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TS 2/17/04

Dale S. Wilson
Attorney at Law

718 N. ORANGE AVENUE
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GREEN COVE SPRINGS, FLORIDA
32043

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February 9, 2004

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Clay County Cattlemen's Foundation, Inc.
Not for Profit

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation of., Clay County Cattlemen's Foundation, Inc., a corporation not for profit. Also enclosed is a check in the sum of \$78.75 as and for your filing fee. I would appreciate your forwarding a copy of the Articles of Incorporation to my attention once they have been filed.

Your assistance in this regard is greatly appreciated.

Sincerely,



Dale S. Wilson

DSWpph
Enclosures

ARTICLES OF INCORPORATION
OF
CLAY COUNTY CATTLEMEN'S FOUNDATION, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation not for profit under Chapter 617 Florida Statutes.

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ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this Corporation shall be: **CLAY COUNTY CATTLEMEN'S FOUNDATION, INC.** ("the Corporation"). The initial principal office of the Corporation shall be located at 4441 Weeks Road, Green Cove Springs, Florida 32043, but the Corporation shall have the power to relocate its principal office and to establish branch offices at other places within or without the State of Florida as may be determined and deemed expedient from time to time. The initial mailing address of the Corporation shall be P.O. Box 217, Green Cove Springs, Florida 32043, but the Corporation shall have the power to change its mailing address to an address within or without the State of Florida.

ARTICLE II

PURPOSES

The purposes for which this Corporation are organized are:

To engage in educational and scientific activities dedicated to the improvement of beef production and marketing practices;

To fund, sponsor, or conduct research programs to enhance beef production and product development;

To promote efficient land management and environmental stewardship in beef production processes;

To fund, sponsor, or conduct educational scholarship programs;

To preserve beef industry historical records and artifacts for educational display and reference;

To fund, sponsor, or conduct leadership development programs for youth; and

To support other charitable organizations with purposes similar to those enumerated hereinabove.

ARTICLE III

POWERS

The Corporation shall possess all powers allowed by law, including but not limited to, the power to:

(a) To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership;

(b) To receive assistance, money real or personal property and any other form of contributions from any person, firm or corporation, or any organization, to be utilized in the furtherance of the objects and purposes of the Corporation; to enter into agreements or contracts for regular and irregular contributions to the Corporation for its objects and purposes;

(c) To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgment of the Board of Directors of the Corporation;

(d) To accumulate income in such amounts and for such times as are permissible without penalty under the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, for the sole purpose of engaging in the above-described activities.

(e) To contract and be contracted with, and to sue and be sued;

(f) To invest and reinvest surplus funds in such securities and properties as the Board of Directors of the Corporation may from time to time determine;

(g) To apply the whole or any part of the income and principal of the Corporation exclusively for charitable, educational or scientific purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any successor laws or regulations ("the Internal Revenue Code");

(h) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which the Corporation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.021 of the Florida Statutes; and

(i) To adopt and use a corporation seal containing the words " corporation not for profit", if desired and deemed necessary.

The enumeration of the foregoing shall not be held to limit or restrict in any manner the general powers of the Corporation. The objects, purposes and powers of the Corporation however, shall be exercised, construed and limited in their application to accomplish the charitable, religious, educational, and/or scientific purposes for which the Corporation is formed. The activities of the Corporation shall be consistent with Section 501 (c)(3) of the Internal revenue Code.

ARTICLE IV

DURATION AND EXISTENCE

The existence of the Corporation shall begin upon the filing of these Articles and, thereafter, the existence of the Corporation shall be perpetual.

ARTICLE V

SUBSCRIBER

The name and address of the subscriber is:

Randolph Padgett
4441 Weeks Road
Green Cove Springs, Florida 32043

ARTICLE VI

OFFICERS

The affairs of the Corporation shall be conducted by a President, a Vice President, a Treasurer, and a Secretary, and such other officers designed and authorized by the Board of Directors.

The election of such officers, as well as the fixing of the time and place for holding special and annual meetings, shall be as provided in the Bylaws of the Corporation.

OFFICERS	NAME	ADDRESS (FL)	ZIP
President	James Conaway	5642 Maverick Rd, Middleburg	32068
Vice President	Johnny Mac Smith	4216 Saunders Rd, Green Cove Springs	32043
Secretary	Randolph Padgett	4441 Weeks Rd, Green Cove Springs	32043
Treasurer	Brenda Coon	1008 Confederate Court, Green Cove Springs	32043

The Corporation shall have no members and the Corporation shall be governed by a Board of Directors. The number of directors serving on the Board of Directors, the election or appointment of directors, and the fixing of the time and place for holding special and annual meetings shall be as provided in the By-laws of the Corporation.

Directors

The initial directors shall be:

Jack Coon	1008 Confederate Court, Green Cove Springs, Florida 32043
Bill Elrod	P.O. Box 637, Penny Farms, Florida 32079
Jody Farley	5973 Sweet Moody Road, Green Cove Springs, Florida 32043
Eddie Batten	4886 US Highway 17 S, Green Cove Springs, Florida 32043
Eugene Hickey	6806 Sharron Road, Green Cove Springs, Florida 32043
Glenn Lassiter	5937 John Wilkinson Road, Jacksonville, Florida 32234
James Padgett	County Road 218, Middleburg, Florida 32068
John O'Connor	1590-28 Island Lane, Orange Park, Florida 32003
Jon Rogers	5482 Sharron Road, Green Cove Springs, Florida 32043
Horance Starling	5035 Springbank Road, Green Cove Springs, Florida 32043
Craig Wilber	1782 Joe Wilber Road, Middleburg, Florida 32068
Leon Green	2376 State Road 16 W, Green Cove Springs, Florida 32043
Fred Moulton	5515 Batton Bay Road, Green Cove Springs, Florida 32043

ARTICLE VIII

AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended at any time by a resolution adopted by a two-thirds vote of the Board of Directors at any annual meeting, provided a quorum is present and further provided that due notice of the proposed amendment has been given to the directors then serving on the Board of Directors in accordance with the provisions of the Bylaws of the Corporation.

ARTICLE IX

ADOPTION AND AMENDMENT OF BYLAWS

The initial Bylaws of the Corporation shall be adopted by the unanimous vote of the initial Directors of the Corporation identified in Article VII hereinabove. Upon adoption, by Bylaws may be amended at any time by a resolution adopted by a two-thirds vote of the Board of Directors at any annual or special meeting, provided a quorum is present and further provided that due notice of the proposed amendment has been given to the directors then serving on the Board of Directors in accordance with the provisions of the Bylaws of the Corporation.

ARTICLE X

CHARITABLE LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the directors or officers of the Corporation, or to any other private person; no part of the assets of the Corporation shall be expended to the benefit of anyone other than a recipient of funds for charitable, educational or scientific purposes. All such income and all such assets shall be used and expended solely for the purposes state in Section 501 (c)(3) of the Internal Revenue Code. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes as set forth herein.

In the event that the Corporation is characterized as a private foundation within the meaning of Section 509 of the Internal Revenue Code during any period, the Corporation, during such period:

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;

Shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code;

Shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code;

Shall not make any investments in such manner as to subject it to tax under Section 4944 of Internal Revenue Code: and

Shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code or by any organization contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

ARTICLE XI

DISPOSITION OF ASSETS

In the event of 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, dispose of all of the assets of the Corporation by transferring such assets to such organizations which are exempt under Section 501 (c) (3) of the Internal Revenue Code as are engaged in activities of the type described in Article II above, 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 XII

REGISTERED OFFICE AND REGISTERED AGENT

The initial registered agent and the initial registered office for the Corporation are as follows:

Randolph Padgett, 4441 Weeks Road, Green Cove Springs, Florida 32043

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 6th day of February 2004 for the uses and purposes therein stated.


Randolph Padgett

STATE OF FLORIDA
COUNTY OF CLAY

I HEREBY CERTIFY that on this day, a Notary Public duly authorized in the State of Florida to take acknowledgments, personally appeared Randolph Padgett, to me known to be the person described as the subscriber in and who adopted the foregoing Articles of Incorporation of **CLAY COUNTY CATTLEMEN'S FOUNDATION, INC.**, and acknowledged before me that he subscribed said Articles of Incorporation and did not take an oath.

WITNESS my hand and official seal in the State of Florida this 6th of February, 2004.



PENNY P. HOPPER
MY COMMISSION # DD 206705
EXPIRES: July 28, 2007
Bonded Thru Budget Notary Services

Penny P. Hopper
Notary Public

Having been named as registered agent and to accept service of process for **CLAY COUNTY CATTLEMEN'S FOUNDATION, INC.**, at the registered office designated hereinabove, I hereby accept the appointment of registered agent and consent to act in this capacity, and I hereby further agree to comply with the laws of the State of Florida relative to said office, including the provisions of said laws relative to keeping open said registered office.

Randolph Padgett
Randolph Padgett

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