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RECEIVED  
DEPARTMENT OF STATE  
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2006 OCT 27 PM 12:59  
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CLERK OF STATE  
TOLSON, MISSISSIPPI  
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TO ADOPTED

D. WHITE OCT 31 2006



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 559396 82866A

AUTHORIZATION

COST LIMIT : \$ 70.00

ORDER DATE : October 27, 2006

ORDER TIME : 10:50 AM

ORDER NO. : 559396-010

CUSTOMER NO: 82866A

\*\*\*\*\* FILE 2ND \*\*\*\*\*

DOMESTIC FILING

NAME: PROGRESS POLK, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Cindy Harris - EXT. 2937

EXAMINER'S INITIALS: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

**RESUBMIT**

Please give original  
submission date as the date.

October 30, 2006

CSC  
ATTN: CINDY HARRIS

SUBJECT: PROGRESS POLK, INC.  
Ref. Number: W06000047464

RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

06 OCT 30 PM 2:51

We have received your document for PROGRESS POLK, INC. and your check(s) totaling \$. 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 a voluntarily dissolved nonprofit corporation. The name of a voluntarily dissolved nonprofit Florida corporation is not available for the assumption or use by another entity until 120 days after the effective date of dissolution.

An effective date may be added to the Articles of Incorporation if a 2007 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

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) 245-6933.

Dale White  
Document Specialist  
New Filing Section

Letter Number: 706A00064129

10/30/06  
see attached that was included w/ filings  
sent as 1st - 2nd filing. This must have  
been separated.  
Thank you

**CC&M**  
**CLARK, CAMPBELL & MAWHINNEY, P.A.**  
ATTORNEYS AT LAW

H. ADAM AIRTH, JR., LL.M.  
ALISON C. ANDERSON  
MARGARET M. ATKINS  
TIMOTHY E. CAMPBELL,<sup>1,3</sup>  
RONALD L. CLARK,<sup>1</sup>  
CONNIE C. DURRENCE,<sup>2</sup>  
BERNARD H. GENTRY  
CRAIG B. HILL

500 SOUTH FLORIDA AVENUE, SUITE 800  
LAKELAND, FLORIDA 33801  
TELEPHONE: (863) 647-5337  
FAX: (863) 647-5012  
[WWW.CCMATTORNEYS.COM](http://WWW.CCMATTORNEYS.COM)

AMANDA PERALTA JARRET  
ANDREW J. KIEHLE, LL.M.  
JOHN J. LANCASTER, LL.M.,<sup>4,5</sup>  
WILLIAM T. LINK, JR.  
JOSEPH P. MAWHINNEY  
LAURA L. NEWLIN  
NATASHA S. W. RIEGER  
MICHAEL E. WORKMAN,<sup>1</sup>

- <sup>1</sup> BOARD CERTIFIED REAL ESTATE ATTORNEY
- <sup>2</sup> BOARD CERTIFIED ELDER LAW ATTORNEY
- <sup>3</sup> BOARD CERTIFIED CITY, COUNTY AND LOCAL GOVERNMENT ATTORNEY
- <sup>4</sup> ALSO ADMITTED TO PRACTICE IN TENNESSEE
- <sup>5</sup> BOARD CERTIFIED TAX ATTORNEY

October 10, 2006

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

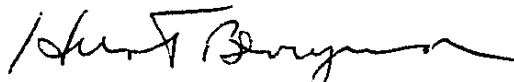
Re: Progress Polk, Inc.  
Document Number: N05000012041

To Whom it May Concern:

The Board of Directors of the above identified Corporation voted to dissolve the Corporation. However, the Board would like to keep the name of the Corporation and form a new corporation under the same name, but with a different purpose. The Board of Directors will not attempt and have no intention to reinstate the Corporation after it has been dissolved. Therefore, the Board of Directors request that the Secretary of State allow the Board of Directors to utilize the name PROGRESS POLK, INC., for the new corporation they are forming simultaneously with this dissolution.

If you have any questions, please do not hesitate to call me.

Sincerely,



Hunt Berryman, Chairman

AFFIDAVIT OF HUNT BERRYMAN  
REGARDING PROGRESS POLK, INC.,  
a Florida not for profit corporation

FILED

06 OCT 27 PM 12:21

STATE OF FLORIDA  
COUNTY OF POLK

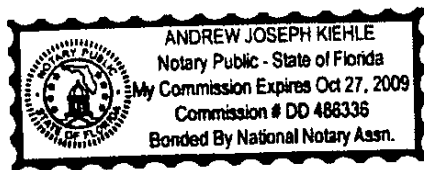
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

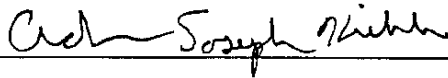
Before me, the undersigned authority, personally appeared HUNT BERRYMAN, as Chairman of the Board of PROGRESS POLK, INC., who being first duly sworn under oath, does depose and say, upon personal knowledge, the following:

1. I am currently a Director of PROGRESS POLK, INC. ("Corporation"), document number: N05000012041.
2. The Board of Directors of the Corporation have voted to dissolve the Corporation.
3. However, the Board would like to use the name "PROGRESS POLK, INC." to form a new corporation with a different purpose.
4. The Board of Directors will not attempt to reinstate the Corporation after it has been dissolved.

  
HUNT BERRYMAN, Director

SWORN TO AND SUBSCRIBED before me this 10 day of October, 2006, by HUNT BERRYMAN, as Chairman of the Board of PROGRESS POLK, INC., who is personally known to me or known to me by evidence of identification of \_\_\_\_\_, and who did take an oath.



  
Typed Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

ARTICLES OF INCORPORATION FOR  
PROGRESS POLK, INC.,  
a Florida not for profit corporation

The undersigned incorporator, for the purpose of forming a Florida not for profit corporation, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME AND ADDRESS

The name of this corporation is PROGRESS POLK, INC. ("Corporation"). Its principal place of business and mailing address is 500 South Florida Avenue, Suite 800, Lakeland, Florida 33801.

ARTICLE II: PURPOSE

The general purposes for which this Corporation is organized are exclusively charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States tax code. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any 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 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 provision of any future United States tax code.

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 herein. No substantial part of the activities of the Corporation shall be for 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.

The Corporation shall further function and operate as a Florida not for profit corporation specifically for the following purposes and with the following objectives:

To educate the community about critical issues facing Polk County, Florida, by employing academicians and others to study and research such issues and have such individuals prepare analytical and informational papers that shall be distributed to the community. The purpose of such papers shall be to provide a firm basis from which

the leaders and residents of Polk County, Florida, can make decisions which: (i) promote and improve the economic development of Polk in a manner which attracts quality employers with higher paying jobs to this community; (ii) assists in the planning and development of the growth management and infrastructure of Polk County in a manner that is economically viable and protects the environment and quality of life of this community; and (iii) supports a comprehensive system of local government that is responsive to the basic needs of Polk County's citizens, and that is effective, efficient and diverse.

### ARTICLE III: POWERS

The corporation shall have the power to:

- (a) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
- (b) Adopt and use a corporate seal and alter the same; provided, however, that such seal shall always contain the words "corporation not for profit" or similar language.
- (c) Elect or appoint such officers and agents as its affairs shall require.
- (d) Adopt, change, amend and repeal By-Laws in a manner which is not inconsistent with local, state or federal laws or its articles of incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers.
- (e) Increase or decrease, as the By-Laws may direct, the number of its Directors so that the number shall not be less than three (3).
- (f) Make contracts and incur liabilities, borrow money, issue notes, bonds, and other obligations and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.
- (g) Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.
- (h) Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property or assets.
- (i) Lend money, invest and reinvest its funds, and take and hold real and

personal property as security for the payment of funds so loaned or invested.

- (j) Make donations for the public welfare or for religious, charitable, scientific, education, or other similar purposes.
- (k) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized and operated.
- (l) Merge and consolidate with other corporations, domestic and foreign, provided that the surviving corporation is a corporation not for profit.

#### ARTICLE IV: ELECTION OF DIRECTORS AND EXECUTIVE COMMITTEE MEMBERS

The Directors and Executive Committee Members of the not for profit corporation shall be elected as stated in the corporate By-Laws.

#### ARTICLE V: RESIDENT AGENT

The name and address of the Corporation's initial Resident Agent in Florida is Ronald L. Clark, whose Florida street address is 500 South Florida Avenue, Suite 800, Lakeland, Florida 33801.

*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.*



Ronald L. Clark

#### ARTICLE VI: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Ronald L. Clark, 500 South Florida Avenue, Suite 800, Lakeland, Florida 33801. The incorporator of these Articles of Incorporation hereby assigns to this Corporation any and all of his rights to constitute a corporation.

#### ARTICLE VII: MEMBERSHIP

- (a) Individuals on the Board of Directors shall be Members of this Corporation.
- (b) Only members in good standing of the corporation as defined in the By-Laws shall be eligible to participate in its business meetings, or to serve in any of its elective or appointive positions.



## ARTICLE VIII: OFFICERS

The Officers shall have day to day control over the activities of the Corporation.

(a) The Officers of this organization shall consist of a Past President, President, Vice President, Secretary, and Treasurer, and such other Officers as may be provided for in the By-Laws adopted by the Corporation and as amended from time to time.

(b) The Officers shall be elected as provided for in the By-Laws adopted by the Corporation and as amended from time to time.

(c) The names of the persons who shall serve as Officers of the Corporation until the first annual meeting in accordance with the By-Laws are:

Chairman	Hunt Berryman
Vice-Chairman	Gene Engle
Treasurer	David Touchton
Secretary	Ronald A. Morrow

## ARTICLE IX: BOARD OF DIRECTORS

The Board of Directors shall have general supervision over the activities of the Corporation. This Corporation shall have nine (9) Directors initially. After the first annual meeting, the Corporation shall have a minimum of twenty (20) Directors and no more than a maximum of fifty (50) Directors at one time.

(a) Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

(b) The names and addresses of those who shall to serve as the initial Directors until the first annual meeting of the Corporation, are:

Gene Engle	432 Eunice Road Lakeland, Florida 33803
Hunt Berryman	3328 Bridgefield Drive Lakeland, Florida 33803
Wayne Watters	P.O. Box 2710 Winter Haven, Florida 33883
Bob Adams	3020 South Florida Avenue, Suite 101 Lakeland, Florida 33803
Sam Killebrew	2830 Winter Lake Road Lakeland, Florida 33803
David Touchton	P.O. Box 1076 Lakeland, Florida 33802

Dean Saunders

5120 South Lakeland Drive  
Lakeland, Florida 33813

Ronald A. Morrow

1776 6<sup>th</sup> Street NW #510  
Winter Haven, Florida 33881

Ronald L. Clark

500 South Florida Avenue, Suite 800  
Lakeland, Florida 33801

#### ARTICLE X: EXECUTIVE COMMITTEE

The Executive Committee shall have general active control over the activities of the Corporation. The Executive Committee shall consist of the immediate past President, serving President, Vice President, Secretary, Treasurer and no more than five (5) other Directors (generally from among the committee chairs) as the Board may determine, to be necessary or desirable for the proper operation and administration of Progress Polk.

(a) The individuals on the Executive Committee shall be Members of the Corporation.

(b) Members of the Executive Committee shall be elected and hold office in accordance with the By-Laws.

#### ARTICLE XI: AMENDMENT OF THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in accordance with Florida law in effect at the time. The procedure to amend Articles of Incorporation is currently set out in Florida Statutes, §617.1002.

#### ARTICLE XII: COMPENSATION AND DISTRIBUTION OF ASSETS ON DISSOLUTION

No member of the Board of Directors, or member of the Executive Committee of the Corporation shall receive or be lawfully entitled to receive any pecuniary profit from the operation of the Corporation, except actual expenses to or on behalf of said Corporation to the extent the same are authorized by the Board of Directors.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 of the Internal Revenue Code, or the corresponding section of any further United States 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 such court shall determine, which are organized and operated exclusively for such purposes.

### ARTICLE XIII. PROHIBITIONS AND REQUIREMENTS

At any time during which the Corporation is a "private foundation" as defined in §509(a) of the Internal Revenue Code ("I.R.C."), it shall not:

- (a) Engage in any act of "self-dealing" as defined in I.R.C. §4941(d), which would give rise to any liability for tax imposed by I.R.C. §4941(a);
- (b) Retain any "excess business holdings", as defined in I.R.C. §4943(c), which would give rise to any liability for tax imposed by I.R.C. §4943(a);
- (c) Make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of I.R.C. §4944, so as to give rise to any liability for tax imposed by I.R.C. §4944(a); or
- (d) Make any "taxable expenditures," as defined in I.R.C. §4945(d), which would give rise to any liability for tax imposed by I.R.C. §4945(a).

Further, during the period it is a "private foundation" as defined in I.R.C. §509, the Corporation shall distribute, for the purposes specified in its articles of incorporation, for each taxable year, amounts at least sufficient to avoid liability for tax imposed by I.R.C. §4942(a).

### ARTICLE XIV: EXISTENCE

This Corporation is to exist perpetually beginning with the execution of these Articles of Incorporation.

IN WITNESS WHEREOF, I, RONALD L. CLARK, the undersigned subscribing incorporator, have hereunto set my hand and seal this 26 day of October, 2006, for the purpose of forming Progress Polk, Inc., a Florida not for profit corporation under the laws of the State of Florida.

INCORPORATOR:

  
\_\_\_\_\_  
RONALD L. CLARK

FILED  
06 OCT 27 PM 12:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA