

N07000008389

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

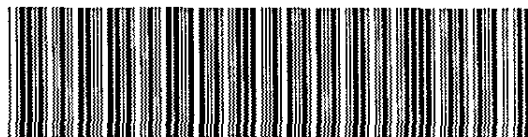
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

2389-621

W07-41412



100106135511

08/23/07--01001--008 **70.00

RECEIVED
07 AUG 22 PM 3:58
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
07 AUG 22 PM 3:58
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
07 AUG 24 AM 11:27
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

8/27/07

COVER LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

07 AUG 24 AM 11:27

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

SUBJECT: Goodwill Industries Big Bend Services, 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: Jack E. Kiker, III

Name (Printed or typed)

2010 Delta Boulevard

Address

Tallahassee, Florida 32303

City, State & Zip

850-386-3300

Daytime Telephone number

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



Williams Aoudier

FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 23, 2007

JACK E. KIKER, III

SUBJECT: GOODWILL INDUSTRIES BIG BEND SERVICES, INC.
Ref. Number: W07000041412

We have received your document for GOODWILL INDUSTRIES BIG BEND SERVICES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal street address and/or a mailing address in the document. A post office box is not acceptable for the principal address.

You must list at least one incorporator with a complete business street address.

Please return the corrected 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: 607A00051027

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 AUG 24 AM 11:27

**ARTICLES OF INCORPORATION OF
GOODWILL INDUSTRIES BIG BEND SERVICES, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 AUG 24 AM 11:27

The undersigned, desiring to form a not-for-profit corporation pursuant to Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation:

Article 1- Name

The name of the Corporation is Goodwill Industries Big Bend Services, Inc.

Article 2- Initial Registered Office and Agent; Principal Address

The initial registered office and principal address of the Corporation is in Leon County, and the street address is 300 Mabry Street, Tallahassee, Florida 32304. The initial registered agent at that office is Fred Shelfer, Jr., who is also an incorporator with the same business street address.

Article 3- Board of Directors

- A) All corporate powers shall be exercised under the authority of, and the affairs of this Corporation shall be managed under the direction of, a board of directors that shall be referred to as the "Board of Directors", except as otherwise provided by law, in these Articles of Incorporation, or the Bylaws of the Corporation. The directors shall be referred to as "Directors".
- B) The Corporation shall have three (3) directors initially, in accordance with Section 617.0803(1), Florida Statutes. The number of Directors may be increased or decreased from time to time according to the Bylaws of the Corporation, but shall never be less than three(3).
- C) Initially, the directors shall be appointed by Goodwill Industries, Big Bend Inc. Thereafter, Board of Directors members shall be elected pursuant to the provisions of the Bylaws of the Corporation.
- D) At the first organizational meeting of the Corporation, one (1) Trustee shall be appointed for a term of one (1) year, one (1) Trustee shall be appointed for a term of two (2) years, and one (1) Trustee shall be elected for a term of three (3) years or otherwise in accordance with the Bylaws of the Corporation.

Article 4- Officers

The Corporation shall, at times, maintain a minimum of three (3) officers, which shall include a President, Vice President and Secretary/Treasurer, pursuant to Chapter 617 Florida Statutes (the "Officers"). The Corporation reserves the right to increase the number of Officers from time to time, but at no time will there less than three (3) officers. The Officers shall be elected by a majority vote of the Board of Directors at its first organizational meeting and thereafter at its annual meeting.

Article 5 -Applicable Laws

The Corporation is organized pursuant to the provisions of the laws of the State of Florida. It is formed as a not for profit pursuant to Chapter 617, Florida Statutes.

Article 6- Purpose of the Corporation

The general nature, objectives and purposes of this Corporation are that it be organized and operated exclusively as a not-for-profit corporation and for charitable purposes pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Internal Revenue Laws. Specifically, the purpose of the Corporation is the transaction of any lawful activity, including, but not limited to, offering an opportunity for economic independence for people who are severely disabled by providing them opportunities to develop their vocational potential through paid work.

Article 7- Powers

The Corporation shall have the general power to do all lawful acts, as conferred upon the corporation not for profit section 617.0302, Florida Statutes, including all those things necessary or expedient in the prosecution of the Corporation's purpose, which are necessary and desirable to carry out the purposes and responsibilities of the Corporation. Notwithstanding the generality of the foregoing, the powers of the Corporation shall be subject to the following limitations and restrictions:

- A) The Corporation shall have no power to do any act inconsistent with the provisions of Section 501(c)(3) and Section (c)(2) of the Code;

- B) No part of the income, profit or assets of the Corporation shall inure to the benefit of, or be distributed to, directly or indirectly, its members, directors, officers or other private persons provided however, 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 6 of these Articles of Incorporation; and
- C) 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.

Article 8- Indemnification

The Directors and Officers of the Corporation shall not be personally liable for monetary or other damages for breach of duty or care or any other duty or action as an Officer or Director.

Article 9- Not for Profit Purpose

The Corporation is not organized, and shall not be operated, for pecuniary gain or profit. No part of the property of the Corporation and no part of its net earnings shall inure to the benefit of or be distributable to any director, member, or other private individual. The Corporation shall never be authorized to engage in a regular business of a kind ordinarily carried on for profit or in any other activity except in furtherance of the purposes stated above for which the Corporation is organized.

Article 10- Dissolution

In the event of the dissolution of the Corporation, to the extent allowed under applicable law, after lawful debts and liabilities of the Corporation have been paid, all the assets of the Corporation shall be distributed to, or its assets shall be sold and the proceeds distributed to, another organization organized and operating for the same purposes for which the Corporation is organized and operating, exclusively for religious, charitable, scientific, literary, or educational purposes, which shall be selected by the Board of Directors of the Corporation, provided, however, that such recipient organization or organizations shall at that time qualify as exempt from taxation under

the provisions of Section 501(a) of the Code, as an organization described in Section 501(c)(3) of the Code, or the corresponding provisions of any subsequent law. In the event that upon the dissolution to the Corporation the Board of Directors of the Corporation shall fail to act in the manner herein provided within a reasonable time, a court of competent jurisdiction in the county in which the principal office of the Corporation is located shall make such distribution as herein provided upon the application of one or more persons having a real interest in the Corporation or its assets.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, I, the undersigned, as the incorporator of this Corporation, have executed these Articles of Incorporation this 14 day of August, 2007.



FRED G. SHELFER

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the Florida Statutes, the undersigned not-for-profit corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is: Goodwill Industries Big Bend Services, Inc.
2. The name and address of the registered agent and office is:
Fred G. Shelfer, 300 Mabry Street, Tallahassee, Florida 32304

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF BY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



FRED G. SHELFER
Date: 8/14, 2007

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 AUG 24 AM 11:27