporation may provide in its By-Laws for the holding of additional Regular meetings and any Special meetings and shall provide the manner or giving notice of all such meetings.

ARTICLE ELEVEN
INDEMNIFICATION

1. Indemnity. The Corporation shall indemnify any persons who was, or is a party, or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that they are or were a Director, employee, officer or agent of the Corporation, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonable incurred by them in connection with such action, suit or proceeding if they acted, even though negligently, in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, has no reasonable cause to believe their conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or misfeasance or malfeasance in the performance of his duty to the Corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which they reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe their conduct was unlawful.

2. Expenses. To the extent that a Director, Officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 or in defense of any claim, issue or matter therein, they shall

be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) reasonably incurred by them in connection therewith.

3. Approval. Any indemnification under 1 above (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper under the circumstances because they have met the applicable standard of conduct set forth in 1 above. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or by a majority of the Members are (c) upon the request of the proposed indemnitee, by a Court of competent jurisdiction.

4. Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon a receipt of an undertaking by or on behalf Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

5. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Law, agreement, vote or members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall insure to the benefit of the heirs, executors and administrators of such person.

6. Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employer or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against them and incurred by them in any such capacity, or arising out of their status as such, whether or not the Corporation would have the power to indemnify them against such liability under the provisions of this Article.

ARTICLE TWELVE
REGISTERED AGENT

The Registered Agent for the service of process with the State shall be Steven Mohler whose address is 2127 10th Avenue, Vero Beach, Florida 32960, and the principal address of the Corporation shall be the same.

IN WITNESS WHEREOF, we have subscribed our names this 12th day of DECEMBER, 2002.

Marianna Nigh

Marianna Nigh, Incorporator

Eleanor Simon

Eleanor Simon, Incorporator

Robert Brackett, Sr.

Robert Brackett, Sr. Incorporator

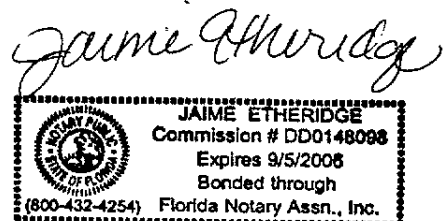
I hereby am familiar with and accept the duties and responsibilities as registered agent for said Corporation.

Steven Mohler

STEVEN MOHLER, Registered Agent

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

On the 12th day of DECEMBER, 2002, before me, a Notary Public in the aforesaid State and County, personally appeared STEVEN MOHLER known to me to be one of the persons whose names are subscribed to the foregoing instrument and who acknowledged



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02 DEC 17 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA