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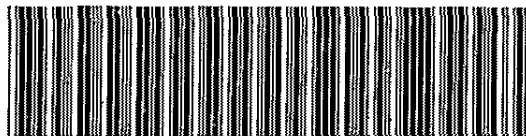
(Business Entity Name)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
06 NOV 17 PM 12:00

B. McKnight NOV 20 2006

## COVER LETTER

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

SUBJECT: Bay County MASTER GARDENER Association, Inc  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

+ 8.75  
Additional  
money for  
1 Additional  
Certificate of  
Status  
Totaling  
2 certified  
copies Certificate  
check for \$96.25  
enclosed

FROM: NATHA L. BUTCHER  
Name (Printed or typed)

50 The Bay County Extension Office  
Address  
6417 JENKS AVENUE Suite A  
Panama City FL 32401-2629  
City, State & Zip

Office number 850 784-4105  
Daytime Telephone number  
Home number 850 230-5361

NOTE: Please provide the original and one copy of the articles.

## **Articles of Incorporation**

THE UNDERSIGNED, in compliance with Chapter 617, F.S., (Not for Profit), acting as incorporators of a corporation with the majority of members being citizens of the United States, adopt the following Incorporation under the law of the State of Florida.

### **ARTICLE I          NAME**

**The name of the corporation shall be:** Bay County Master Gardener Association, Inc.

### **ARTICLE II          PRINCIPAL OFFICE**

**The place in this state where the principal office of the Corporation is to be located, is the City of Panama City of Bay County.**

**The principal place of business and mailing address of this corporation shall be:**

Bay County Master Gardener Association, Inc.

Attn: President

Bay County Extension Service/ Institute of Food and Agricultural Sciences

647 Jenks Avenue, Suite A

Panama City FL 32401-2629

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### **ARTICLE III          PURPOSE**

**The purpose for which the corporation is organized is:**

**Said corporation is organized exclusively for educational purpose.**

**To educate, demonstrate and inform our community regardless of religion/race/sex/age/economical status in a manner that qualifies as an exempt organization under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code and is verified below:**

### **MISSION/VISION**

The mission of this organization is to implement, through trained and certified volunteers, the University of Florida, Institute of Food and Agricultural Sciences (IFAS), Florida Cooperative Extension Master Gardener program in Bay County. These volunteers work closely with and under the direction of the Bay County Extension Horticulture Agent.

This is an educational program providing unbiased home gardening information by:

- Performing Extension office procedures; answering phones, dealing with public walk-ins to the office, answering horticulture questions for homeowners.

- Conducting public plant clinics, educational presentations/lectures on horticulture related topics.
- Involvement with community and county beautification.
- Educational projects.
- Other projects as the Bay County Master Gardeners and the Bay County Extension Horticulture Agent desire to undertake.

In the long term the Bay County Master Gardeners intend to employ their acquired knowledge and training to improve horticultural practices in Bay County. This goal is to be achieved by educating the public to make environmentally appropriate choices in the care and management of their own properties. Additionally, the goal then extends to the better-informed landowners encouraging the management of all public and privately owned lands within our county in a more environmentally correct manner with regard to all horticulture related practices. Through this plan of outwardly extending influence, the Bay County Master Gardeners hope to improve, protect and preserve the quality of the land and water in our area.

Proceeds from donations or fund raising will be used strictly for the purpose of funding the projects created to provide the above stated purpose.

#### **ARTICLE IV        INITIAL DIRECTORS**

**List name(s), address(s) and specific title(s):**

Year of 2006:

President: Jody Wood-Putnam, 2229 Cochran Rd. Panama City FL 32404

1<sup>st</sup> Vice President: Jonnie Venglik, 4 Hombre Circle Panama City Beach FL 32407

2<sup>nd</sup> Vice President: Becky Klinkhammer, 4341 Thomas Drive #G24 Panama City Beach FL 32408

Secretary: Sharon May, 3102 Country Club Dr. Lynn Haven Fl 32444

Treasurer: Ina Crawford, 130 Byrd Dr. Panama City FL 32404

#### **ARTICLE V        NO PROFIT**

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 Third 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.

## **ARTICLE VI        DISSOLUTION/DISPOSITION OF ASSETS**

### **Section I.**

The officers of the Bay County Master Gardener Association, Inc. are directed in case of dissolution of the corporation to revert financial and physical assets to the Horticulture Extension office to include Youth Gardening.

### **Section II.**

Real and Personal Property of officers and members shall not be subject to the debts of the Bay County Master Gardener Association, Inc. or by the projects undertaken by the Bay County Master Gardeners Association, Inc.

### **Section III.**

In the event of the dissolution of The Bay County Extension Office, any residual assets of the Bay County Master Gardeners Association, Inc. shall be turned over to one or more organizations within Bay County, which are exempt not for profit organizations organized under Chapter 617, Florida Statutes, for exclusive public purpose, or charitable, organizations, as described in Section 501 (C) (3) of the Internal Revenue Service, for exclusive public purpose.

## **ARTICLE VII        MANNER OF ELECTION**

**The manner in which the directors are elected or appointed:**

### **Section I**

The officers of the Bay County Master Gardeners Association Inc. are one in the same as Directors and will consist of President, 1<sup>st</sup> Vice-President, 2<sup>nd</sup> Vice President, Secretary, and Treasurer. These officers shall perform the duties prescribed by the adopted By-Laws. Election shall take place annually at the regular meeting in November. Voting will be by ballot; but, if there is only one candidate for any office the voting may be by acclamation.

### **Section II**

Term of office is the business year (Jan 1-Dec 31, inclusive). There is no term limit.

### Section III

Should a vacancy occur in the Office of President, the 1<sup>st</sup> Vice-President shall automatically succeed to that office. Other vacancies occurring during the term of office shall be filled by appointment of the Executive Board by majority vote. Any office appointed shall serve only until the end of the unexpired term.

### Section IV

Executive Board of Directors The Executive Board shall consist of the Bay County Master Gardener Association Directors, the Horticulture Agent/Extension Advisor and the immediate Past-President of the Bay County Master Gardener Corporation.

## **ARTICLE VIII DURATION**

The period of duration of this Corporation is perpetual

## **ARTICLE IX INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

**The Horticulture Extension Agent of the Bay County Extension Office. That Agent is:**

**Kenneth R. Rudisill  
Horticulture/Pest Management Extension Agent II  
Bay County Extension  
Institute of Food and Agricultural Sciences  
647 Jenks Avenue Suite A  
Panama City, FL 32401-2629**

The Agent is the person who agrees to accept 'Service of Due Process' (Summons) if the Corporation is sued. The Agent would be the person to "accept" the Summons and immediately advise the Directors of the Corporation and the remainder of the Executive Board notice of having received the Summons; giving the Directors and to Members. The immediate notice facilitates prompt action to resolve the difficulty.

## **ARTICLE X INCORPORATOR**

The name and address of the Incorporator is:

**Natta L. Butcher 252 Eagle Dr. Panama City Beach FL 32407**

The Incorporator is the person filling out the paperwork

.....  
In witness whereof, we have hereunto subscribed our names this 08 day of

November 2006

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.

Kenneth R. Rudisill

Signature/Registered Agent

Kenneth R. Rudisill

Date

11/08/06

Natta L. Butcher

Signature/Incorporator

Natta L. Butcher

Date

11/08/06

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