

**NO6000007083**

Randy Butler  
(Requestor's Name)

23 Harrison Avenue  
(Address)

Panama City, FL 32401  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

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Foster and Adoptive Parent  
Association of Bay and Gulf  
Counties, Inc  
(Business Entity Name)

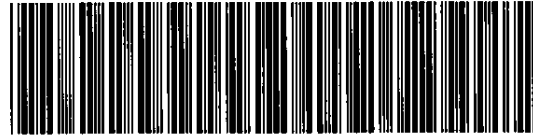
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C. 273

**Articles of Incorporation for  
Foster and Adoptive Parent Association of Bay and Gulf  
Counties, Inc.**

Article of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of the state of Florida and Under Section 501(c)(3) of the Internal Revenue Code, do hereby certify that:

**Article I. Name**

The name of the corporation shall be: Foster and Adoptive Parent Association of Bay and Gulf Counties, Inc.

**Article II. Principal Office**

The principal place of business and mailing address of this corporation is 233 Harvard Blvd., Lynn Haven, FL 32444

**Article III. Exclusive Purpose**

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Article IV. Initial Trustees/Directors/Officers**

The names and addresses of the persons who are the initial trustees of the corporation are as follows:

1. Name and Address: Randy Butler, President  
233 Harvard Blvd.  
Lynn Haven, FL 32444
2. Name and Address: Ann Parker, Vice President  
614 Big Daddy's Nook Rd  
Wewahitchka Florida , 32465
3. Name and Address: Joann Young'uszuko-Treasurer / Secretary  
14124 Blue Lake Rd  
Southport FL 32409

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## **Article V. Tax Exemption Requirements**

- A. The corporation is organized and operated exclusively for the purposes set forth in Article II herein.
- 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 corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.
- C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements on behalf of any candidate for public office).

## **Article VI. Net Earnings Prohibitions**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 in Article III hereof. 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 political campaign on behalf of or in opposition to any candidate for public office.

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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **Article VII. Disposition of Assets Upon Dissolution**

Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, the corporation assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **Article VIII. Manner of Election of Directors**

The manner in which the directors are elected or appointed is as follows:

1. The Board of Directors shall consist of the Executive Committee, and all chairpersons of Standing Committees and Ad-Hoc Committees.
2. Nominations of directors are made to the Nominations Chair at the general membership meeting of the Association prior to elections. At this meeting, nominations are also made from the floor.
3. Nominees must be regular members in good standing of the Association for one year with a record of at least 50% attendance at the Florida State Foster/Adoptive Parent Association meetings and have either no spouse or relative on the Board of Directors.
4. Within 30 days of accepting the nomination the candidate must present to the nomination chair a letter from their agency stating they are licensed foster or adoptive parents in good standing with their agency and are of high moral conduct. This letter will be required each time a candidate is nominated.
5. If an individual that does not qualify for reasons other than not being a member in good standing, is nominated, and no one else will accept the position the Board of Directors may appoint that person until such time as that person qualifies and can be elected by acclamation. However, if another qualified member is nominated and accepts there must be a special election by ballot at the next general membership meeting.
6. In case of a sole nominee, he/she can be elected by acclamation.
7. The Board of Directors will declare acclamation of a sole nominee.
8. Election of officers must be by secret ballot.
9. No less than thirty (30) days prior to the last general membership meeting of the Association for the calendar year, ballots will be mailed to all members in good standing. These ballots will be numbered and sent randomly so no voting member can be identified but all ballot numbers will be recorded and numbers will be checked so no ballot is duplicated.
10. Members can either mail their ballots or hand carries them to the meeting. No ballots will be given out at the meeting.
11. At the meeting the Nomination Chair will present the ballots and ask for three volunteers to help sort and count the ballots.
12. All ballots will be checked to assure that the envelope has not been tampered with and all numbers will be checked for duplication. Any ballots that are questionable will not be counted.
13. All ballots will be stored for each election for a period of four years.
14. Candidate with the greatest number tally wins.

## **Article IX. Bylaws**

Subject to the limitations contained in the bylaws and any limitations set forth in the Chapter 617, F.S. concerning corporation action that must be authorized or approved by the directors 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 procedures set forth for such action in the bylaws.

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**Article X. Amendments**

Amendments to these articles of Incorporation may be proposed by a resolution adopted by the board of directors. Amendments may be adopted by a vote of two-thirds of a quorum of directors of the corporation.

**Article XI. Limited Liability of Directors and Officers**

The officers and directors shall not be individually liable for the corporation's debts or other liabilities, and the private property of such individuals shall be exempt from any corporate debts or liabilities. The power of indemnification under the laws of the State of Florida shall not be denied or limited by the bylaws.

**Article XII. Initial Registered Agent Names and Street Address**

The name and Florida Street address of the registered agent is Paul Flounlacker, Esquire, 4248 Stargazer Trail, Tallahassee, FL 32309.

*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 as agree to act in this capacity.*

Paul Flounlacker  
Signature of Registered Agent

6-28-06  
Date

PAUL FLOUNLACKER  
Printed Name of Registered Agent

**Article XIII. Incorporator**

The name and address of the Incorporator is Paul Flounlacker, Esquire, 4248 Stargazer Trail, Tallahassee, FL 32309

Paul Flounlacker  
Signature/Incorporator

6-28-06  
Date

PAUL FLOUNLACKER  
Printed Name of Incorporator

In witness whereof, we have hereunto subscribed our names this day of June 28, 2006.

Name and Title J. S. Gray - Husband

Name and Title Jenna Butler

Approved by the Board of Directors of the Foster and Adoptive Parent Association of Bay and Gulf Counties, Inc. this \_\_\_\_ day of \_\_\_\_, 2006.

Jenna Butler President