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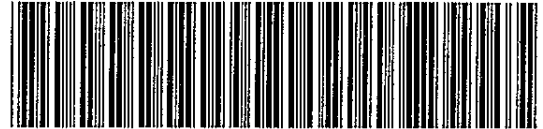
(Business Entity Name)

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02/04/05--01029--005 **78.75

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2005 FEB 25 PM 12:32

TALLAHASSEE, FLORIDA

D. WHITE FEB 25 2005

Sher L. Allan
Attorney at Law
731 Oak Avenue
Panama City, Florida 32401

Telephone (850) 914-2220

Facsimile (850) 914-0822

February 1, 2005

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

RE: EMERALD COAST BUSINESS WOMENS' ASSOCIATION, INC.

Dear Sirs:

Enclosed herewith please find the original and one copy of Articles of Incorporation of Emerald Coast Business Womens' Association, Inc. Also enclosed is check #933 in the amount of \$78.75 for the filing fee. I would appreciate you forwarding us a Certificate of Filing in the self-addressed envelope enclosed herewith.

Should you have any questions, please do not hesitate to contact me.

Sincerely,


Sher L. Allan, Esquire

SLA/dmw

Enclosures: as stated

2-15-05



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 11, 2005

SHER L. ALLAN, ESQUIRE
731 OAK AVENUE
PANAMA CITY, FL 32401

SUBJECT: EMERALD COAST BUSINESS WOMENS' ASSOCIATION, INC.
Ref. Number: W05000007409

We have received your document for EMERALD COAST BUSINESS WOMENS' ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 205A00009868

RECEIVED
05 FEB 25 AM 11:11

**ARTICLES OF INCORPORATION
OF EMERALD COAST BUSINESS WOMENS' ASSOCIATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

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The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following articles of incorporation for the corporation:

ARTICLE I

The name of the corporation is EMERALD COAST BUSINESS WOMENS' ASSOCIATION, INC. The principal office is located at 731 Oak Avenue, Panama City, Florida 32401.

ARTICLE II

The corporation shall have perpetual duration. The fiscal year of the corporation shall commence June 1 of each year and shall end May 31 of the succeeding year.

ARTICLE III

The corporation is not a profit corporation. The purposes for which the corporation is organized are:

(a) The specific and primary purposes and activities for which this corporation is formed are to operate for the education, support and advancement of business and professional women in Bay County. To this end, the corporation shall raise funds to be used to fund scholarships for that advancement.

(b) The general purposes for which this corporation is formed are to operate exclusively for purposes which will qualify it as an exempt organization under 26 U.S.C.A. § 501(c)(3), or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Section.

© This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office. Further, this association shall be non-sectarian and non-partisan.

ARTICLE IV

The corporation shall have a membership distinct from the governing board. The authorized number and qualifications of the members of the corporation, the manner of admission, voting, and other rights, privileges and requirements of members shall be as regulated in the bylaws.

ARTICLE V

The street address of the initial registered office of the corporation is 731 Oak Avenue, County of Bay, State of Florida. The name of its initial registered agent at that address is Sher L. Allan, Esquire.

ARTICLE VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a governing board. The members of the governing board of the corporation shall be five; provided, however, that number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named here as the first governing board shall hold office until the first meeting of members, at which time an election of directors of the governing board shall be held.

Directors of the governing board elected at the first annual meeting, and at all subsequent times, shall serve for a term of one year until the annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 11:30 a.m., on the 2nd Thursday in June of each year at the principal office of the corporation, or at any other place or places designated by the board of directors by resolution.

Any action required or permitted to be taken by the governing board under any provision of law may be taken without a meeting, if all the members of the governing board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the governing board, and any action by

written consent shall have the same force and effect as if taken by unanimous vote of the directors of the governing board. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the directors of the governing board without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors of the governing board to act in this manner. This statement shall be prima facie evidence of the directors' authority.

The names and residential addresses of the persons who are to serve as the initial directors of the governing board are:

<u>NAME</u>	<u>RESIDENTIAL ADDRESS</u>
Karen Stevens	1803 Carolina Avenue Lynn Haven, FL 32444 (850) 832-3287
Kristie Ingram	501 19th Street Panama City, FL 32405 (850) 769-9491
Catrina Reavens	1501 W. 11th Street Panama City, FL 32401 (850) 769-1408
Debbie Massey	933 Agnes Scott Circle Panama City, FL 32405 (850) 747-3063
Renee Furr	501 19th Street Panama City, FL 32405 (850) 769-9491

The names and address of each incorporator are:

Karen Stevens	1803 Carolina Avenue Lynn Haven, FL 32444 (850) 832-3287
Kristie Ingram	501 19th Street Panama City, FL 32405 (850) 769-9491

Rhonda Mayo

2916 Fairmont Drive
Panama City, FL 32405
(850) 763-0646

Debbie Massey

933 Agnes Scott Circle
Panama City, FL 32405
(850) 747-3063

Renee Furr

501 19th Street
Panama City, FL 32405
(850) 769-9491

ARTICLE VII

The board of directors shall appoint the following committee chairs, who shall serve as officers of the corporation:

- (1) Death by Chocolate
- (2) Nominating
- (3) Scholarship
- (4) Membership
- (5) Programs
- (6) Public Relations
- (7) Fundraising
- (8) Audit

Initially, officers shall be appointed at the first annual meeting of the Board of Directors.

The Board of Directors may also appoint any other officers and committee chairs authorized by the bylaws of this corporation.

ARTICLE VIII

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

ARTICLE IX

The property of this corporation is irrevocably dedicated to the educational and charitable activities and purposes and no part of the net income or assets of this corporation shall ever insure to the benefit of any director, officer, or member, or to the benefit of any private individual.

ARTICLE X

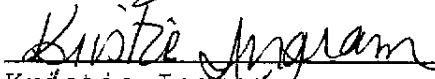
On the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to any corporation organized under § 501(c)(3), I.R.C., which is organized and operated exclusively for education, civic or charitable purposes and which has established its tax exempt status under 26 U.S.C.A. § 501(c)(3).

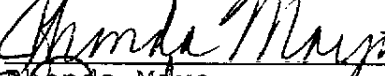
ARTICLE XI

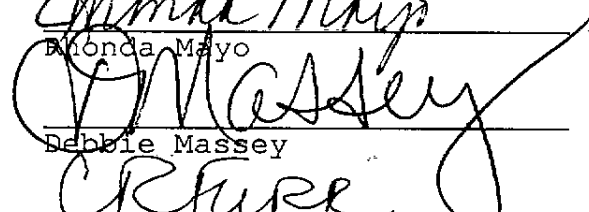
Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of a quorum of the members of the corporation present at the meeting.

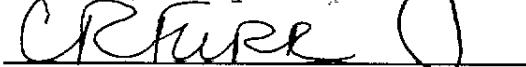
We, the undersigned, being the incorporators of this corporation, for the purposes of forming this not for profit corporation under the laws of Florida, have executed these articles of incorporation on the 28th day of October, 2004.


Karen Stevens


Kristie Ingram


Rhonda Mayo


Debbie Massey


Renee Furr

STATE OF FLORIDA
COUNTY OF BAY

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared KAREN STEVENS, KRISTIE INGRAM, RHONDA MAYO, DEBBIE MASSEY and RENEE FURR, to me known and known to me to be the persons described as incorporators and who signed these Articles of Incorporation, and acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 28th day of October, 2004.

☒ Who are personally known by me.

☐ Who produced _____ as identification.



Nicole Cheesbro

(Signature)

Nicole Cheesbro

(Print Name)

Notary Public - State of Florida

My Commission Expires: _____

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

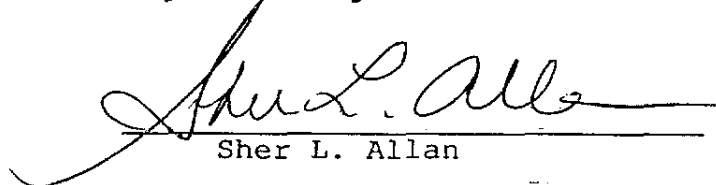
UNDER THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION,
ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED
AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: EMERALD COAST BUSINESS
WOMENS' ASSOCIATION, INC.

2. The name and address of the registered agent and office is:

Sher L. Allan, Esquire
731 Oak Avenue
Panama City, Florida 32401

Having been named as registered agent and to accept service of
process for the above-named corporation at the place designated in
this certificate, I accept the appointment as registered agent and
agree to act in this capacity. I further agree to comply with the
provisions of all statutes relating to the proper and complete
performance of my duties, and I am familiar with and accept the
obligations of my position as registered agent.


Sher L. Allan

2005 FEB 25 P 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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