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1/10/06

**ARTICLES OF INCORPORATION  
OF  
THE ASSOCIATION OF FLORIDA CONSERVATION DISTRICTS FOUNDATION**

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06 JAN -6 PM 4:16  
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**BY THESE ARTICLES OF INCORPORATION**, the incorporators form a corporation under Florida law.

**ARTICLE 1: NAME**

The name of the corporation is: THE ASSOCIATION OF FLORIDA CONSERVATION DISTRICTS FOUNDATION, Inc.

**ARTICLE 2: TERM**

The corporation shall have perpetual existence.

**ARTICLE 3: PURPOSE**

The purposes for which the corporation is organized are as follows:

- a. To operate as a corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes.
- b. To provide funding for educational and instructional services regarding the conservation of natural resources.
- c. To operate exclusively for charitable and educational purposes in the area of conservation of natural resources, including, for such purposes, the making of distributions to Conservation Districts that qualify as exempt organization under section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law.
- d. This corporation shall issue no stock. No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its members, Directors, officers or other private persons except that this 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 this article. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. The corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, or by a corporation, contributions to which are deductible under 170(c) (2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law. Upon the dissolution of this corporation the Board of Directors shall dispose of all of the assets of the corporation exclusively for the purposes of this corporation in the manner or to the organization or organizations that are organized and operated exclusively for charitable, educational, religious or scientific purposes and that shall at the time qualify as exempt organizations under 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law, after paying or making provisions for the payment of all liabilities of this corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the principle Office of this corporation is then located exclusively for the purposes or to the organizations that the court determines which are organized and operated exclusively for education of youth in the field of conservation of natural resources.

**ARTICLE 4: POWERS**

The corporation shall have the following powers:

All common law and statutory powers of a not-for-profit corporation under the laws of Florida, which are not in conflict with the terms of these Articles.

To enter into, make, establish and enforce bylaws, and contracts to carry out the purposes of the corporation.

To own, purchase, sell, mortgage, lease, administer, manage, operate, maintain, improve, repair and/or replace real and personal property.

To hold funds for the exclusive benefit of the Members of the corporation, to conduct natural resource conservation education as set forth in these Articles and as provided in the Bylaws.

To purchase insurance for the protection of the Corporation, its Officers, Directors and Members, and such other parties as the corporation may determine to be in the best interest of the Corporation.

To employ personnel necessary to perform the obligations, services and duties required of or to be performed by the corporation and/or to contract with others for the performance of such obligations, services and/or duties.

**ARTICLE 5: PRINCIPAL OFFICE**

The Corporation's principal office and mailing address is 1600 US Highway 129, South, Live Oak, FL 32060.

**ARTICLE 6: MEMBERSHIP AND VOTING RIGHTS**

**Members:** All Conservation Districts having paid their annual dues to the Association of Florida Conservation Districts, Inc are members of the Corporation.

**Directors:** Area Vice-Presidents shall serve as Directors of the Corporation.

**Annual Meeting:** The Corporation's annual meeting shall be held during, and at the location of the Association of Florida Conservation Districts, Inc. annual meeting.

**Board Meetings:** The Board of Directors of the Foundation may meet in conjunction with the Association of Florida Conservation Districts, Inc.

#### ARTICLE 7: DIRECTORS

The Corporation shall have not less than six (6) Directors. The Area Vice-President elected from each Area shall serve as a Director during his term as Area Vice-President.

The President of the Association of Florida Conservation Districts, Inc. shall serve as a Director to conduct the meetings and vote only in the event of a tie.

The Secretary/Treasurer of the Association of Conservation Districts, Inc. shall serve on the Board as a non-voting member. His duties will be to take in and disburse funds, keep applicable records, and assure that the fund is audited annually.

All Directors shall be bonded in the amount to be determined by the Association of Florida Conservation Districts, Inc.

The names and addresses of the members of the first Board of Directors, who shall hold office until their successors are elected, or until removed, are as follows:

Area 1: Don Walters, P.O. Box 149, Chipley, FL 32428

Area 2: Blas J. Gomez, 308 Sweetbriar Drive, Tallahassee, FL 32312

Area 3: James D. Williams, Jr., 10022 South Highway 129, Live Oak, FL 32060

Area 4: Mark Cross, 77 W. Cedarwood Circle, Kissimmee, FL 34743

Area 5: John O'Connor, 11075 Taylor Grade Road, Duette, FL 33843

Area 6: Eva Webb, 16700 W. Epson Drive, Loxahatchee, FL 33470

AFCD President: Andrew Jackson, 10096 U.S. Highway 129 South, Live Oak, FL 32060

AFCD Sec/Treasurer: John W. Chamberlain, 8620 NW 13<sup>th</sup> St. #388, Gainesville, FL 32653

*Directors are appointed as stated in the by laws.*

#### ARTICLE 8: INCORPORATOR

The name of the incorporator is: Earl W. Ziebarth, Jr., P.O. Box 436, Pierson, FL 32180

#### ARTICLE 9: BYLAWS

The Board of Directors shall adopt the Bylaws of the corporation. They may be altered, amended or rescinded in the manner provided in the bylaws.

#### ARTICLE 10: AMENDMENT OF ARTICLES

These Articles of Incorporation may be altered, amended or rescinded in the manner provided in the Bylaws.

#### ARTICLE 11: INITIAL NAME AND OFFICE ADDRESS OF REGISTERED AGENT

Andrew Jackson, 10096 U. S Highway 129 South, Live Oak, FL 32060

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

*Andrew Jackson*

Signature of Registered Agent

*1/6/05*

Date

*Earl W. Ziebarth, Jr.*

Signature of Incorporator

*Jan 6, 2005*

Date

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