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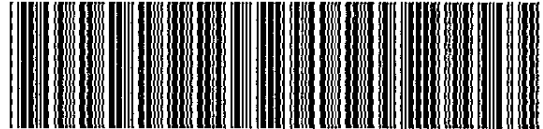
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J. Shivers APR 24 2006

Law Offices of
Gillespie and Gillespie, P. A.

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W. M. Gillespie (1879-1932)
J. W. Gillespie (1916-1981)
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FLORIDA BAR BOARD CERTIFIED
REAL PROPERTY LAWYER

Gillespie Building, 233 North Causeway
P. O. Drawer 580
New Smyrna Beach, Florida 32170-0580

April 18, 2006

Florida Department of State
Division of Corporation
P. O. Box 6327
Tallahassee, FL 32314

Re: MVC Becks DS Award, Inc., a Florida Not for Profit Corporation

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced Florida not for profit corporation. Please file the enclosed Articles and return a certified copy to me in the enclosed return envelope, as soon as possible. A Certificate of Designation of Registered Agent/Registered Office is also enclosed for filing. The client's check in the amount of \$78.75 made payable to the Secretary of State is provided to cover the filing and certification fees.

Please contact us if there are questions regarding this procedure.

Sincerely,


W. M. GILLESPIE

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the non-profit corporation is: **MVC Becks DS Award, Inc.**
2. The name of the registered agent is: **Martha F. Van Camp.**
3. The registered street of the registered agent is: **3 Lauren Court, Ormond Beach, Florida 32174.**

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby 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.

Martha F. Van Camp
MARTHA F. VAN CAMP
Registered Agent

STATE OF FLORIDA)
COUNTY OF VOLUSIA)

Before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **MARTHA F. VAN CAMP**, to me known to be the person described as the person described as the incorporator in and who executed and subscribed Certificate of Designation of Registered Agent/Registered Office, and who did take an oath.

WITNESS, my hand and official seal in the County and State last aforesaid this 14 day of April 2006.

June L. Wallace
NOTARY PUBLIC, STATE OF FLORIDA



June L. Wallace
My Commission DD321653
Expires May 19, 2008

**ARTICLES OF INCORPORATION OF MVC BECKS DS AWARD, INC.,
a Florida Not For Profit Corporation**

The undersigned person, acting as incorporator 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 such corporation:

Article I

The name of the corporation is **MVC Becks DS Award, Inc.**

Article II

The corporation shall have perpetual existence.

Article III

The corporation is a not for profit corporation. The purpose for which the corporation is organized is to recognize individuals such as:

(a) To provide annual awards for distinguished service in the field of Horticulture to individuals or a group of individuals contributing through study and research advances in Horticulture affecting either a specific area of the population or a larger audience.

(b) The general purposes for which this corporation is formed are to operate exclusively for such educational purposes as will qualify it as an exempt organization under the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

Article IV

The corporation is organized upon a non-stock basis as defined in Section 617 of the Florida Statutes. The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as regulated in the bylaws.

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TALLAHASSEE, FLORIDA

Article V

The street address of the initial registered office of the corporation is **3 Lauren Court, Ormond Beach, Florida 32174**, State of Florida. The name of its initial registered agent is **Martha F. Van Camp**.

Article VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be not less than three and no more than seven, plus a member-at-large, whose sole purpose would be for a tie breaking vote; provided, however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named herein as the first board of directors shall meet at 3 Lauren Court, Ormond Beach, Florida, at a time convenient to all board of director members. Due to the widespread distances of board members from each other, all meetings, including annual meetings, are to be determined by the schedule of the board members.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of not less than three years. There is no maximum number of years a member may serve. Annual meetings shall be held on the first Monday in March of each year at the principal office of the corporation, or at such other place or places as the board of directors may designate from time to time by resolution.

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 the 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 that 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 bylaws) of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

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

Marty Grimshaw	4 Granville Circle Daytona Beach, Florida 32118
Linda B. Landrum	7580 County Road 136 Live Oak, Florida 32060-7434
John M. Isaac	P.O. Box 731091 Ormond Beach, Florida 32173-1091
Robert H. Stamps	2725 South Binion Road Apopka, Florida 32703-8504
Martha F. Van Camp	3 Lauren Court Ormond Beach, Florida 32174
Joan Van Vleck	2358 Riverside Avenue, Villa #606 Jacksonville, Florida 32204
Member at Large Susan Plimpton	186 South Beach Street Ormond Beach, Florida 32174-6437

Article VII

The name and address of the original incorporator is:

**Martha F. Van Camp
3 Lauren Court
Ormond Beach, Florida 32174**

Article VIII

The board of directors shall elect the following officers; **Martha F. Van Camp**, Chairman, **John M. Isaac**, Secretary-Treasurer, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time.

Article IX

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida 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 board of directors or by following the procedure set forth therefore in the bylaws.

Article X

Anything in these articles of incorporation to the contrary notwithstanding, the purposes for which this corporation is organized are limited to those that will qualify it as an exempt organization under the Internal Revenue Code including for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under such code.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. This corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation. On liquidation or dissolution all properties and assets remaining after paying or providing for all debts and obligations shall be distributed and paid over to such fund, foundation or corporation organized and operated for education and charitable purposes as the board of directors shall determine, and as shall at the time qualify as a tax-exempt organization under the Internal Revenue Code.

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 at least two-thirds of a quorum of members of the corporation.

I, the undersigned, being the incorporator of this corporation, for the purpose of forming this not for profit educational and charitable corporation under the Laws of Florida, have executed these articles of incorporation on April 16, 2006 (date).


MARTHA F. VAN CAMP

STATE OF FLORIDA)
COUNTY OF VOLUSIA)

Before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **MARTHA F. VAN CAMP**, to me known to be the person described as the person described as the incorporator in and who executed and subscribed these Articles of Incorporation, and who did take an oath.

WITNESS, my hand and official seal in the County and State last aforesaid this 16th day of April 2006.

June L. Wallace
NOTARY PUBLIC, STATE OF FLORIDA

