

N03000010479

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

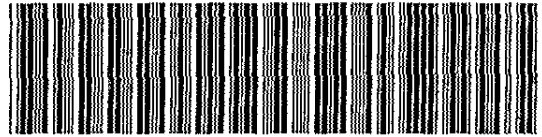
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900024933039

11/25/03--01012--008 **78.75

FILED
2003 NOV 25 PM 4:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

g 12/4/03

JAMES C. CONNER, JR.
ATTORNEY AT LAW
BOARD CERTIFIED REAL ESTATE LAWYER

POST OFFICE BOX 905
BRISTOL, FLORIDA 32321

(850) 643-2136
(850) 385-1171
FAX (850) 643-5811
E-MAIL: jconnerlaw@aol.com

November 21, 2003

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

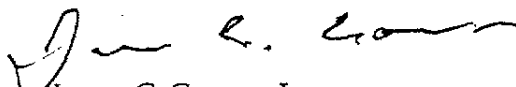
Re: Articles of Incorporation of GADSDEN BOARD OF REALTORS INC. A NONPROFIT
CORPORATION Our File No.: 091-03

Dear Secretary of State:

Enclosed herewith is an original and one (1) copy of the Articles of Incorporation for the above-named corporation, along with a check in the amount of \$78.75 for the filing fee, and certified copy. I have also enclosed a return envelope for your convenience.

If you need additional information, please do not hesitate to contact my office.

Very truly yours,


James C. Conner, Jr.

JCC/bh

Enclosure:

FILED
2003 NOV 25 PM 4:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
GADSDEN BOARD OF REALTORS® INC.
A NONPROFIT CORPORATION

FILED
2003 NOV 25 PM 4:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the state of Florida, applicable to corporations not for profit, under the following proposed Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is Gadsden Board of Realtors®, Inc.

ARTICLE II - STATEMENT OF CORPORATE NATURE

To unite those engaged in the recognized branches of the real estate profession for the purpose of exerting a beneficial influence upon the profession and related interests.

ARTICLE III - GENERAL AND SPECIFIC PURPOSES

- (A) The specific and primary purposes for which this corporation is formed are to operate for purposes of uniting those engaged in the recognized branches of the real estate profession for the purpose of exerting a beneficial influence upon the profession and related interests. To promote and maintain high standards of conduct in the real estate profession as expressed in the code of ethics of the National Association of Realtors®. To provide a unified medium for real estate owners and those engaged in the real estate profession whereby their interest may be safeguarded and advanced. To further the interest of home and other real property ownership. To unite those engaged in the real estate profession in this community with the Florida Association of Realtors® and the National Association of Realtors®, thereby furthering their own objectives throughout the state and nation, and obtaining the benefits and privileges of membership therein. To designate for the benefit of the public, those individuals within its jurisdiction authorized to use the terms Realtor and Realtors® as licensed, prescribed, and controlled by the National Association of Realtors®.
- (B) The general purposes for which this corporation is formed are to operate exclusively for such purposes as will qualify it as an exempt organization under section 501 (c) (3) of the Internal Revenue of 1954 or corresponding provision of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organization under the code.

ARTICLE IV - TERM

This corporation shall have a perpetual existence.

ARTICLE V - MEMBERSHIP

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 collection thereof, shall be set forth in the bylaws.

ARTICLE VI - SUBSCRIBERS

The names and residence addresses of the subscribers of this corporation are as follows:

NAME	ADDRESS
J. Kennard Whittle	37 North Cleveland Street Quincy, FL 32351
Becky Tiller	1048 FL/GA Highway Havana, FL 32333
Flake Cloud	37 North Cleveland Street Quincy, FL 32351

ARTICLE VII - LOCATION OF PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT

(A) The county in the State of Florida where the principal office for the transaction of business of this corporation is to be located in the county of Gadsden, at 37 North Cleveland Street, Quincy, FL 32351. The mailing address is P. O. Box 994, Quincy, FL 32353

(B) The name and address of this corporation's registered agent is:

Name: J. Kennard Whittle
Address: 37 North Cleveland Street, Quincy, FL 32351

ARTICLE VIII - MANAGEMENT OF CORPORATE AFFAIRS
BOARD OF DIRECTORS AND OFFICERS

- (A) The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of Directors and officers. The number of Directors of the corporation shall be three (3) provided, however, that such number may be changed by a bylaw duly adopted by the members.

The Directors named as the first Board of Directors shall hold office until the first meeting of members, at the Washington Lodge Number Two, Quincy, FL 32351, at which time an election of Board of Directors and officers shall be held.

Board of Directors elected at the annual meeting and at all times thereafter shall serve for a term of one year until the next annual meeting of members following the selection of Directors and Officers and until the qualification of the successors in the office. Annual meetings shall be held at 12:01 P.M. on the second Wednesday in November of each year at the principal office of the corporation, or at such other place or places as the board of Directors may designate from time to time 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 members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such 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 which relates to action so taken shall state that the action was taken by unanimous written consent of the board of Directors without a meeting and that the articles of incorporation of this corporation authorize the trustees to so act. Such statement shall be prima facie evidence of such authority.

The names and address of such first members of the board of Directors are as follow:

NAME	ADDRESS
J. Kennard Whittle	37 North Cleveland Street Quincy, FL 32351
Becky Tiller	1048 FL/GA Highway Havana, FL 32333

Flake Cloud

37 North Cleveland Street
Quincy, FL 32351

- (B) **CORPORATE OFFICERS:** The membership shall elect the following officers: President, Vice-President, Secretary/Treasurer, and such other officers as the bylaws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of Directors. Until such election is held, the following persons shall serve as corporate officers:

NAME	ADDRESS	TITLE
J. Kennard Whittle	37 North Cleveland Street Quincy, FL 32351	President
Becky Tiller	1048 FL/GA Highway Havana, FL 32333	Secretary
Flake Cloud	37 North Cleveland Street Quincy, FL 32351	Treasurer

ARTICLE IX - BYLAWS

Subject to limitation contained in the bylaws, and any limitations set forth in the Corporation Not For Profit law of Florida, concerning corporate action that must be authorized or approved by members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of Directors or by following the procedure set forth therefore in the bylaws.

ARTICLE X - DEDICATION OF ASSETS

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

ARTICLE XI - DISTRIBUTION OF ASSETS

Upon 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 nonprofit und, or corporation which is organized and operated exclusively for such purposes and which has established its tax exempt status under Section 501(C) (3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax

laws.

ARTICLE XII - AMENDMENT OF ARTICLES

Amendments to these articles of incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, and including all the persons herein named as the subscribers of this corporation, for the purpose of forming this nonprofit corporation under the laws of Florida have executed these articles of incorporation on the 2nd day of November 2003.

Signed, Sealed and Delivered

In the presence of:

J. Kennard Whittle
J. KENNARD WHITTLE

Sign: Flake Cloud
Print: FLAKE CLOUD

Sign: W.O. Whittle
Print: W.O. WHITTLE

Becky Tiller
BECKY TILLER

Sign: Flake Cloud
Print: FLAKE CLOUD

Sign: W.O. Whittle
Print: W.O. WHITTLE

Flake Cloud
FLAKE CLOUD

Sign: J.K. Whittle
Print: J.K. WHITTLE

Sign: W.O. Whittle
Print: W.O. WHITTLE

STATE OF FLORIDA

COUNTY OF GADSDEN

The foregoing instrument was acknowledged before me this 20th day of November, 2003, by J. KENNARD WHITTLE, BECKY TILLER and FLAKE CLOUD, who are personally known to me or who have provided _____ as identification.

(SEAL)



Virginia McPherson
My Commission DD064601
Expires October 14, 2005

Virginia McPherson
Notary Public, State of Florida
My Commission expires:
My Commission #:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Gadsden Board of Realtors®, Inc. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position under F.S. 607.0501(3).

DATE: 11/20/03

J. Kennard Whittle
J. KENNARD WHITTLE, Registered Agent

STATE OF FLORIDA
COUNTY OF GADSDEN

The foregoing instrument was acknowledged before me this 20th day of November, 2003, by J. KENNARD WHITTLE, who is personally known to me or who has produced _____ as identification.

(SEAL)



Virginia McPherson
My Commission DD064601
Expires October 14, 2005

Virginia McPherson
Notary Public, State of Florida
My Commission expires:
My Commission #:

FILED
2003 NOV 25 PM 4:03
CLERK OF STATE
TALLAHASSEE FLORIDA