

10-24-05



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

October 21, 2005

JAMES R. BREWSTER  
547 N MONROE ST  
TALLAHASSEE, FL 32301

SUBJECT: FLORIDA'S FIRST, INC.  
Ref. Number: W05000048286

We have received your document for FLORIDA'S FIRST, 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

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) 245-6928.

Tim Burch  
Document Specialist  
NEW FILINGS

Letter Number: 305A00064214

ARTICLES OF INCORPORATION

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OF

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FLORIDA'S FIRST RESPONDERS TRUST, INC. SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A Florida Not For Profit Corporation

ARTICLE I  
CORPORATE NAME

The name of this Corporation is *FLORIDA'S FIRST RESPONDERS TRUST, INC.*, hereinafter referred to as "the Corporation", a Florida not for profit corporation.

ARTICLE II  
GENERAL NATURE AND POWER

1. This is a non-profit corporation organized primarily for charitable purposes, including (i) the public good, (ii) the promotion of public safety post September 11, 2001, (iii) the lessening the burdens of, and on, federal state and local government(s) regarding the hiring of new, and retention of experienced, qualified *First Responders*, (iv) the receipt of tax-deductible donations under Internal Revenue Code Section 170(c)(2) for the purpose of carrying out the public and charitable purposes of the Corporation, as more fully set forth herein, (v) the promotion of the welfare of the surviving spouse and minor children of deceased *First Responders*, and (vi) the betterment of the condition(s) of *First Responders*. *The Corporation shall carry out its mission via regional chapters, with the goal of eventually covering the entire State of Florida.* The Corporation shall be, at all times, a not for profit corporation under the provisions of the Florida Not For Profit Corporation Act (i.e., Chapter 617, Florida Statutes). *Notwithstanding anything herein to the contrary, the Corporation shall be organized and shall be operated exclusively for public charitable uses and purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.*

2. The Corporation shall have the full power and authority to:

(a) Conduct programs and activities; raise funds; request and receive grants, gifts, contributions, dues and bequests of money, real and personal property; acquire, receive, hold, invest and administer, in its own name, securities, funds, objects of value, or other property, real or personal; and make expenditures to or for the benefit of any and all charitable purposes.

(b) Carry on all the other activities allowed by the laws of the State of Florida and the United States for a charitable organization.

(c) Borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business; and

(d) Retain patents, copyrights, processes or formulae resulting from its activities, provided such is made available to the public on a nondiscriminatory basis.

(e) Within and subject to the limitations of Section 501(c)(3) of the Internal Revenue Code, to perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Corporation, as set forth in these Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Florida Not For Profit Corporation Act.

### ARTICLE III TERM OF EXISTENCE

The date and time of the commencement of the corporate existence of the Corporation shall be as of the time of the filing of these Articles of Incorporation by the Department of State for the State of Florida, and this Corporation shall exist perpetually, unless sooner dissolved under Florida law.

### ARTICLE IV CHARITABLE PURPOSE AND POWER

The specific and primary purpose(s) for which the Corporation is formed, include without limitation, the following missions:

(a) To initially provide (with little or no cost to the First Responders, other than perhaps a reasonable membership charge) group/supplemental life insurance (and possibly other similar and related benefits in the future) to cover First Responders (and/or their dependents); said group/supplemental life insurance benefits are anticipated to be paid only in the case where a Covered Professional First Responder's death is not caused by actions related to work performed in the line-of-duty<sup>1</sup>; and any other related or corresponding lawful purposes not for pecuniary profit and not specifically prohibited to corporations by the laws of the State of Florida or the Internal Revenue Code.

(b) To provide for equal opportunities to all eligible First Responders regardless of race, color, religion, sex, natural origin, union(s) affiliation or non-union(s) membership.

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<sup>1</sup> As Professional First Responders have significant benefits to assist their dependents for the cases where their deaths are related to work performed in the line-of-duty; in addition, at least one other tax-exempt organization exists to cover assistance in the case of death in the line-of-duty.

(c) To operate exclusively in any other manner for such charitable, and benevolent purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE V  
PUBLICLY SUPPORTED TAX-EXEMPT NONPROFIT CORPORATION

1. The Corporation shall be neither organized nor operated for pecuniary gain or profit.

2. Moreover:

(a) No part of the net earnings of the Corporation shall ever inure to the benefit of, or be distributable to, any member, director, officer, or trustee of the Corporation, or any other private person; but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distribution in furtherance of the purposes as set forth herein.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate of public office.

(c) The Corporation shall not engage in collective bargaining of any kind; nor shall the Corporation be subordinate to, or a supporting organization of, any labor union(s).

(d) The Corporation shall not engage in any social events for the benefit of First Responders; nor shall the Corporation act as a social club, as defined within the meaning of Section 501(c)(7) of the Internal Revenue Code, for any members.

(e) 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 taxation under Section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code; or

(ii) by a corporation, contributions to which are deductible for federal income tax purposes under Section 170(c)(2) of the Internal Revenue Code.

3. *It is intended that the Corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation, and all authority, policies, procedures, and operations of the Corporation, shall be construed, applied and carried out in accordance with such intent.*

ARTICLE VI  
ADMINISTRATION AND MEMBERSHIP

1. The Corporation is organized under a nonstock basis. The annual meeting shall be held at such time and place as set forth in the Bylaws. Cumulative voting for any and all purposes is expressly prohibited.

2. 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 provision of these Articles of Incorporation. **Members may be divided into one or more classes.** Nevertheless, the Corporation shall place limits on membership that are consistent with the character of the Corporation. For proper cause and after reasonable notice and hearing, the membership of any person may be terminated by the Board of Directors.

3. The membership of the Corporation shall include individuals and non-individuals, such as other entities elected to membership, as more fully defined by the Bylaws.

4. The Corporation shall provide for *equal membership and employment opportunities* to all persons regardless of race, color, religion, sex, age or natural origin.

ARTICLE VII  
MANAGEMENT OF CORPORATE AFFAIRS

1. The powers of the Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors (*a/k/a Board of Trustees*) elected by the members entitled to vote, except as otherwise set forth in the Bylaws. Directors must be natural persons who are 18 years of age or older, *but need not be* either residents of the State of Florida or members of the Corporation. *The method of election and/or appointment of directors shall be conducted as more fully stated in the Bylaws.* The number of directors of the Corporation shall not be less than **six (6)**; provided, however, that a greater number may be established and revised by a duly adopted Bylaw. A **quorum** of the Board of Directors shall consist of one-third (1/3) the prescribed number of directors as set forth in the Bylaws, unless a duly adopted Bylaw requires a higher percentage.

2. Except as otherwise set forth herein or in the Bylaws, directors shall be elected at the annual meeting of the members by a majority vote of members entitled to vote, and at all times thereafter, shall serve for a term of either one (1) or two (2) years, as more fully set forth in the Bylaws until the next annual meeting of Directors and until the qualification of the successors in office. Meetings of the Board of Directors shall be held at such other place or places as the Board of Directors may designate from time to time by resolution.

3. The Bylaws may provide for staggered terms for directors, as permitted by Section 617.0806, Florida Statutes.

4. All officers who are not also members of the Board of Directors shall be ex officio members<sup>2</sup> of the Board of Directors. *Covered First Responders may not consist of more than one-third (1/3) of the members of the Board of Directors.*

5. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

6. The names and addresses of the individuals, each of whom are 18 years of age or older, to serve on the initial Board of Directors (a/k/a Board of Trustees), initially comprised of six (6) members, are as follows:

Name and Address:

DANIEL NEWMAN, CHAIRMAN OF THE BOARD  
c/o Florida Chamber of Commerce  
136 S. Bronough Street  
Tallahassee, Florida 32301

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<sup>2</sup> Without any voting privileges.

GENE SPENI  
c/o Bonefish Grill/Panhandle Restaurants  
3941 Thomasville Road  
Tallahassee, Florida 32309

JILL GRAN  
c/o Hopping Green & Sams Law Firm  
123 S. Calhoun Street  
Tallahassee, Florida 32301

ROB JOHNSON  
c/o Florida Department of Financial Services  
1610 Bellevue Way  
Tallahassee, Florida 32304

JARVIS BEDFORD, Firefighter  
2899 W. Pensacola Street  
Tallahassee, Florida 32304

JOHN BEEMAN, Police Officer  
234 E. 7th Avenue  
Tallahassee, Florida 32303

7. *The above named directors shall serve until the first annual election by the members entitled to vote.*

8. It is intended that the Corporation shall have, and continue to have, the status as the parent organization of local chapters within the State of Florida. All terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation, and all authority and operations of the Corporation, shall be controlling over the local chapters; accordingly, such shall be construed, applied and carried out in accordance with such intent. The Corporation may supervise the operations of its local/regional chapters and may review, inspect and/or audit the local/regional chapters to confirm that each chapter has carried out its purpose(s) as set forth herein.

#### ARTICLE VIII OFFICERS

1. The officers of the Corporation shall be the President, one or more Vice-Presidents, the Secretary, the Treasurer, and such other officers and assistant officers as may be created from time to time by the Board of Directors. The officers shall be elected or appointed annually by the Board of Directors.



2. The names of the initial officers to serve until the first election, are as follows:

Name/Title and Address

JILL GRAN, *President/C.E.O. and Treasurer*  
123 S. Calhoun Street  
Tallahassee, Florida 32301

ROB JOHNSON, *Vice-President and Secretary*  
1610 Bellevue Way  
Tallahassee, Florida 32304

3. No Covered First Responder may serve as the President or Vice-President of the Corporation.

ARTICLE IX  
EARNINGS AND ACTIVITIES OF THE CORPORATION

1. 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 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 herein.

2. *No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any (i) political campaign on behalf of any candidate for public office, or (ii) any union activities other than for the purpose of carrying out the charitable purposes of this corporation.*

3. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

4. Notwithstanding any other provision of these Articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

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5. Notwithstanding any other provision of the Articles, the Corporation shall not carry on any other activities not permitted to be carried on:

(i) by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code; or

(ii) by a corporation, contributions to which are deductible for federal income tax purposes under Section 170(c)(2) of the Internal Revenue Code.

6. It is intended that the Corporation shall have, and continue to have, the status of and organization which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation, and all authority and operations of the Corporation, shall be construed, applied and carried out in accordance with such intent.

#### ARTICLE X DEDICATION OF ASSETS

The property of the Corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

#### ARTICLE XI DISSOLUTION / RESERVATION OF ASSETS

1. *In the event of dissolution or the termination of the Corporation, title to all of its assets shall vest in THE GOLD SHIELD FOUNDATION, INC., a "501(c)(3) organization", or its successor, to be used exclusively for the purposes hereinabove set forth, provided that such does not impair or destroy the tax exempt status of the Corporation or result in the denial of tax exempt status to donations, contributions, legacies or dues received by this corporation to the extent that such tax exempt status shall be allowed under any applicable law or regulation.*

2. Notwithstanding anything herein to the contrary, the assets of the Corporation are hereby irrevocably dedicated to charitable use; accordingly, in the event *THE GOLD SHIELD FOUNDATION, INC.*<sup>3</sup>, or its successors, fails to qualify to receive or otherwise fails to accept the Corporation's assets upon dissolution, the residual assets of the Corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and Section 170 (c)(2) of the Internal Revenue Code or corresponding sections of any prior or future law, or to the federal, state or local government for exclusive public purpose(s). 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 then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII  
INCORPORATOR

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
GENE SPENI	3941 Thomasville Road Tallahassee, Fl 32309

ARTICLE XIII  
INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT  
OF CORPORATION

1. The initial principal office, name and address of the initial registered agent of the Corporation shall be:

*FLORIDA'S FIRST RESPONDERS TRUST, INC.  
123 South Calhoun Street  
Tallahassee, Fl 32301*

*JAMES R. BREWSTER, ATTORNEY  
Registered Agent for the Corporation  
541 North Monroe Street Suite 203  
Tallahassee, FL 32301*

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<sup>3</sup> Current Address: 14808 Farnham Way, Tampa, Fl 33624.  
Current Mailing Address: P.O. Box 271791, Tampa, Fl 33688-1791.  
FEI Number: 59-223632. This organization, was started by George Steinbrenner and others, in 1981, to provide financial assistance and college education for the children of enforcement officers and firefighters who died in the line of duty.

ARTICLE XIV  
BYLAWS

Subject to any limitations set forth in the Corporation Not for Profit Corporate Act of the State of Florida, the initial Bylaws of this corporation shall be made and adopted by a majority vote of the Board of Directors. Thereafter, the Bylaws of this corporation may be altered, rescinded, added to, or new Bylaws may be adopted, only by a majority vote of both (i) the Board of Directors, and (ii) the members entitled to vote; in the event that such agreement between the Board of Directors and the members can not be obtained, then the Bylaws of this corporation may be altered, rescinded, added to, or new Bylaws may be adopted solely by a three-fourths ( $3/4$ ) majority vote of the Board. The Bylaws shall contain the quorum, notice and voting requirements for meetings and activities of the membership.

ARTICLE XV  
AMENDMENT TO ARTICLES OF INCORPORATION

Amendments to these Articles of Incorporation shall be proposed by the Board of Directors in the form of a resolution, which must be adopted by a vote of two-thirds ( $2/3$ ) of all members entitled to vote that are present at any meeting of the membership called for that purpose; a quorum at said meeting shall consist of one-third ( $1/3$ ) of the Corporation's voting members. Notwithstanding anything herein to the contrary, amendments to these Articles of Incorporation which are advisable to obtain or maintain the Corporation's tax-exempt status may nevertheless be solely adopted at a meeting of the Board of Directors by a unanimous vote of the directors then in office.

ARTICLE XVI  
INDEMNIFICATION

The Corporation shall indemnify, including advancement of expenses, and any and all of its Directors or officers and former Directors and officers, against the expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties by reason of being or having been Directors or officers of the Corporation, except in relation to matters as to which any such Director or officer, or former Director or officer or person, shall be adjudged in such action, suit or proceedings to be liable for negligence or misconduct in the performance of duty. Such indemnification shall be to the fullest extent now or hereinafter permitted by law, these Articles, the Bylaws, or by contract, whichever is greater and shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Bylaws, agreement, vote of members or otherwise.

ARTICLE XVII  
DEFINITIONS

(a) For purposes of these Articles of Incorporation, "charitable purposes" include charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, contributions for which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(b) All references in these Articles of Incorporation to sections of "the Internal Revenue Code" shall be considered reference to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any applicable future United States Internal Revenue law, and to all regulations issued under such sections and provisions.

(c) For purposes of these Articles of Incorporation, the term "**Professional First Responder**" means a full-time or career active duty (i) police officer, (ii) firefighter, (iii) sheriff and deputy sheriff, and (iv) highway patrol officer, who is employed by the State of Florida, designated county, municipality, village or other political subdivision.

(e) For purposes of these Articles of Incorporation, the term "**First Responder**" includes only Professional First Responders.

(f) For purposes of these Articles of Incorporation, the term "**Covered First Responder**" means a First Responder who is included in any group/supplemental life insurance policy or other benefit funded by the Corporation, whether unionized or not; the determination of any and all eligibility for benefits hereunder (e.g., whether covered or not) shall rest solely with the Corporation, including its agents, Board of Directors, committees and the insurance carriers/insurance companies.

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IN WITNESS WHEREOF, we the undersigned, do hereby make, subscribe, acknowledge and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true and that we have executed these Articles of Incorporation for the purpose of creating a corporation, not for profit, under the laws of the State of Florida.

DATED this 24 day of September, 2005.

INCORPORATOR:

Gene Speni  
GENE SPENI  
3941 Thomasville Road  
Tallahassee, Fl 32309

STATE OF FLORIDA  
COUNTY OF ~~LEON~~ OKALOOSA

Before me, the undersigned authority duly authorized to take acknowledgements and administer oaths, personally appeared GENE SPENI, who, after being by me duly cautioned and sworn, upon their oaths, acknowledge to me that they are the persons described in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal on this 24<sup>th</sup> day of SEPT, 2005.

(seal)



Barbara A. Tanner  
Commission # DD110620  
Expires May 3, 2006  
Bonded Thru  
Atlantic Bonding Co., Inc.

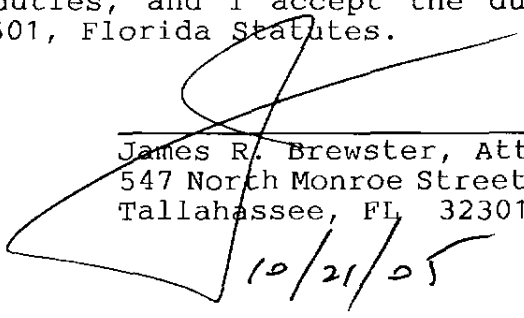
Barbara A. Tanner  
Notary Public

BARBARA A TANNER  
Notary's Printed Name

My Commission Expires: 5-5-06

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in the certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

  
James R. Brewster, Attorney  
547 North Monroe Street, Ste 203  
Tallahassee, FL 32301

10/21/05

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