

N03000004851

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600019177436

06/03/03--01063--001 **87.50

FILED
2003 JUN -3 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

060923
B

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: The Bay Institute, Inc.

(PROPOSED CORPORATE NAME - **MUST INCLUDE SUFFIX**)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Melissa A. Conner

Name (Printed or typed)

306 Lakeview Circle

Address

Panama City Beach, Florida 32413-2474

City, State & Zip

(850) 234-0554

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
THE BAY INSTITUTE, INC. --
A Center For Leadership And Community Development**

The undersigned subscriber, acting as incorporator of a corporation, pursuant to Chapter 617 of the Florida Statutes adopts the following Articles of Incorporation for the formation of a not-for-profit corporation:

ARTICLE I - NAME

The name of the corporation is The Bay Institute, Inc.--A Center for Leadership and Community Development, and the location shall be located within or without the state of Florida, as such place as the Board of Directors shall from time to time designate. The corporation may maintain additional offices as the Board of Directors may designate. The corporation shall continuously maintain within the State of Florida a registered office at such place as may be designated by the Board of Directors.

ARTICLE II - DURATION

The period of duration is perpetual unless dissolved according to law.

ARTICLE III - PURPOSE

The purpose of the corporation, a not-for-profit organization, is for providing research, leadership, and education on community, environment, domestic security/preparedness, and public policy issues and for any other lawful not-for-profit purpose.

This corporation will join together businesses and other organizations with common interests in a forum to promote collaboration of work efforts, sharing of information, and to provide a network among participants.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2003 JUN -3 AM 10:35

FILED

The goal of The Bay Institute, Inc. (TBI) is to pursue projects and interests concerning leadership and community development. The TBI, Inc. scope will be broad based and not limited to any one industry, group, project, or subject.

ARTICLE IV – SELF-DEALINGS

The corporation is organized and operated exclusively for the purposes set forth in Article III herein.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statement on behalf of any candidate for public office).

The corporation shall not engage in any act of self-dealing as defined in the Internal Revenue Code of 1986, as amended. The corporation shall not retain any excess business holdings as defined in the Internal Revenue Code of 1986, as amended.

ARTICLE V - MEMBERSHIP

Any individual, corporation, academic organization, unit of government, or other interested organization may be considered for membership within TBI, Inc. Membership requirements and designations shall be voted on and approved by the Board of Directors.

ARTICLE VI - LOCATION

The address, including street and number, of its initial registered office is 306 Lakeview Circle, Panama City Beach, Florida 32413, and the name of its initial register is Melissa A. Conner.

ARTICLE VII – BOARD OF DIRECTORS

The corporation shall have at least three (3) Directors. The names and addresses, including street and number of the persons who are to serve as the Directors until the first annual meeting or until their successors shall be elected and qualified are:

| <u>Name</u> | <u>Address</u> |
|-------------------|---|
| Lynn L. Gager | 120 Treasure Palm Drive Panama City Beach, FL 32408 |
| Roy T. Varnado | 8730 Thomas Drive, Suite 509 Panama City Beach, FL 32408 |
| Elkin Terry Jack | 338 South MacArthur Panama City, FL 32401 |
| Melissa A. Conner | 306 Lakeview Circle Panama City Beach, FL 32413 |

Directors shall be elected or appointed in accordance with the Bylaws.

ARTICLE VIII - STOCK

The corporation is organized under a non-stock basis.

ARTICLE IX – BOARD OF DIRECTORS DUTIES

The provisions contained in the corporation's bylaws shall govern the internal affairs of the corporation. The corporation's President, who shall be responsible for the day-to-day operation of the corporation, shall manage the corporation. Upon dissolution of the corporation,

any assets remaining after all corporate liabilities and obligations have been paid or discharged or adequate provisions made therefore shall be distributed in accordance with a plan of distribution adopted at a meeting of the Board of Directors by a majority vote of the Directors then in office, provided that the plan of distribution is in accordance with Section 617.1406, Florida Statutes, as amended from time to time.

ARTICLE X - INCORPORATORS

The names and addresses of the incorporators are:

| <u>Name</u> | <u>Address</u> |
|-------------------|---|
| Lynn L. Gager | 120 Treasure Palm Drive Panama City Beach, FL 32408 |
| Roy T. Varnado | 8730 Thomas Drive, Suite 509 Panama City Beach, FL 32408 |
| Elkin Terry Jack | 338 South MacArthur Panama City, FL 32401 |
| Melissa A. Conner | 306 Lakeview Circle Panama City Beach, FL 32413 |

ARTICLE XI – PROPERTY AND PROFITS

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

ARTICLE XII – DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purposes(s) within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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 such court shall determine, that are organized and operated exclusively for such purposes.

ARTICLE XIV – LIMITED LIABILITY OF DIRECTORS AND OFFICERS

The officers and directors shall not be individually liable for the corporation's debts or other liabilities, and their private property of such individuals shall be exempt from any corporate debts or liabilities. The power of indemnification under the laws of Florida shall not be denied or limited by the bylaws.

ARTICLE XV – INDEMNIFICATION

The Corporation shall defend, indemnify and hold harmless any member of the Board of Directors or officer of the Corporation, or any former officer or director, who is a party to any officer or agent of the Corporation.

IN WITNESS WHEREOF, the incorporators have affixed their authorized signatures and seal this 22nd day of May 2003.


Lynn L. Gager

Roy T. Varnado
Roy T. Varnado

Elkin Terry Jack
Elkin Terry Jack

Melissa A. Conner
Melissa A. Conner

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 22nd day of May, 2003, by Lynn Gager, Roy T. Varnado, Elkin Terry Jack, and Melissa A. Conner as subscribers and that the statements therein contained are true.

[SEAL]



Lana G. Wise
Notary Public

My commission expires May 20, 2006


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

Pursuant to Chapter 48.901, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that The Bay Institute, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, appoints Melissa A. Conner as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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


Melissa A. Conner
Resident Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2003 JUN -3 AM 10:35

FILED