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TALLAHASSEE, FLORIDA

C8.6-16



Mary Ellen Davis

Attorney and Counselor at Law
P.O. Box 1720
17 High Drive, Suite C
Crawfordville, Florida 32326

Phone: (850) 926-6003
Fax: (850) 926-4944

June 12, 2006

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

Re: Articles of Incorporation of Florida Banjo Society, Inc.

To Whom It May Concern:

Enclosed for filing are the Articles of Incorporation of Florida Banjo Society, Inc. **Please note the effective date of the above-referenced corporation is five (5) business days prior to filing.**

Also enclosed is a check in the amount of \$78.75, representing payment of the filing fee and one certified copy. Please return the certified copy to me, **Mary Ellen Davis, Post Office Box 1720, Crawfordville, FL 32326.**

Please call me if you have any questions or require additional information. Thank you for your courtesies in this regard.

Sincerely,

MEDavis

Mary Ellen Davis

MED/bcd
Enclosures

cc: Mr. Chuck Levy (w/enclosures)

**ARTICLES OF INCORPORATION
OF THE
FLORIDA BANJO SOCIETY, INC.
(NOT FOR PROFIT)**

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06 JUN 14 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being natural persons competent to contract, hereby execute this document for the purpose of becoming a corporation not for profit under the laws of the State of Florida.

The effective date of this corporation shall be five (5) business days prior to filing, as provided by Florida Statute, Sec. 617.0203(1).

ARTICLE I: NAME

The name of this corporation shall be:

FLORIDA BANJO SOCIETY, INC.

The principal place of business of this corporation shall be 459 S.E. 57th Court Road, Trenton, FL 32693, but it shall have the power to transact business in any other place or places both within and without the State of Florida and throughout the world. The mailing address of the corporation shall be 459 S.E. 57th Court Road, Trenton, Florida 32693.

ARTICLE II: NATURE AND PURPOSE

The general nature of the business to be transacted and carried on by this corporation not for profit and its objects and purposes are to conduct any and all lawful business not for profit, and especially such business consistent with the provisions hereinafter provided, and it shall have all the powers conferred by the laws of the State of Florida upon not for profit

corporations as fully and to the same extent as natural persons might or could do in all parts of the world, namely:

To establish and operate an organization not for profit with the purpose of promoting old-time banjo playing and culture (such as it is) in the State of Florida and beyond, including but not limited to holding a yearly banjo contest to recognize the "Old-Time Banjo Champion of the State of Florida," and also to welcome and encourage other styles of banjo playing such as bluegrass and other related activities; and to do everything necessary, convenient, suitable or proper for the accomplishment of any of the purposes or for the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to, or expedient for, the protection or for the benefit of this corporation not for profit.

The foregoing and following provisions shall be construed as objects in furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and the enumeration in these Articles of specific powers and objects shall not be held to limit or restrict in any manner the powers of this corporation not for profit; but this corporation not for profit may do all and everything necessary, suitable or proper for the accomplishment of any purpose or object, either along or in association with other corporations, firms or individuals, to the same extent and as full as individuals might or could do as principals, agents, contractors or otherwise.

ARTICLE III: MEMBERSHIP

Membership, if any, and the rights of the members, including rights upon termination of membership and manner of termination of membership; the rights of members upon termination of the corporation; the transferability or non-transferability of membership, shall be stated in the by-laws. Classification of membership, if any, shall be stated in the by-laws.

ARTICLE IV: DURATION

The corporation shall have perpetual existence, unless sooner voluntarily dissolved according to law.

**ARTICLE V: ELECTION OR APPOINTMENT OF DIRECTORS AND
OFFICERS**

The method of election of Directors shall be stated in the bylaws. The number of directors of this corporation shall be fixed in the bylaws, but must consist of a minimum of Three (3) directors at all times.

The original by-laws of this corporation shall be made, prepared and adopted by the Board of Directors of the corporation by a majority vote thereof. Thereafter the said by-laws may be amended by the Board of Directors at any regular meeting of said Board of Directors or at any special meeting for which said meeting is called by a majority of the directors present. Officers, duties of office, and manner of election or appointment of officers shall be described by the bylaws. The bylaws or the board of directors shall delegate to one of the officers responsibility for preparing minutes of the directors and members meetings and for authenticating records of the corporation.

ARTICLE VI: DIRECTOR CONFLICTS OF INTEREST

Director Conflicts of Interest issues shall be addressed pursuant to Section 617.0832, *Florida Statutes (2005)*, restated substantially as follows.

No contract or other transaction between the corporation and one or more of its directors, or any other corporation, firm, association, or entity in which one or more of its directors are directors, officers, or financially interested shall be void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or her or their votes are counted for such purpose if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee that authorizes, approves, or ratifies

the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors;

(b) The fact of such relationship or interest is disclosed or known to the members entitled to vote on such contract or transaction, if any, and they authorize, approve, or ratify it by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee, or the members.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof that authorizes, approves, or ratifies such contract or transaction.

Each officer and director of the corporation shall disclose to the Board of Directors his relationship with any person, firm or entity with which this corporation seeks to transact business and each such officer and director shall act in good faith with respect to such transaction.

ARTICLE VII: INDEMNIFICATION

The Board of Directors is authorized, to the extent allowable by law, to indemnify any officers, directors, employees, or other agents of the corporation for any liability arising out of an act performed in furtherance of the officers', directors', employees', or agents' duties to the corporation. The Board of Directors may adopt an indemnification policy more restrictive than that allowed by law but shall set forth the indemnification policy in the corporation's by-laws and shall not deviate therefrom without amending said by-laws.

ARTICLE VIII: INCORPORATORS

The name and address of the incorporator to these Articles of Incorporation is as follows:

Hugh C. Davis
Post Office Box 1720
Crawfordville, FL 32326

ARTICLE IX: INITIAL DIRECTORS

The names and addresses of the Directors who shall serve as the first Directors of the Board of Directors of the corporation who shall hold office until their successors are elected or appointed and have qualified, are as follows:

Chuck Levy
426 S.W. 43rd Terrace
Gainesville, FL 32607

Tom Hogan
459 S.E. 57th Court Road
Trenton, FL 32693

Hugh C. Davis
Post Office Box 1720
Crawfordville, FL 32326

John Catches
26904 N.W. 193rd Avenue
High Springs, FL 32643

Wayne Rogers
3700 Washington Avenue
Titusville, FL 32780

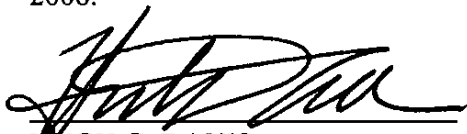
Ellen Hogan
459 S.E. 57th Court Road
Trenton, FL 32693

Pete Sucsy
7914 Lake Geneva Lane
Keystone Heights, FL 32656

ARTICLE X: REGISTERED AGENT

Mary Ellen Davis is designated as the corporation's agent to accept service of process within Florida at 17 High Drive, Suite C, Crawfordville, FL 32327, which is the street address of the initial registered agent for this corporation.

IN WITNESS WHEREOF, the undersigned subscriber, above-named as the incorporator of the FLORIDA BANJO SOCIETY, INC., has hereunto set his hand this 12th day of June, 2006.


HUGH C. DAVIS

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

STATE OF FLORIDA
OFFICE OF THE SECRETARY OF STATE

The undersigned, MARY ELLEN DAVIS, having been designated as Agent for the service of process with the State of Florida, upon the FLORIDA BANJO SOCIETY, INC., a corporation not for profit, organized under the laws of the State of Florida, does hereby accept the appointment as such agent for the above-named corporation.

IN WITNESS WHEREOF, the name of said Registered Agent is hereunto affixed at, Crawfordville, Wakulla County, Florida, this 12 day of June, 2006.



MARY ELLEN DAVIS

FILED
06 JUN 14 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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TALLAHASSEE, FLORIDA