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ARTICLES OF INCORPORATION
OF
FIRST SOCIETY FOUNDATION INC.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned hereby associate themselves together for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, the Florida Not For Profit Corporation Act, and certify as follows:

ARTICLE 1

NAME:

1.1 The name of the corporation shall be FIRST SOCIETY FOUNDATION INC.

ARTICLE 2

PURPOSES:

2.1 The purpose for which the Corporation is organized is to provide assistance in food, transportation and lodging to elderly residents. The Corporation shall not engage in profit-making activities.

2.2 The Corporation shall not issue shares of and shall make no distribution of income or profit to its members, directors or officers.

ARTICLE 3

POWERS:

3.1 The Corporation shall have all the powers of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles.

3.2 The Corporation shall have all of the powers reasonably necessary to implement the purposes of the Corporation.

3.3 All funds and the titles to all property acquired by the Corporation and the proceeds thereof shall be spent exclusively to effect the purposes of the Corporation and for the costs incidental thereto. Any funds or property remaining upon the dissolution of this Corporation shall be contributed to any similar charitable group.

ARTICLE 4

DIRECTORS:

4.1 All Corporate powers shall be exercised by or under the authority of, and the affairs of a corporation shall be managed under the direction of a Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than nine (9) as shall be determined by the Bylaws, provided that there shall always be an odd number of directors. In the absence of a determination as to the number of directors, the Board shall consist of three (3) directors.

4.2 Directors of the Corporation shall be appointed or elected at the annual meeting of the members in the manner determined by the Bylaws.

4.3 Until the first election of directors, the names of the members of the initial Board of

Directors are Brad Sutphin, Jeana E. Sutphin and Jeanne E. Sutphin

ARTICLE 5

OFFICERS:

The Affairs of the Corporation shall be administered by a President, a Vice President, a Secretary, a Treasurer, and as many Assistant Vice Presidents, Assistant Secretaries, and Assistant Treasurers as the Board of Directors shall from time to time determine, who need not be directors. Such officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Corporation.

ARTICLE 6

INDEMNIFICATION:

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(a) Whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be or not opposed to the best interests of the corporation, and, with respect to any criminal action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believes to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, have reasonable cause to believe that his conduct was unlawful.

(b) By or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement or such action or suit, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made for negligence of misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

To the extent that a director, officer employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsection (a) or subsection (b), unless a court has decided that indemnification is proper. Such determination shall be made by (1) the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to such action, suit or proceeding; (2) if such a quorum is not obtainable or, a quorum of disinterested directors so direct, by independent legal counsel in a written opinion; or (3) by the members by a majority vote of a quorum consisting of members who are not parties to such action, suit or proceedings.

If any expenses or other amounts are paid by way of indemnification otherwise than by court order or by action by the members or by an insurance carrier pursuant to insurance maintained by the Corporation, the Corporation shall not later than the time to delivery to members of written notice of the next Annual Meeting of Members unless such meeting is held within three months from the date of such payment, and in any event, within fifteen (15) months from the date of such payment, deliver either personally or by mail to each member of record at the time entitled to vote for the election of directors a statement specifying the persons paid, the amounts paid, and the nature and status of the time of such payment of the litigation or threatened litigation.

ARTICLE 7

AMENDMENTS:

Amendments to the Articles of Incorporation shall be enacted by a vote of not less than two-thirds (2/3) of the members of the Board of Directors. An amendment shall be effective when filed with the Secretary of State of the State of Florida.

ARTICLE 8

TERM:

The term of the Corporation shall be perpetual unless the Corporation is terminated sooner by law.

ARTICLE 9

INCORPORATION, REGISTERED AGENT AND REGISTERED OFFICE:

The name of the incorporator and the initial registered agent is Daniel E. Oates and the address of the incorporator and the initial registered office of the Corporation is 1500 East Atlantic Boulevard, Suite B, Pompano Beach, FL, 33060.

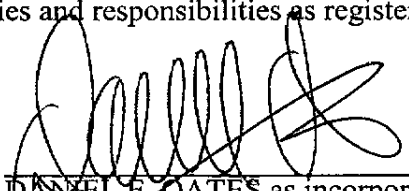
ARTICLE 10

PRINCIPAL ADDRESS:

The Corporation's principal address and mailing address shall be 1600 Taft Street, Hollywood, FL 33020

ACCEPTANCE BY REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said Corporation.


DANIEL E. OATES as incorporator
and registered agent

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