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TALLAHASSEE, FLORIDA

J. Shivers APR 11 2007

COVER LETTER

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

SUBJECT: Wakulla Senior Foundation, 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

FROM: R.H. Carter
Name (Printed or typed)

860 Rehwinkel Rd.
Address

Crawfordville, Florida, 32327
City, State & Zip

(850) 926-7145
Daytime Telephone number

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TALLAHASSEE, FLORIDA

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

ARTICLES OF INCORPORATION
OF
WAKULLA SENIOR FOUNDATION, INC.

A Florida "Not for Profit" Corporation

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of the Corporation is WAKULLA SENIOR FOUNDATION, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office of this Corporation shall be located in Crawfordville, Wakulla County, Florida and the address of such principal office shall be at 860 Rehwinkel Rd., Crawfordville, FL 32327, but this Corporation may change the location and address of such principal office from time to time by action of its Board of Directors without amendment to these Articles of Incorporation, and may have such other offices within the State of Florida or may be necessary or convenient.

ARTICLE III

MAILING ADDRESS

The mailing address of this Corporation shall be located at 860 Rehwinkel Rd., Crawfordville, FL 32327, but this Corporation may change the address from time to time by action of its Board of Directors without amendment to these Articles of Incorporation, and may have such other mailing addresses within the State of Florida or may be necessary or convenient.

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ARTICLE IV
CORPORATE PURPOSES

The specific purposes for which this Corporation is organized are:

1. To exist and operate solely for scientific, educational, religious and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code") and no part of the income or assets of this Corporation shall be distributed to, nor inure to the benefit of, any individual;
2. To operate without regard to race, age, religion, sex or national origin;
3. To be organized and operated solely as support organization for the Wakulla County Senior Citizen's Council, Inc. (the "Senior Council");
4. To accept, hold, invest, reinvest, and administer any gifts, bequests, devises, benefits of trusts (but not to act as trustee of any trust), and property of any sort, without limitations as to amount or value, and to use, disburse, or donate the income or principal thereof for the exclusive benefit of the Senior Council;
5. To carry out its functions such that no substantial part of the Corporation's activities 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 or the appointing persons successor;
6. To operate, participate in or manage any other programs or activities that are not prohibited by law and that do not conflict with the provisions of Section 501(c)(3) of the Code; and
7. In order to further the purposes described above, to exercise all the powers enumerated in Section 617, Florida Statutes, as it now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers herein above enumerated which are not in derogation of the laws of the State of Florida.

ARTICLE V
BOARD OF DIRECTORS

The Corporation shall be managed by or under the direction of a Board of Directors. At all times, there shall be at least three (3) members of the Board of Directors. The Board of Directors shall carry out the purposes of the Corporation in compliance with these Articles of Incorporation and the Corporation's Bylaws. The method of appointment or election of directors shall be as stated in the Bylaws of this Corporation.

The names and addresses of the members of the Board of Directors of this Corporation are:

Jason D. Winn, Chairman
119 East Park Ave.
Tallahassee, FL 32301

Mary Katherine Westmark, Secretary-Treasurer
150 Ocean View Dr.
Crawfordville, FL 32327

R.H. Carter, Executive Director
860 Rehwinkel Rd.
Crawfordville, FL 32327

ARTICLE VI
BYLAWS

The Board of Directors of this Corporation may adopt such Bylaws for the conduct of its business and the carrying out of its purposes as it may deem necessary from time to time. The Bylaws may be amended, altered or rescinded by a majority vote of the Board of Directors at any time at any regular meeting or at any special meeting called for that purpose.

ARTICLE VII

ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any regular meeting, or at any special meeting called for that purpose.

ARTICLE VIII

DURATION/MEMBERSHIP

This Corporation shall have a perpetual existence, unless sooner dissolved according to law. The qualification for members, if any, and the manner of their admission shall be regulated by the Bylaws.

ARTICLE IX

501(c)(3) LIMITATIONS

1. Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Code or the corresponding provision of any future United States Internal Revenue law.
2. The Corporation is organized exclusively for charitable and educational purposes.
3. The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.
4. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and

- e. The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Code, or the corresponding section of any future federal tax code.

ARTICLE X

REGISTERED AGENT

The name and address of the registered agent of the Corporation is: R.H. Carter, 860 Rehwinkel Rd., Crawfordville, FL 32327.

ARTICLE XI

INCORPORATOR

The name and address of the incorporator of the Corporation is: R.H. Carter, 860 Rehwinkel Rd., Crawfordville, FL 32327.

ARTICLE XII

INDEMNIFICATION

No member of this Corporation shall be personally liable for or subjected to any liability by reason of his/her membership in the Corporation, and the Corporation shall have the authority to defend and indemnify any member for loss suffered by him/her as a result of his/her serving as a member of the Corporation without regard to whether or not a claim is meritorious or whether or not such person was, or is, at fault.

[Remainder of this page intentionally left blank]

the Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

5. Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) and 170(c)(2) of the Code to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.
6. In the event this Corporation is considered to be a "Private Foundation" by the United States Internal Revenue Service under provisions of the United States Code the following provisions apply:
 - a. The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code, or the corresponding section of any future federal tax code.
 - b. The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Code, or the corresponding section of any future federal tax code.
 - c. The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Code, or the corresponding section of any future federal tax code.
 - d. The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Code, or the corresponding section of any future federal tax code.

IN WITNESS WHEREOF, these Articles of Incorporation are hereby executed by the incorporator on this 28 day of March, 2007.

R.H. Carter

R.H. Carter, Incorporator

STATE OF FLORIDA

COUNTY OF WAKULLA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared R.H. Carter who is either personally known to me or who produced a valid Florida Driver's license, executed the foregoing instrument as incorporator (or the agent of the incorporator) and acknowledged before me that he or she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 28 day of March, 2007.

Pamela Dee Parker

NOTARY PUBLIC STATE OF FLORIDA

My Commission Expires:



[Remainder of page intentionally left blank]

REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT

I hereby accept my appointment as registered agent for Wakulla Senior Foundation,
Inc., a Florida not for profit corporation.

R. H. Carter

R.H. Carter, Registered Agent

March 28, 2007

Date

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