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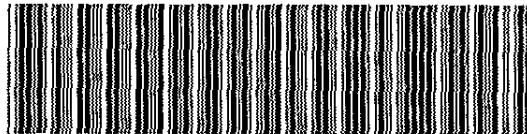
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers MAR 23 2007

W07-12208

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

SUBJECT: the First Coast Coaches Association
(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

FROM: Deborah Thode
Name (Printed or typed)

158 Annandale Dr. East
Address

Jacksonville, FL 32225
City, State & Zip

904.221.4351
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

**First Coast Coaches Association, Inc.
ARTICLES OF INCORPORATION**

In Compliance with Chapter 617, F.S., (Not for Profit)

**ARTICLE I
ORGANIZATION NAME**

Section 1.

The name of this organization shall be the First Coast Coaches Association, Inc.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of this organization shall be in care of the Treasurer, Deborah Thode, 158 Annandale Drive East, Jacksonville, FL 32225.

**ARTICLE III
ORGANIZATION GOALS**

The purpose for which this organization is formed it to be a diverse community of coaches that *nurtures* our professional growth as individuals through networking and education while increasing the awareness and impact of the coaching profession in our community

Section 1.

To provide opportunities to network and develop relationships.

Section 2.

To serve as a "think tank" to identify resources used to be a better coach.

Section 3.

To offer educational opportunities which develop professional knowledge and skills.

Section 4.

To engage in outreach activities which provide a service and expand the community's awareness of the coaching profession.

Section 5.

To provide a forum wherein the members can discuss issues of professional concern.

Section 6.

To provide the opportunity for it's members to collaborate in providing resources and solutions for their clients.

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Section 7.

To be the credible source for information & resources for the coaching profession.

Section 8.

To embrace and mentor perspective coaches.

ARTICLE IV
ORGANIZATION GOVERNANCE

The manner in which the officers are elected or appointed:

Section 1. Governing Body

An elected Board of Directors of no more than 12 members shall govern the operations of the organization. These Directors shall be elected by a vote of qualified members.

Section 2. Director Qualifications

To be a Director, one must be a qualified member, nominated for office by the Nominating and Elections Committee, and be voted into office by a vote of the organization members.

Section 3. Duties and Responsibilities of the Board of Directors

The Board of Directors shall provide leadership in pursuit of the organizations stated goals. It shall, determine fees at organization-sponsored events, and develop the policies and procedures necessary to conduct the business of the organization effectively.

Section 4. Nominations and Elections

Nominations to the Board

Nominations for election to the Board shall be made by the Nominations and Elections Committee consisting of three qualified members (except Board members) of the organization appointed by the President and approved by a majority vote of the Board. The President shall appoint, with the Board's approval, the Nominations and Elections Committee by the second week of November, of the year before vacancies will appear on the Board. The Secretary shall email all qualified members a notice of the coming election, including the number of coming vacant seats, and invite qualified members to notify the Nominations and Elections Committee of their interest in serving on the Board by December 31.

First Coast Coaches Association, Inc.
ARTICLES OF INCORPORATION

The Nominations and Elections Committee will in the first week of January, submit to the Board the names of one or more candidates for each board seat, for voting the second and third weeks of January, and installation on February 1.

Section 5. Elections

Two weeks prior to the regular January meeting of the Organization, the Secretary will email ballots to all qualified members. The ballots will describe the seats open for election and the candidates running for those seats. Members will fill out their ballots and email them to the Secretary, who will count the ballots and announce the results at the January meeting.

The Secretary will so note these proceedings and record them in the Minutes of the meeting.

Section 6. Removal

Any member of the Board may be removed by a 2/3 vote of the Board. The Secretary shall record such events in the minutes of the Board meeting.

Section 7. Terms and Vacancies

Terms for all Board members are one year.

Any vacancy on the Board shall be filled by Presidential appointment, subject to a majority vote of approval of the Board. The appointment so approved will pertain until the following February 1, when the seat will be filled by the normal election process.

Section 8. Board of Directors Meetings

Meetings of the Board of Directors will be at the places and times decided by majority vote of the Board. The President may call a special meeting at any time. The President shall call a special meeting of the Board upon the written request of a Board member to do so. The written request should contain the agenda for the special meeting.

All Board Meetings shall be open to all qualified members of the Organization. The single exception is Special Meeting in which the President, with unanimous consent of the Board, shall declare the meeting closed.

Section 9. Committees

The President may appoint committees, either standing or ad hoc, in order to effectively and efficiently further the stated purposes of the organization. The establishment of any committee must first receive the approval of the Board by way of a majority vote.

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Section 10. Meeting Procedures

Questions about Board proceedings at meetings shall be determined by Robert's Rules of Order (revised), except where such rules conflict with the laws of nature.

Robert's Rules of Order (revised) may be suspended by a majority vote of the Board or qualified members of the organization present at a meeting at which a quorum is present.

Section 11. Quorum

A majority of Board members shall constitute a quorum for the purpose of transacting the business of the organization.

Section 12. Legal Purpose

Notwithstanding any other provision of these articles, the purposes for which the corporation is established are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501 (c) (6) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Revenue laws.

Section 13. Excluded Activities

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to an organization exempt from Federal Income Tax under Section 501 (c)(6) of the Internal Revenue Code or the corresponding provisions of any future United States revenue laws.

Section 14 Dissolution

In the event of its dissolution, the residual assets of the organization will be turned over to one or more organizations which are themselves exempt as described in sections 501 (c)(6) and 170 (c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future IRS codes, or to the Federal, State, or local government for exclusive public use.

ARTICLE V
DUTIES OF THE ORGANIZATION OFFICERS

Section 1. President

The President shall preside at all meetings of the Board and of the organization. The President shall sign any instruments or documents, which may lawfully be executed on behalf of the Board.

First Coast Coaches Association, Inc. ARTICLES OF INCORPORATION

Section 2. Vice President/President Elect

The Vice President/President Elect serves in this capacity for the year prior to installation as President. In case of the absence or disability of the President, or at his/her request, the Vice President/President Elect shall perform all of the duties of the President. The Vice President/President Elect shall perform such duties and have such authority as from time to time may be assigned by the President or the Board.

Section 3. Secretary

The Secretary shall maintain official minutes and records of the proceedings of the Board and the Organization. The Secretary shall arrange for mailings of official correspondence. The Secretary shall also perform other duties and have such authority as shall from time to time be assigned by the President or Board. The Secretary shall maintain a binder of the Proceedings of the First Coast Coaches Association, Inc., and have the binder present at all meetings of the Board and membership. The binder shall include meeting agendas, minutes, policies, procedures, Board decisions, guidelines, Financial Reports and other proceedings of the Board and organization membership.

Section 4. Treasurer

The Treasurer shall perform the organization's official financial transactions and keep accurate books of the organization's accounts. The Treasurer will present for the Board a Financial Report at its meetings.

Section 5. Names, Address, and Titles of Officers

The names, address, and titles of the organization's officers are as follows:

Florence Haridan – President
10240 Elderberry Court
Jacksonville, FL 32257

P. Dale Beaman – Vice President/President Elect
13931 Spoonbill Street North
Jacksonville, FL 32224

Deborah Thode – Secretary/Treasurer
158 Annandale Drive East
Jacksonville, FL 32225

**First Coast Coaches Association, Inc.
ARTICLES OF INCORPORATION**

**ARTICLE VI
INITIAL REGISTERED AGENT**

The Treasurer of the organization will serve as Registered Agent.

The initial Registered Agent for the organization is Deborah Thode, 158 Annandale Drive East, Jacksonville, FL 32225.

**ARTICLE VII
INCORPORATOR**

The Secretary of the organization will serve as Incorporator.

The Incorporator for the organization is Deborah Thode, 158 Annandale Drive East, Jacksonville, FL 32225.

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.....
Having been named as registered agent to accept service of process for the above stated organization 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.

Deborah Thode
Signature/Registered Agent

3-21-07
Date

Deborah Thode
Signature/Incorporator

3-21-07
Date