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TRANSMITTAL LETTER

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

SUBJECT: Friends of the Third Circuit Drug Courts, 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

□ \$78.75

□\$78.75

\$87.50

Filing Fee

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Certificate of Status

& Certified Copy

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& Certificate

ADDITIONAL COPY REQUIRED

FROM: William B. Brannon, Jr. Name (Printed or typed)

P.O. Box 1569
Address

Lake City FL 32056
City, State & Zip

(386) 754 7024

Davtime Telephone number

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

ARTICLES OF INCORPORATION OF FRIENDS OF THE THIRD CIRCUIT DRUG COURTS, INC.

(A Florida Not for Profit Corporation)

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a not for profit corporation under the provisions of Chapter 617 of the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I Name and Principal Office

The name of this Corporation shall be Friends of the Third Circuit Drug Courts, Inc. (the "Corporation"). Its principal office shall be located at: 137 NW Madison St., Lake City, FL 32055, or as such location as may be established by the Corporation's Board of Directors from time to time.

ARTICLE II Term of Corporation

This Corporation shall commence corporate existence upon the date of filing of these Articles of Incorporation with the Florida Department of State and shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III Purpose

The purposes for which this Corporation is organized are exclusively educational and charitable purposes as defined under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code"), or corresponding section of any future Federal tax code, not for pecuniary profit, including the performance of the following activities exclusively for such purposes, except as restricted by Article XII herein:

A. Support the three categories of drug courts established in the Third Judicial Circuit of the State of Florida, including Adult Drug Court, Juvenile Delinquency Drug Court, and Family Drug Court, by providing educational opportunities to the public designed to reduce substance abuse and related criminal activity, and providing opportunities to program participants that focus on their strengths to increase personal responsibility and accountability, and ultimately enable participants to become productive citizens of the community.

- B. To conduct any and all lawful activities which may be necessary or useful in accomplishing the foregoing purposes; and
- C. The exercise of all powers conferred on a corporation organized under the Florida Not-For-Profit Corporation Act as currently in effect and as may be amended, and all such other powers as are permitted by applicable law.

The Corporation shall act strictly in accordance with the provisions of the Florida Not-For-Profit Corporation Act and Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV Members

The Board of Directors of the Corporation shall have the power to admit members to the Corporation in such manner, subject to such qualifications, and upon such terms and conditions and with such rights and privileges, including voting, as may be provided from time to time in the Bylaws of the Corporation, and as are not inconsistent with any law or any provision of these Articles of Incorporation. Membership may be divided into one or more classes.

ARTICLE V Registered Office and Registered Agent

The street address of the initial registered office of this Corporation is 285 NE Hernando Ave., Lake City, Florida 32055, and the name of the initial registered agent of this Corporation at that address is M. Blair Payne.

ARTICLE VI Board of Directors

The number of directors shall be specified, from time to time, by the Bylaws; provided, however, that the number of directors shall never be less than three (3), nor more than fifteen (15) with a minimum age of eighteen (18) years. A director may also be an officer of the Corporation. The directors shall be elected in the manner provided in

the Bylaws. The names and street addresses of the initial directors of this Corporation, who shall serve until the first election of directors or until their earlier resignation, removal from office or death are:

Leandra Johnson 253 NW Main Blvd. Lake City, Florida 32055

M. Blair Payne 285 NE Hernando Ave. Lake City, Florida 32055

Merrill C. Tunsil 343 E. Duval St. Lake City, Florida 32055

ARTICLE VII Officers

The Bylaws of this Corporation may from time to time establish officers of the Corporation, as well as their powers and duties. The Bylaws may from time to time fix and establish procedures for elections to fill the offices established therein. The names of the officers who shall serve until the first election pursuant to these Articles of Incorporation are the following:

President Leandra Johnson Secretary Merrill C. Tunsil Treasurer M. Blair Payne

ARTICLE VIII Committees

The Bylaws of the Corporation may from time to time establish committees as well as their powers and duties. The Bylaws may further establish procedures for the election or appointment of members to the committees established therein.

ARTICLE IX Incorporator

The name and street address of the subscriber to these Articles of Incorporation who is the incorporator is: M. Blair Payne, 285 NE Hernando Ave., Lake City, FL 32055.

ARTICLE X Bylaws

The Bylaws shall govern all operations of the Corporation and shall be in conformance with and compatible with Florida law, and the requirements of Internal Revenue Code Section 501(c)(3) and the Regulations thereunder, as now in force or hereafter amended. The power to adopt, alter, amend or repeal Bylaws shall be as set forth in the Bylaws. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE XI Amendment

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, shall be as set forth in the Bylaws.

ARTICLE XII Restrictions and Interpretation

- **Section 1.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, directors, officers or other private persons, 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 purposes set forth in Article III hereof.
- Section 2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent the Corporation has elected to come under the provisions of the Code allowing certain lobbying expenditures), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- Section 3. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Code Section

501(c)(3), as amended (or the corresponding provision of any future United States Internal Revenue Law) or (ii) by a corporation, contributions to which are deductible for Federal income tax purposes under Section 170(c)(2) of the Code.

Section 4. It is intended by the provisions of these Articles of Incorporation that the Corporation shall possess the status of an organization exempt from Federal income taxation under the provisions of Code Section 501(c)(3) as now in force or hereafter amended. Accordingly, no part of the affairs of the Corporation shall be administered, directly or indirectly, in any manner whatsoever which might jeopardize the tax exempt status of the Corporation.

ARTICLE XIII <u>Dissolution</u>

This Corporation is one which does not contemplate pecuniary gain or profit to the members thereof, and is organized solely for non-profit purposes. This Corporation may be dissolved upon a vote of two-thirds (2/3) of the Directors at a duly noticed meeting. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities and obligations of the Corporation, dispose of all of the remaining assets of the Corporation exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, which may include (i) distribution to an organization or organizations organized and operated exclusively for such exempt purposes, or (ii) distribution 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 the Circuit Court of the County in which the principal office of the Corporation is then located, on Petition therefore by any one of the last Board of Directors, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such exempt purposes.

IN WITHESS WHEREOF, the undersigned subscribing incorporator has hereto set his hand and seal this day of day of day of day of the purpose of forming this Corporation not for profit under the laws of the State of Florida.

M. Blair Payne Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 617.0501, Florida Statutes, the following is submitted:

Friends of the Third Circuit Drug Courts, Inc. (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with its principal office at 137 NW Madison St., Lake City, FL 32055, has named and designated M. Blair Payne, whose business office is located at 285 NE Hernando Ave., Lake City, Florida, 32055, as its Registered Agent to accept service of process within the State of Florida.

ACCEPTANCE

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 617.0501 Florida Statutes, as the same may apply to the Corporation.

Dated this 28 day of DEC, 2004

M. Blair Payne Registered Agent

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