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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 634277 81879A

AUTHORIZATION :

COST LIMIT : \$ 78.75

Lyndee Coleman

ORDER DATE : December 1, 2006

ORDER TIME : 11:42 AM

ORDER NO. : 634277-005

CUSTOMER NO: 81879A

DOMESTIC FILING

NAME: ENTERPRISE FLAGLER
FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
FOR ENTERPRISE FLAGLER FOUNDATION, INC.
(A Corporation Not for Profit)**

Pursuant to the provisions of Section 617.1002, 617.1006, and 617.1007 of the Florida Not For Profit Corporation Act, the undersigned corporation adopts these Articles of Incorporation, to wit:

ARTICLE I. NAME

The name of this corporation shall remain Enterprise Flagler Foundation, Inc., a Florida not for profit corporation, and the address shall be: 20 Airport Road, Suite D, Palm Coast, Florida 32137.

The organization 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 corresponding section of any future federal tax code.

ARTICLE II. PURPOSES

The general nature of the objects and purposes of this corporation shall be: To educate local communities on the advantages of, enhancing, promoting and retaining industrial, commercial and economic growth and development of Flagler County in an effort to raise living standards by generating quality jobs, expanding individual opportunities and nurturing the quality of life in Flagler County; to encourage and assist public improvements to accommodate the above; to apply for and administer various grants and assistance programs of federal agencies such as the Economic Development Administration, Farmers Home Administration, Department of Housing and Urban Development Committee, as well as private

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trusts and corporations offering assistance in community economic development; to train and work in conjunction with entrepreneurs, corporate managers, professionals and others with broad range, long term interest in economic progress; and to have full power to do any and all things deemed necessary in carrying on any and all of the above objectives and generally to educate the community to foster and promote the commercial and industrial development of Flagler County and to do anything necessary in order to promote the purposes of this corporation; to acquire property by grant, gift, purchase, devise or bequest and hold and dispose of such property as the corporation deems advisable for the benefit of the corporation and the community, and not for pecuniary profit to any individual member. In undertaking these purposes, the corporation may accept from or make 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 United States Tax Code.

ARTICLE III

POWERS

In furtherance of the purposes set forth in Article II, the Corporation shall have all of the powers and duties of a corporation organized under the Act and other applicable state statutes, including, but not limited to, the power to raise and expend funds for research, training, education and the promotion of economic development on a local, state, or regional basis.

The purposes stated herein shall be construed as powers as well as purposes, and the matters expressed in any clause shall not be limited by reference to or inference from the terms of any other, but shall be regarded as independent

purposes and powers; and the enumeration of specific purposes and powers shall not be construed to limit or restrict the meaning of general terms of the general powers; nor shall the express of one thing be deemed to exclude another not expressed, although it be of like nature.

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.

In the event that the Internal Revenue Service rules that the corporation is a private foundation, as defined in Section 509(a) of the Internal Revenue Code and its regulations as it now exists or as it may hereinafter be amended, the Corporation shall not engage in any act, or failure to act, that would make it liable for excise taxes under Section 4941-4945 of the Internal Revenue Code as those sections now exist or may hereinafter be amended.

Notwithstanding any other provision of this certificate, the bylaws of the corporation or any other governing document, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulation as they now exist or as they may hereinafter be amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of such code and regulation as they now exist or as they may hereinafter be amended.

ARTICLE IV. QUALIFICATION OF MEMBERS

Any person, corporation or other association shall be entitled to membership in accordance with the provisions of the By-Laws.

ARTICLE V

TAX RESTRICTIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees or officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make reimbursement for expenses incurred in connection with the business or activities of the Corporation. Further, the Corporation shall not engage in business for profit. 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 any candidate for public office. Notwithstanding any other provisions of these Articles of Incorporation, 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 of 1954 (or corresponding provisions of any future United States Internal Revenue law), or (b) by a corporation, contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law). For any period with respect to which the corporation is a "private foundation" as defined in Section 509 of the Internal

Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue law), it shall:

A. Distribute income for each such period at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or the corresponding provisions of any future U.S. Internal Revenue law.

B. Not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or the corresponding provisions of any future U.S. Internal Revenue law.

C. Not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or the corresponding provisions of any future U.S. Internal Revenue law.

D. Not make any investments in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or the corresponding provisions of any future U.S. Internal Revenue law; and

E. Not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or the corresponding provisions of any future U.S. Internal Revenue law.

ARTICLE VI

OFFICERS

The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be provided in the By-Laws. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-Laws.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. The business affairs of this corporation shall be managed by the Board of Directors which shall be the same as the Board of Directors for Enterprise Flagler, Inc. The number of Directors may be increased or decreased by the Board of Directors, but shall never be less than three nor more than thirty.

The names and addresses of the initial Directors of this corporation are:

MICHAEL CHIUMENTO, III
4 N. Old Kings Rd., Ste. B
Palm Coast, FL 32137

RICHARD DIAMOND
P.O. Box 756
Bunnell, FL 32110

MICK GUTHBERTSON
P.O. Box 756
Bunnell, FL 32110

JANE MEALY
315 Lambert Ave.
Flagler Beach, FL 32136

IRA CORLISS
2 Commerce Blvd.
Palm Coast, FL 32164

RICHARD KELTON
2 Commerce Blvd.
Palm Coast, FL 32164

JON NETTS
17 Flintstone Court
Palm Coast, FL 32137

BARBARA REVELS
316 S. A1A
Flagler Beach, FL 32136

STEVEN L. BURLEY
P.O. Box 2811
Daytona Beach, FL 32120-2811

ART BARR
P.O. Box 220
Flagler Beach, FL 32136

THOMAS COOLEY
20 Airport Road
Palm Coast, FL 32164

JIM R. JARRELL
1200 E. Moody Blvd.
Bunnell, FL 32110

CRYSTAL RECKTENWALD
20 Airport Rd.
Palm Coast, FL 32164

MILISSA HOLLAND
1200 E. Moody Blvd
Bldg. 1
Bunnell, FL 32110

BILL DELBRUGGE
3039 Hwy. 100 East
Bunnell, FL 32110

TAMMY DANIEL
60 Memorial Medical Pkwy.
Palm Coast, FL 32164

DAVID LUSBY
1 Corporate Dr., Ste. 3A
Palm Coast, FL 32137

ANDY DANCE
1459 N. U.S. Hwy. 1, Ste. 3
Ormond Beach, FL 32174

ROBERT MASTERS
1 Hammock Beach Pkwy.
Palm Coast, FL 32137

JIM CULLIS
5 Sandpiper Ct.
Palm Coast, FL 32137

PAUL KATZ
1 Florida Park Dr., S/Atrium
Suite
Palm Coast, FL 32137

ROBERT DEVORE
1 Corporate Dr., Ste. 2B
Palm Coast, FL 32137

JERRY MASIELLO
1410 Palm Coast Pkwy.
Palm Coast, FL 32137

CRAIG WALL
100 Sea Ray Dr.
Palm Coast, FL 32142

PHIL TORNELLI
425 N. Williamson Blvd.
Daytona Beach, FL 32120

DONALD O'BRIEN
15 Cypress Point Way
Palm Coast, FL 32164

Section 2. The Board of Directors shall be members of the corporation.

Section 3. Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

ARTICLE VIII. BY-LAWS

Section 1. The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice, the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE IX. AMENDMENTS

These Articles of Incorporation may be amended as provided by Florida law.

ARTICLE X. ADDRESS

The address of the principal office of this corporation shall be at 20 Airport Road, Palm Coast, Florida 32164. The Board of Directors may, from time to time, move the principal office to any other address in Flagler County.

ARTICLE XI. DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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 XII. RESIDENT AGENT

The Resident Agent for this corporation shall be Thomas Cooley, 20 Airport Road, Palm Coast, Flagler County, Florida 32164, to accept service of process within this State as to this corporation.

ARTICLE XIII. INDEMNIFICATION

Every Director and Officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a Director or Officer at the time said expenses are incurred. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28 day of Nov., 2006.



Art Barr, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been designated as registered agent to accept service of process for the above-stated corporation, at the registered office above, I hereby accept said designation, agree to act in this capacity, and agree to comply with the provisions of Section 48.091, Florida Statutes relative to keeping open said office.

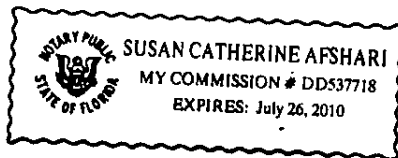

THOMAS COOLEY
Registered Agent

**STATE OF FLORIDA
COUNTY OF FLAGLER**

The foregoing instrument was acknowledged before me this 28 day of Nov., 2006, by **THOMAS COOLEY** who is personally known to me or who has produced FL DRIVERS LIC. as identification and who did/did not take an oath.


NOTARY PUBLIC

My Commission Expires:



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