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## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** HISTORIC PUGHSVILLE ASSOCIATION, INC.  
(Name of Corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

ALLEN ELLISON

(Name of Person)

ELLISON, MARTIN & ASSOCIATES, INC.

(Firm/Company)

1022 LAKELAND HILLS BLVD.

SUITE 4

(Address)

LAKELAND, FL 33805

(City/State and Zip Code)

For further information concerning this matter, please call:

ALLEN ELLISON

(Name of Person)

at ( 863 ) 273-0806

(Area Code & Daytime Telephone Number)

**MAILING ADDRESS:**

New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET/COURIER ADDRESS:**

New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &  
Certificate of Status

☐ \$78.75 Filing Fee &  
Certified Copy

☒ \$87.50 Filing Fee,  
Certificate of Status &  
Certified Copy

**ARTICLES OF INCORPORATION  
OF  
HISTORIC PUGHSVILLE ASSOCIATION, INC.**

The undersigned, desiring to form a corporation not for profit under Chapter 617 of the Florida Statutes, do hereby certify these Articles of Incorporation.

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TALLAHASSEE, FLORIDA

**ARTICLE. I**

The name of the corporation is **HISTORIC PUGHSVILLE ASSOCIATION, INC.**

**ARTICLE. II**

The street address of the principal office of the corporation is 139 Varner Dr. S.W. Winter Haven, Florida. 33880 and the mailing address of the corporation is 139 Varner Dr. S.W. Winter Haven, Fl. 33880.

**ARTICLE. III**

The purpose of Historic Pughsville Association, Inc. is to preserve the memory as well as the legacy of Winter Haven's oldest community by way of cultivating an economic developmental climate that will enhance the dilapidated state and distress parts of our community while facilitating community health fairs and making charitable investments towards the education of our youth.

**ARTICLE. IV**

The initial members of the corporation shall consist of those persons who, on the date of the existence of the corporation commences, are members in good standing of the Historic Pughsville Association of Winter Haven, Florida, an unincorporated association and such other persons as the members of the corporation shall from time to time elect. The bylaws of the corporation shall prescribe the qualifications for membership and the manner in which membership in the corporation may be terminated. The bylaws shall also set out the basis for establishing a member in good standing. The number of members of the corporation, present in person" that shall constitute a quorum for the transaction of business at any annual, regular, or special meeting of the members of the corporation shall be specified by the bylaws.

**ARTICLE. V**

**Section 1.** Except as otherwise provided in these Articles of Incorporation, all corporate powers must be exercised by or under the authority of, and the affairs of the corporation managed under the direction of, the Board of Directors. The Board of Directors shall be elected by the members of the corporation. The number of Directors shall be fixed by the bylaws of the corporation, but shall not be less than five (5) nor more than thirteen (13). The Chairman, Vice Chairman, Secretary/Clerk, Treasurer and Financial Secretary shall be the executive officers members of the Board of Directors of the corporation. As soon as the Directors shall be assembled in consequence of the first election of Directors, the Directors (other than those persons who hold office as Directors by virtue of service as Chairman, Vice Chairman, Secretary/Clerk, Treasurer) shall be divided, as equally as may be, into two classes. The terms of the Directors of the first class shall expire at the end of the first year, the terms of the

Directors of the second class shall expire at the end of the second year so that at least three of the trustees shall be chosen each year. The Board of Directors shall elect one of its members as Chairman. The Chairman of the Board of Directors shall be the principal executive officer of the corporation shall preside at meetings of the Board of Directors, and shall, when duly authorized by the Board of Directors, execute and deliver written instruments and documents on behalf of the corporation. The Chairman of the Board of Directors shall have such other duties as may be prescribed by the bylaws of the corporation or by resolution of the Board of Directors not inconsistent with the bylaws. A majority of the members of the Board of Directors, present in person, shall constitute a quorum for the transaction of business at any annual, regular, or special meeting of the Board of Directors.

**Section 2.** Except as limited by these Articles of Incorporation the Bylaws or any applicable provision of law, the Board of Directors shall have all the powers and duties of the Board of Directors of the Florida Corporation Not For Profit.

**Section 3.** The Board of Directors initially shall consist of seven (7) persons, and the names and addresses of the initial members of the Board of Directors are as follows:

1. Chairman - Russell Burney 2995 warfield drive Bartow, Fl 33830
2. Vice Chairman – Highland Smith 717 Hemenway Dr. N.E. Winter Haven, Fl. 33881
3. Treasurer – Clifford Weeks 9845 N.W. 160<sup>th</sup> Reddick Fl. 32686
4. Secretary – Catherine Reddick 211 Melina Ave Dundee, Fl. 33838
5. Director of Planning- Juanita Geathers 346 Ave O S.W. Winter Haven, 33884
6. Director of History - Patricia Smithfields 139 Varner Dr. S.W. Winter Haven, Fl. 33880
7. Chaplain -Rev Charlie F. Rawls 1822 3<sup>rd</sup> St. N.W. Winter Haven, Fl. 33884
8. Assitsant Chaplain Earl Thompson 2903 Dudley Drive Bartow, Fl. 33830

## **ARTICLE. VI**

The officers of the corporation shall consist of the President, Vice President, Secretary and Treasurer. The Board of Directors shall nominate, and by and with the advice and consent of the members of the corporation, shall elect the officers of the corporation for a term of four years with a possibility of re-election for an additional term. The officer shall have such powers and duties as shall be prescribed by the bylaws of the corporation or by resolution of the Board of Directors not inconsistent with the bylaws.

## **ARTICLE. VII**

**Section 1.** Amendments to these articles of incorporation must be made in the following manner: The Board of Directors must adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote a meeting of members, which may be either an annual or special meeting. Written notice setting forth the proposed amendment or a summary of the changes to be effected by the amendment must be given to each member. The proposed amendment shall be adopted upon receiving the present at an annual or special meeting of the membership of the corporation.

**Section 2.** Any plan of merger with another Community Association must be adopted in the following manner: The Board of Directors must adopt a resolution approving the proposed plan and directing that it be submitted to a vote at a meeting of members, which may be either an annual or special meeting. Written notice setting forth the proposed plan or a summary

thereof must be given to each member. The proposed plan shall be adopted upon receiving the affirmative vote of at least a majority of the entire membership of the corporation.

**Section 3.** A sale, lease, exchange, or other disposition of all or substantially all of the property and assets of the corporation, may be made upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property, real or personal, including shares, bonds, or other securities of any corporation or corporations for profits, domestic or foreign, and must be authorized in the following manner: The Board of Directors must adopt a resolution approving such sale, lease, exchange, or other disposition, and directing that it be submitted to a vote at a meeting of members, which may be either annual or a special meeting. Written notice stating that the purpose, or one of the purposes, of such meeting is to consider sale, lease, exchange, or other disposition of all or substantially all of the property and assets of the corporation must be given to each member. At such meeting, the members may authorize such sale, lease, exchange or other disposition may approve, fix, or may authorize the Board of Directors to fix, any or all of the terms and conditions thereof and the consideration to be received by the corporation. Therefore, such authorization requires the affirmative vote of at least a majority of the entire membership of the corporation.

**Section 4.** If the corporation desires to dissolve and wind up its affairs, it must adopt a resolution to dissolve in the following manner: The Board of Directors must adopt a resolution recommending that the corporation be dissolved and directing that the question of such dissolution be submitted to a vote at a meeting of members, which may be either an annual or special meeting. Written notice stating that the purpose, or one of the purposes, of such meeting is to consider the advisability of dissolving the corporation must be given to each member. A resolution to dissolve the corporation shall be adopted upon receiving the affirmative vote of at least a majority of the entire membership of the corporation.

## ARTICLE. VIII

The Street address of the corporation's initial registered office is 1022 Lakeland Hills Blvd., Lakeland, Florida 33805 and the name of its initial registered agent at that address is: Ellison, Martin & Associates, Inc.

## ARTICLE. IX

The names and address of the incorporators of the corporation are as follows:

1. Chairman - Russell Burney 2995 warfield drive Bartow, Fl 33830
2. Vice Chairman - Highland Smith 717 Hemenway Dr. N.E. Winter Haven, Fl. 33881
3. Treasurer - Clifford Weeks 9845 N.W. 160<sup>th</sup> Reddick Fl. 32686
4. Secretary - Catherine Reddick 211 Melina Ave Dundee, Fl. 33838
5. Director of Planning- Juanita Geathers 346 Ave O S.W. Winter Haven, 33884
6. Director of History - Patricia Smithfields 139 Varner Dr. S.W. Winter Haven, Fl. 33880
7. Chaplain -Rev Charlie F. Rawls 1822 3<sup>rd</sup> St. N.W. Winter Haven, Fl. 33884
8. Assitsant Chaplain Earl Thompson 2903 Dudley Drive Bartow, Fl. 33830

## ARTICLE. X

- (a) No part of the net earnings of the corporation shall be inure to the benefit of any member, trustee, or officer of the corporation, nor to the benefit of any private individual,
- (b) The corporation shall have no power to engage in any act or activity prohibited to corporations which are exempt upon federal income taxation under Section 501 (c) (3) of the Internal Revenue Code of 1986 or corresponding Sections of any prior or future Internal Revenue Code.
- (c) In the event of the dissolution of this corporation, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1986 or corresponding Sections of any prior or future Internal Revenue Code, or to the federal or to the state or local government for public purposes exclusively.

## ARTICLE. XI

The initial bylaws of the corporation shall be adopted by a majority of the members of the Board of Directors of the corporation. The bylaws shall not thereafter be amended except upon the affirmative vote of at least a majority of the members present at an annual or special meeting of the membership of the corporation.

IN TESTIMONY WHEREOF, the undersigned incorporators have signed these Articles of Incorporation this 15<sup>th</sup> day of October, 2006.

Russell A. Bynum  
Juanita M. Stephens  
Pat A. D.  
Clifford R. R.

Rw. C. F. Bawls  
Earl E. Thompson  
Highland Smith  
Catherine E. Reddick

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I, *Allen L. Ellison*, having been named to serve as Registered Agent of HISTORIC PUGHSVILLE ASSOCIATION, INC., do hereby accept such office and agree to conduct myself therein according to law. I am familiar with, and accept, the obligation of such office.

*Allen Ellison*



**ELLISON, MARTIN & ASSOCIATES, INC.**

1022 Lakeland Hills Blvd.

Suite 4

Lakeland, Florida 33805

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