

No3000005984

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

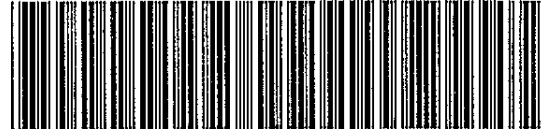
(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800021347268

EFFECTIVE DATE
7-1-03

07/09/03--01037--004 **78.75

SECRET
TALLAHASSEE, FLORIDA
03 JUN -9 AM 8:29

MILLER & ASSOCIATES

Attorneys at Law

415 Mountain Drive, Suite 3
Destin, Florida 32541-2349

Telephone: (850) 837-3860 • Facsimile: (850) 837-6158

E-Mail: miller@destinlawfirm.com

J. Jerome Miller
Teresa N. Phillips

July 7, 2003

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

Re: DESTIN SENIOR CITIZENS, INC.

Dear Department of State:

Enclosed herewith please find the original and one copy of the executed Articles of Incorporation, for filing in regard to the above-referenced corporation. Also enclosed is a check in the amount of \$78.75 to cover the filing fee and certificate of status. Upon filing, please return one copy of the Articles in the envelope provided.

Thank you for your assistance in this matter. If you should have any questions, please do not hesitate to contact me.

Sincerely,


J. JEROME MILLER
Attorney at Law

JJM/dh
Enclosures (as stated)

ARTICLES OF INCORPORATION OF DESTIN SENIOR CITIZENS, INC.

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following articles of incorporation:

ARTICLE 1. *Name.* The name of the corporation is as follows: Destin Senior Citizens, Inc.

ARTICLE 2. *Address.* The address of the principal office is 101 Stahlman Avenue and the mailing address of the corporation is: P.O. Box 1696, Destin, FL 32541.

ARTICLE 3. *Initial Registered Office and Agent.* The street address of the initial registered office of the corporation is: 415 Mountain Drive, Suite 3, Destin, FL 32541. The name of its initial registered agent at that address is: J. Jerome Miller, Miller & Associates, Attorneys at Law.

ARTICLE 4. *No Members.* The corporation shall not have members and shall not issue membership certificates. The corporation shall not issue shares of stock.

ARTICLE 5. *Not For Profit.* The corporation is a not for profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under 26 U.S.C.A. §501(c)(3) (referred to below as "code"). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 U.S.C.A. §501(c)(3).

ARTICLE 6. *Duration.* The duration (term) of the corporation is perpetual.

ARTICLE 7. *Purposes.* The corporation is organized, and shall be operated exclusively for charitable purposes, including but not limited to the sponsoring, organizing, administering, enhancing, and operating assemblies and activities that benefit the senior citizens of Destin, FL.

ARTICLE 8. *Powers.* Solely for the above purposes, the corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 JUN -9 AM 8:29

EFFECTIVE DATE
7-1-03

B. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not For Profit Corporation Act, and any successor or amendment to the Florida Not For Profit Corporation Act.

C. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

ARTICLE 9. *Limitation.* No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the corporation ever has any), directors or officers, but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 7 (Purposes) of these Articles.

ARTICLE 10. *Tax Exempt Status.* It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 U.S.C.A. §501(a) as an organization described in 26 U.S.C.A. §501(c)(3) and which is other than a private foundation as defined in 26 U.S.C.A. §509. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 U.S.C.A. §501(c)(3). All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE 11. *Dissolution.* On the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 U.S.C.A. §170(c)(1) or 26 U.S.C.A. §170(c)(2)(B) and is described in 26 U.S.C.A. §509(a)(1), (2) or (3).

ARTICLE 12. *Board of Directors.* There shall be a board of directors consisting of at least three individuals. The initial directors are elected by the incorporators. After that, each director shall be elected by majority vote of the board of directors in the manner and at the times set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors. The board of directors are as follows:

A. A. Virginia Woody, 429 Primrose Circle, Destin, FL 32541

B. E. Marie Brown, 827 Cross Street, Destin, FL 32541

C. Marsha Carpenter, 622 Mimosa Avenue, Destin, FL 32541

ARTICLE 13. *Officers.* The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time and in such a manner as may be prescribed by the bylaws or by law. The initial officers of the corporation are as follows:

D. Virginia Woody, President 429 Primrose Circle, Destin, FL 32541

E. E. Marie Brown, Vice President 827 Cross Street, Destin, FL 32541

F. Marsha Carpenter, Secretary 622 Mimosa Avenue, Destin, FL 32541

G. Marsha Carpenter, Treasurer 622 Mimosa Avenue, Destin, FL 32541

ARTICLE 14. *Incorporators.* The name and street address of each incorporator is as follows: Miller & Associates, Attorneys at Law, 415 Mountain Drive, Suite 3, Destin, FL 32541.

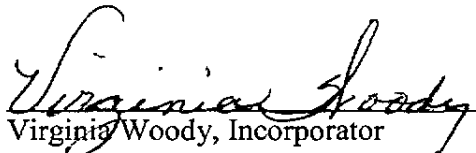
ARTICLE 15. *Bylaws.* The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

ARTICLE 16. *Amendment.* The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

ARTICLE 17. *Indemnification and Civil Liability Immunity.* The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

ARTICLE 18. *Commencement of Corporate Existence.* The date when corporate existence shall commence is July 1, 2003.

In, witness, the undersigned incorporator has signed these articles of incorporation on June 25, 2003.


Virginia Woody, Incorporator

CERTIFICATE OF DESIGNATION AND ACCEPTANCE BY REGISTERED
AGENT

Pursuant to the provisions of Fla. Stat. §617.0501, the undersigned corporation organized under the not for profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the corporation in the State of Florida:

1. Name of the corporation:

Destin Senior Citizens, Inc.

2. Name and address of the registered agent and office: J. Jerome Miller,

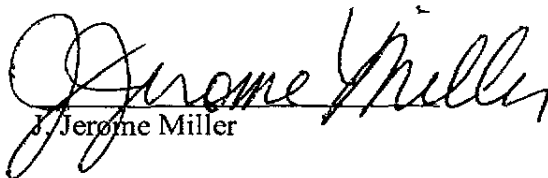
Miller & Associates, Attorneys at Law

415 Mountain Drive, Suite 3

Destin, FL 32541

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes 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.

Dated: June 25, 2003.


J. Jerome Miller

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 JUN -9 AM 8:29