N05000003826

(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

400050053314

04/08/05--01024--015 **78.75

FILED

05 APR -8 PM 4:32

C.L. 4-14

TALLA-COM

John-Paul Morgante, SPHR
Director, Human Resources and Administration
(850) 580-0409
morgantejp@t-com.com

April 6, 2005

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

RE: Articles of Incorporation for **Big Bend Society for Human Resource Management, Inc.**

Dear Division of Corporations:

Enclosed is the original and one copy of the Articles of Incorporations for the Big Bend Society for Human Resource Management, Inc., a proposed not-for-profit Florida Corporation. Also enclosed is a check in the amount of $78.75 for filing fees and for a certified copy of the filing.

Sincerely,

John-Paul Morgante, SPHR
Director, Human Resources and Administration
Incorporator

Articles of Incorporation
of
Big Bend Society for Human Resource Management, Inc.

(a corporation not for profit)

Article I
Corporate Name

The name of this corporation is Big Bend Society for Human Resource Management, Inc. The address of the principal office of this corporation and the mailing address of the corporation shall be P.O. Box 14867, Tallahassee, FL 32317.

FILED
05 APR -8 PM 4: 33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article II
Duration

The term of existence of the corporation is perpetual.

Article III
General and Specific Purposes

The specific and primary purpose for which this corporation is formed are:

A. To promote the common business interests of its members within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1954, as amended, by its actions and by the distribution of its funds for such purposes.

B. To operate in a manner for such not for profit purposes as will qualify it as an exempt organization under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statues, and Section 501(c)(6) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent Federal or State tax laws, covering the purposes to organizations qualified as tax exempt organizations under the Florida Statues or Internal Revenue Code, as amended, including private foundations and private operating foundations.

Article IV
Members

The qualification for members in the corporation and the manner of their admission will be as regulated by the Bylaws of the Corporation.

Article V
Registered Agent

The name of the corporation's registered agent shall be John-Paul Morgante, SPHR with the address of 1721 West Paul Dirac Drive, Tallahassee, Florida, 32310.

Article VI
Board of Directors

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of no less than three (3) persons. The number of members of the initial Board of Directors shall be seven (7). The number of members of the Board of Directors may be decreased or increased from time to time in accordance with the Bylaws of the Corporation.

Article VII
Officers

The officers of the Corporation shall be a President, a Vice-President, a Treasurer, and a Secretary, and such other officers as the Board of Directors may from time to time by resolution create. The same person may not hold any two or more offices.

Article VIII
Earnings and Activities of the Corporation

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private parties, except that the Corporation shall be authorized and empowered to pay reasonable compensation or reimbursement to its members, directors, and officers for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

B. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1954, as amended, (or the corresponding provisions of any future United States Internal Revenue Law).

Article IX
Bylaws

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation. Subject to the limitations contained in the Bylaws, and any limitations set forth in the Florida Not For Profit Corporation Act, Chapter 617, Florida Statues, concerning corporate action that must be authorized or approved by the members of the Corporation, Bylaws of this Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by resolution of the Board of Directors, or by following the procedures set forth in the Bylaws.

Article X
Dissolution of the Corporation

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organizations organized and operated exclusively for the charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the County in which the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations as such court shall determine, which is organized and operated for such purposes.

IN WITNESS WHEREOF, the said incorporator has executed these Articles of Incorporation this 6th day of April, 2005.

John-Paul Morgante, SPHR

STATE OF FLORIDA)
)ss.:
COUNTY OF LEON)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared John-Paul Morgante, SPHR, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affized my official seal, in the State and County aforesaid, this 6th day of April, 2005.

Nancy A. Bender
Notary Public
State of Florida

Nancy A. Bender
MY COMMISSION # DD203926 EXPIRES
May 11, 2007
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILES FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH Section 48.091, Florida Statutes, the following is submitted:

That Big Bend Society for Human Resource Management, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Tallahassee, County of Leon, State of Florida, has named John-Paul Morgante, SPHR, located at 1721 West Paul Dirac Drive, City of Tallahassee, County of Leon, Stat of Florida, as its agent to accept service of process within Florida.

For: Big Bend Society for Human Resource Management, Inc.

By: John-Paul Morgante, SPHR
Its: Incorporator
Date: April 6, 2005

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, John-Paul Morgante, SPHR hereby agrees to act in this capacity, and John-Paul Morgante, SPHR further agrees to comply with the provisions of all statues relative to the proper and complete performance of its duties.

John-Paul Morgante, SPHR

April 6, 2005
Date

FILED
05 APR -8 PM 4: 33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA