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FLORIDA PROFIT/NON PROFIT CORPORATION

South Brevard Society for Human Resource Management

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**ARTICLES OF INCORPORATION
OF
SOUTH BREVARD SOCIETY FOR HUMAN RESOURCE MANAGEMENT, INC.**

The undersigned hereby associate themselves to form a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, do hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: SOUTH BREVARD SOCIETY FOR HUMAN RESOURCE MANAGEMENT, INC.

ARTICLE II - PURPOSES

The purposes for which the corporation is organized are:

In general, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the corporation. Specifically, the corporation shall be organized to unite individuals and entities engaged in the human resource management within the State of Florida to promote and protect the mutual interests of the corporation's members and the industry at large, to provide a forum for sharing of solutions and educational materials gained by its members to promote sound principals of human resource management, foster professional growth and in general to promote the image and exposure of the human resources profession.

The purposes for which this corporation is organized shall be limited to those which promote the business interests of the human resource professionals. In no event shall this corporation engage in any activity which would be contrary to the purposes and activities

(H07000243786 3)

permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986.

The corporation shall not be operated for the primary purpose of carrying on or operating a business of a kind regularly carried on for profit.

No compensation or benefit shall be paid to any member, officer, director, trustee, creator or organizer of the corporation except as a reasonable allowance for services actually rendered to or for the corporation.

The corporation is organized to serve the interests of the human resource management profession in the State of Florida. Accordingly, it shall not be operated for the benefit of private interests.

ARTICLE III - POWERS

The corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the corporation is organized. In no event, however, shall the corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of any private individual.

(H07000243786 3)

ARTICLE IV - MEMBERS

Voting members of the corporation shall consist of individuals admitted to the membership in the Corporation.

To become a voting member of the corporation, an individual shall be selected in accordance with the provisions of the Bylaws of the Corporation.

ARTICLE V - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI - OFFICERS AND DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors consisting of not less than three (3) persons. The number of directors shall be fixed in the By-Laws of this corporation. Annual elections will be held in October of each year on such date as selected by the Board of Directors. Election shall be by a majority vote of the members of this corporation at the October meeting.

The officers of the corporation shall consist of a President, Vice President of Membership, Vice President of Marketing, Vice President Programs, Vice President of Professional Development/Certification, Secretary and Treasurer. Each officer shall serve for a term of one (1) year, beginning the 1st day of the new calendar year. Officers may be re-elected to serve subsequent terms. In the event of a vacancy on the Board of Directors or in any office for any reason, the Board of Directors shall fill such vacancy for the unexpired term.

(H07000243786 3)

ARTICLE VII - NAMES OF OFFICERS

The names of the officers who are to serve until the first election under the Articles of Incorporation are as follows:

<u>Name</u>	<u>Office</u>
Karen Sack	President
Steve Downes	Vice President of Membership
Jacqueline Cobb	Vice President of Programs
Rochelle Schwindt	Vice President of Marketing
Sue Holland	Vice President of Professional Development/Certification
Diane Cardinale	Secretary
Shelley Fick	Treasurer

ARTICLE VIII - FIRST BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be eighteen (18), and the names and addresses of the persons who are to serve as directors until the first election under these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Karen Sack	637 Jubilee Street, Melbourne, FL 32940
Joyce Suttles	447 Timberlake Drive, Melbourne, FL 32940
Diane Cardinale	1884 Winding Ridge Circle SE, Palm Bay, FL 32909
Shelley Fick	3521 Home Town Lane, St. Cloud, FL 34769
Steve Downes	8500 Ridgewood Ave., Unit 103, Cape Canaveral, FL 32920
Jacqueline Cobb	600 A John Rodes Blvd., Melbourne, FL 32934

(H07000243786 3)

Rochelle Schwindt	1347 Centennial Way, Rockledge, FL 32955
Sue Holland	1070 Big Horn Circle NW, Palm Bay, FL 32907
Donna Anderson	101 E. Florida Ave., Melbourne, FL 32901
Sue Stehman	2483 Nobility Avenue, Melbourne, FL 32934
Debbie Yanotti	1568 Auburn Lakes Drive, Viera, FL 32955
Andrew Hament	3073 Rio Plumosa South, Indialantic, FL 32903
Brenda Lawrence	1809 Brookside St., Palm Bay, FL 32907
Priscilla Boyle	843 Cooper's Hawk Ct., Viera, FL 32955
Melissa Assman	642 Rangewood Dr., SE, Palm Bay, FL 32909
Jennifer Mindrup	513 Parkwood Court, Altamonte Springs, FL 32714
Catherine Mallozzi	1207 Pinetree Dr., Indian Harbour Beach, FL 32937
Paula Kyte	5081 Pointed Bill Court, Viera, FL 32955

ARTICLE IX - BY-LAWS

The By-Laws of the corporation shall be initially approved, and thereafter may be altered or rescinded, by a two-thirds (2/3rds) vote of the members in accordance with the By-Laws.

ARTICLE X - AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI - DISSOLUTION

Upon the liquidation or dissolution of the corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to, and only to, any one or more organizations qualified as exempt under Section 501(c)(6) or Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended, and the

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applicable rules and regulations thereunder. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of a private individual.

ARTICLE XII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

One Harbor Place
1901 S. Harbor City Blvd., Suite 501
Melbourne, Florida 32901

The name of the initial registered agent of this corporation shall be:

Andrew S. Hament

ARTICLE XIII - CORPORATION'S PRINCIPAL OFFICE
AND/OR MAILING ADDRESS

The principal office and/or mailing address of this corporation shall be:

One Harbor Place
1901 S. Harbor City Blvd., Suite 501
Melbourne, Florida 32901

ARTICLE XIV - INCORPORATOR

The following is the name and street address of the incorporator signing these Articles:

Andrew S. Hament
One Harbor Place
1901 S. Harbor City Blvd., Suite 501
Melbourne, Florida 32901

IN WITNESS WHEREOF, I have set my hand and seal this 26 day of Sept.,
2007.



Andrew S. Hament

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CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent in the Articles of Incorporation of South Brevard Society for Human Resource Management, Inc., I hereby accept and agree to act in this capacity.

Dated: Sept. 26, 2007



Andrew S. Flament

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