

NO7000002698

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

6216
W007-10757



000089930810

03/01/07--01019--011 **78.75

FILED

07 MAR 14 AM 10:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gf 3/15/07

JOE D. MATHENY, P.A.

ATTORNEY AT LAW

355 INDIAN RIVER AVENUE

TITUSVILLE, FLORIDA 32796

(321) 267-3733

FAX

(321) 267-3736

E-MAIL

ATTYMATHENY@AOL.COM

PLEASE REPLY TO:

P.O. Box 6526

TITUSVILLE, FL 32782-6526

February 27, 2007

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

FILED
07 MAR 14 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: **KEEP AMERICA BEAUTIFUL AFFILIATES OF FLORIDA, INC.**
(Incorporation of)

Dear Sir:

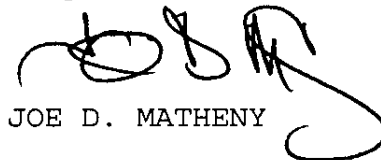
Enclosed please find for filing with the Division of Corporations the original Articles of Incorporation, along with one (1) copy of the same, for the above-referenced corporation. A check in the amount of \$78.75 is enclosed for the following:

Filing fees	\$ 35.00
Certified Copy	8.75
Registered Agent Designation	35.00

\$ 78.75

Please return a certified copy of the Articles to the undersigned. Thank you for your assistance in this matter.

Very truly yours,



JOE D. MATHENY

mdw
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

FILED

07 MAR 14 AM 10:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 5, 2007

JOE D. MATHENY, ESQUIRE
POST OFFICE BOX 6526
TITUSVILLE, FL 32782-6526

SUBJECT: KEEP AMERICA BEAUTIFUL AFFILIATES OF FLORIDA, INC.
Ref. Number: W07000010757

We have received your document for KEEP AMERICA BEAUTIFUL AFFILIATES OF FLORIDA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

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) 245-6973.

Claretha Golden
Document Specialist
New Filing Section

Letter Number: 707A00015464

ARTICLES OF INCORPORATION

OF

KEEP AMERICA BEAUTIFUL AFFILIATES OF FLORIDA, INC.

A Florida Not for Profit Corporation

ARTICLE I

NAME

The name of the corporation is KEEP AMERICA BEAUTIFUL
AFFILIATES OF FLORIDA, INC. 1620 Adamson Road, Cocoa, FL 32926

ARTICLE II

DURATION

This corporation shall have a perpetual existence

ARTICLE III

PURPOSE

A. The purpose for which the corporation is organized shall be charitable and educational within the meaning of Section 503(c)(3) of the Internal Revenue Code, 1954, as Amended. Keep America Beautiful Affiliates of Florida, Inc., is a network of Florida Keep America Beautiful (KAB) Affiliates, Executive Directors and staff. Its purpose is to enhance the image of the local Keep America Beautiful system, focusing on the quality of life for its citizens and visitors, and enhance the professionalism of the Executive Director's position. The organization provides training

FILED
07 MAR 14 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

and professional development, studies legislation, provides technical assistance, and facilitates resource development.

B. The objective of Keep America Beautiful Affiliates of Florida is to enhance the professionalism of the Executive Director's position, to initiate and participate in the sharing and exchange of knowledge, experience in the created use of Keep America Beautiful volunteer services, to develop and provide technical assistance, to facilitate broad community development objectives, and to develop and update an Executive Director's training manual. The corporation will provide a communication pathway for information, dissemination and idea exchange and will hold regular meetings and workshops.

C. The purposes for which the corporation is organized shall be charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 as Amended and to promote public interest in the general improvement of the environment of the State of Florida; to initiate, plan, direct and coordinate programs for litter control for the community on a sustainable basis; to implement and maintain the Clean Community System and to study, investigate and develop plans for improving the health, sanitation, safety, and cleanliness of the State of Florida by beautifying the streets, highways, alleys, river and stream banks, lots, yards, and other similar places in the said state; to aid in the prevention of fires, diseases, and other

casualties by the removal and elimination of trash and other debris from the streets, highways, alleys, lots, yards and other similar places; to encourage the placing, planning and/or preservation of trees, flowers, plants, shrubbery and other objects or ornamentation in said state; to protect birds and other wild fowl, advise and recommend plans to other agencies of the state for the beautification of the said state of the environment of Florida.

D. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Director or Officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

E. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of

the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

F. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

G. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

H. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

I. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

J. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section

170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

K. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court 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 FOUR

DIRECTORS

There shall be a minimum of three (3) initial members of the initial Board of Directors of the corporation. The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors. The names and

addresses of the persons who are to serve as Directors until the first election thereof are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Larry S. Weber President	1620 Adamson Road Cocoa, FL 32926
Todd Duncan Vice President	P. O. Box 1434 Yulee, FL 32041
Sandra Washington Secretary	2817 Cattlemen Road Sarasota, FL 43232
Glenda Anderson Treasurer	25550 Harbor View Road Port Charlotte, FL 33980
Ingrid McClellan	P. O. Box 14426 Bradenton, FL 34280
Bill Sanders	4707 140 th Ave. N. Suite 214 Clearwater, FL 33762
Tania Jolley	3545 Rosemary Hill Road Green Cove Springs, FL 32043
John Tonkin	6758 Park Avenue Milton, FL 32570
Lourdes Ferris	1920 Palm Beach Lakes Blvd. Suite 210 West Palm Beach, FL 33409

The number of members of the Board of Directors shall be expanded to a maximum number of forty-five (45) at the first election thereof, and said membership shall thereafter remain at a maximum number of forty-five (45) until these Articles are amended; but, in no event shall there ever be less than three (3) Directors. The Directors shall be elected at the Annual Meeting of the

Directors each year and the Directors shall at said meeting also annually elect the officers of the Corporation who shall manage the day-to-day affairs of the Corporation. The manner in which the Directors are elected and the method of election of Directors is provided in the Bylaws.

ARTICLE FIVE

OFFICERS

The Board of Directors may elect an Executive Director, an Associate Director, and such other supporting staff as the Bylaws of the Corporation may authorize.

ARTICLE SIX

EXECUTIVE COMMITTEE AND OFFICERS

A. The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer and immediate Past President of Keep America Beautiful Affiliates of Florida. The Executive Director shall serve on the Executive Committee as a non-voting member.

B. The Executive Committee shall serve a two-year term.

C. The Board of Directors shall consist of the Executive Committee and Chairperson of all standing committees, including, but not limited to, the Executive Director, Associate Executive Director, and officers of the Corporation, plus any other person elected by a majority of the Board of Directors.

ARTICLE SEVEN

QUALIFICATIONS OF MEMBERS AND MANNER OF ADMISSION

Any person eighteen (18) years of age or older is qualified for membership and shall automatically be admitted to membership and remain in good standing upon the payment of annual dues and upon continued minimal participation in the activities of the organization. There shall only be one class of membership. Members shall be selected as provided in the Bylaws.

ARTICLE EIGHT

BYLAWS

The Bylaws of the corporation are to be made, altered or rescinded by the Directors of the corporation.

ARTICLE NINE

AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended by the act of the Directors of the corporation. Such amendments may be proposed and adopted in the manner provided in the Bylaws of the corporation upon a two-thirds (2/3rds) vote of the entire Board of Directors.

ARTICLE TEN

INCORPORATORS

The names and residence addresses of the subscribers of these Articles of Incorporation are:

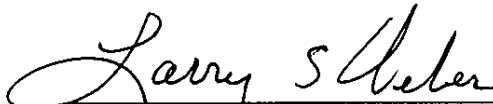
<u>NAME</u>	<u>ADDRESS</u>
Larry S. Weber President	1620 Adamson Road Cocoa, FL 32926
Todd Duncan Vice President	P. O. Box 1434 Yulee, FL 32041
Sandra Washington Secretary	2817 Cattlemen Road Sarasota, FL 43232
Glenda Anderson Treasurer	25550 Harbor View Road Port Charlotte, FL 33980

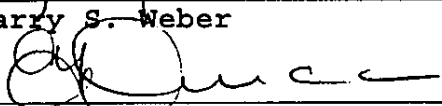
ARTICLE ELEVEN

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1620 Adamson Road, Cocoa, FL 32926, and the name of the initial registered agent at this address is **LARRY S. WEBER**.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 26th day of February, 2007.



Larry S. Weber


Todd Duncan

Sandra Washington
Sandra Washington

Glenda Anderson
Glenda Anderson

STATE OF FLORIDA

COUNTY OF BREVARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared **Larry S. Weber, Todd Duncan, Sandra Washington, and Glenda Anderson**, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed these Articles of Incorporation for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 26 day of February, 2007.

Patricia W. Brown
Notary Public

Notary Stamp:



Patricia W Brown
My Commission DD368464
Expires December 25, 2008

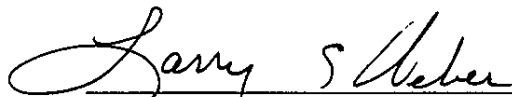
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is
submitted in compliance with said Act:

That KEEP AMERICA BEAUTIFUL AFFILIATES OF FLORIDA, INC.,
desiring to organize under the laws of the State of Florida with
its principal office, as indicated in the Articles of
Incorporation, in Brevard County, Florida, has named LARRY S.
WEBER, whose address is 1620 Adamson Road, Cocoa, FL 32926, as its
agent to accept Service of Process within this State.

ACKNOWLEDGMENT

Having been named to accept Service of Process for the
above-stated corporation, at place designated in this Certificate,
I hereby accept to act in this capacity, and agree to comply with
the provisions of said Act relative to keeping open said office.



LARRY S. WEBER

Resident Agent

FILED
07 MAR 14 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA