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TALLAHASSEE, FLORIDA

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Gary S. Edinger

Attorney at Law

GSEdinger@aol.com

305 N.E. 1st Street • Gainesville, FL 32601 • Phone (352) 338-4440 • FAX (352) 337-0696

August 18, 2003

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

RE: Incorporation of CITIZENS ACTION PROJECT, INC.

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above-referenced proposed non-profit Florida corporation. Also enclosed is a check in the amount of \$122.50, representing payment of the following items:

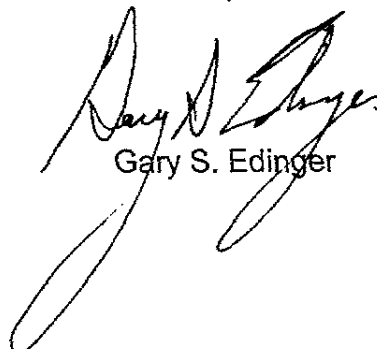
Filing Fee	\$35.00
Certified Copy Fee	\$52.50
Registered Agent Fee	\$35.00

TOTAL	\$122.50

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

If the fees stated above have changed, or if there is anything further you require, please advise at your earliest convenience. Thank you for your kind assistance in this matter.

Sincerely,



Gary S. Edinger

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Enclosures

ARTICLES OF INCORPORATION
OF
CITIZENS ACTION PROJECT, INC.
A Florida Not For Profit Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to the Articles of Incorporation being natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation is CITIZENS ACTION PROJECT, INC.

ARTICLE II

General Nature of Business

The general nature of the business to be transacted by this not for profit corporation is to provide educational forums on a variety of issues of public concern. These issues will include health care, the environment, criminal justice and civil rights. Emphasis will be placed on education of the public as to the importance of civics and involvement with the political process.

The Corporation will also lobby Local, State, and Federal officials to make advances in areas of social concern. All such activities shall be lawful and shall take place within the context of existing laws.

The Corporation will promote its own projects as well as providing consultation and support for other civic organizations.

ARTICLE III

Membership

The initial Members of the Corporation shall be BARRY WAYNE CHILDS, KEVIN APLIN and CHERYL HALL. Additional members shall be admitted to the Corporation upon submission of a membership application on a form approved by the Board of Directors. The Board of Directors may set dues from time to time for the privilege of membership in the Corporation.

Memberships may be terminated by failure to pay the prescribed dues, through vote of a majority of the Board of Directors, or death. Following termination a former member shall have no right to vote or participate in the affairs of the corporation. Memberships shall not be transferable.

ARTICLE V

Duration

This corporation shall exist perpetually, commencing upon filing of these Articles with the Florida Department of State.

ARTICLE VI

Initial Registered Office and Agent

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be as follows:

BARRY WAYNE CHILDS
615 East New Haven Ave, Suite 120
Melbourne, Florida 32901

The Board of Directors may from time to time move the Registered Office to any other address in the State of Florida.

ARTICLE VII

Board of Directors

The Corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws adopted by the Members, but shall never be less than three nor more than ten. Directors shall be Members of the Corporation.

ARTICLE VIII

Initial Directors

The names of the initial Directors of this Corporation and their street addresses are:

Name	Address
BARRY WAYNE CHILDS	615 East New Haven Ave, Suite 120 Melbourne, Florida 32901
KEVIN APLIN	2613 Larry Court Melbourne, Florida 32935
CHERYL HALL	357 W. Claridge St Satellite Beach, Florida 32937

The persons named as initial Directors shall hold office for the first year of existence of this Corporation or until their successors are appointed by majority vote of the Board of Directors. In the event that no quorum of Directors can be raised to appoint a successor Director, a majority of the Members may select a successor Director.

ARTICLE IX

Initial Officers

The affairs of the Corporation shall be managed by its Officers who are to serve until the first election or appointment as specified in the By-Laws of the Corporation. The initial Officers are as follows:

President:	BARRY WAYNE CHILDS 615 East New Haven Ave, Suite 120 Melbourne, Florida 32901
Vice-President	KEVIN APLIN 2613 Larry Court Melbourne, Florida 32935
Treasurer	BARRY WAYNE CHILDS 615 East New Haven Ave, Suite 120 Melbourne, Florida 32901
Secretary	CHERYL HALL 357 W. Claridge St Satellite Beach, Florida 32937

ARTICLE X

Meetings

The Corporation shall hold a meeting of Members and Directors at least once per year. The time and date of the meeting shall be fixed by the By-Laws of the Corporation.

ARTICLE XI

Indemnification

The Corporation shall have the authority, but is not required to indemnify any Director, Officer, employee or agent of the Corporation under those

circumstances in which indemnification would be proper pursuant to Florida Statutes, Section 617.0831.

ARTICLE XII

Incorporators

The names and street addresses of the persons signing these Articles are:

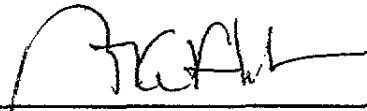
Name	Address
BARRY WAYNE CHILDS	615 East New Haven Ave, Suite 120 Melbourne, Florida 32901
KEVIN APLIN	2613 Larry Court Melbourne, Florida 32935
CHERYL HALL	357 W. Claridge St Satellite Beach, Florida 32937

ARTICLE XIII

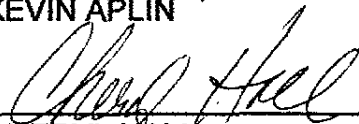
Amendment

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at the annual meeting or any special meeting called for that purpose, after first giving at least ten (10) days written notice of the meeting.

IN WITNESS THEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 8TH day of AUGUST, 2003.



BARRY WAYNE CHILDS

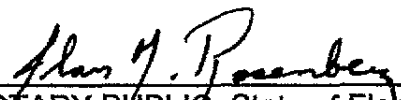

KEVIN APLIN


CHERYL HALL

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, personally appeared BARRY WAYNE CHILDS, KEVIN APLIN and CHERYL HALL, who are personally known to me or who produced a Florida driver's license as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation on this 8th day of AUGUST, 2003.

 Alan M. Rosenberg
My Commission CC893730
Expires February 17, 2004


NOTARY PUBLIC, State of Florida
My Commission Expires: 2/17/04

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

The following is submitted, in compliance with Section 48.091, Florida Statutes:

That CITIZENS ACTION PROJECT, INC., a not for profit corporation desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Melbourne, County of Brevard, State of Florida has named BARRY WAYNE CHILDS, located at 615 East New Haven Ave, Suite 120, City of Melbourne, County of Brevard, State of Florida as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept the service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the responsibility to act in this capacity, and I agree to comply with the provisions of said Act relative to keeping open said office.

BY:



BARRY WAYNE CHILDS

03 AUG 19 PM 4:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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