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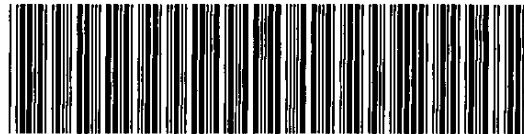
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TALLAHASSEE, FLORIDA

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10/24/07

BERG & WHEELER, P.A.

ATTORNEYS AT LAW
JEFFREY BUILDING
217 EAST ROBERTSON STREET
BRANDON, FLORIDA 33511

ELIZABETH S. WHEELER*
RICHARD F. WHEELER

WALTER H. BERG, JR.
(RETIRED)

*BOARD CERTIFIED IN APPELLATE PRACTICE

TELEPHONE
(813) 685-0050

FACSIMILE
(813) 685-0369

October 19, 2007

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

Re: Articles of Incorporation
American Society of Professional Estimators, Tampa Chapter No. 48, Inc.

Dear Sir or Madam:

Enclosed are the articles of incorporation for the above-referenced company. Also enclosed is this firm's check #14052 in the amount of \$78.25 to cover the filing fee, registered agent designation fee, and the fee for a certified copy.

Please return the certified copy at your earliest convenience. Please call should you have any questions.

Sincerely,



Michelle Hilger, Paralegal
to Richard F. Wheeler, Esquire

Enclosures

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
AMERICAN SOCIETY OF PROFESSIONAL ESTIMATORS,
TAMPA CHAPTER NO. 48, INC.**

The undersigned incorporator, in order to form a not for profit corporation under the Florida Not for Profit Corporation Act, Florida Statutes Chapter 617, hereby executes the following Articles of Incorporation:

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation shall be American Society of Professional Estimators, Tampa Chapter No. 48, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The street address of the initial principal office of the corporation shall be:

4950 West Kennedy Boulevard
Suite 600
Tampa, Florida 33609

The mailing address of the corporation shall be:

Post Office Box 16129
Tampa, Florida 33687-6129

**ARTICLE III
CORPORATE PURPOSES**

The purposes for which the corporation is organized shall be exclusively educational, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, or the corresponding section of any future federal tax code, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3)

exempt organizations. In furtherance of these educational purposes, the objects of the corporation shall be:

1. To further the recognition of construction estimating as a professional field of endeavor;
2. To promote education and contribute to the betterment of the construction industry;
3. To observe and promote ethical standards of conduct;
4. To contribute to the establishment and publication of standard construction estimating practices; and
5. To promote the certification program by which professionalism to construction estimating and adherence to these standards is recognized.

ARTICLE IV **MEMBERSHIP**

The corporation shall have a voting membership which consists of classes, as defined in the corporation's bylaws, for persons who are members of the American Society of Professional Estimators and who are actively employed in the construction industry or construction related services, except for Member Emeritus, who shall be retired.

ARTICLE V **MANAGEMENT OF CORPORATION**

The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose duties and responsibilities in governing the corporation shall be defined by statute and by the corporation's bylaws.

ARTICLE VI **MANNER OF ELECTION OF DIRECTORS**

The manner of election of directors shall be as stated in the corporation's bylaws.

ARTICLE VII
INITIAL DIRECTORS

The names and addresses of the individuals who will serve as the initial directors of the corporation are as follows:

Robert Nidzgorski
4950 West Kennedy Boulevard
Suite 600
Tampa, Florida 33609

Michael Benton
6519 Arbor Drive
New Port Richey, Florida 34655

Michael McAndrew
718 Southwest Boulevard
St. Petersburg, Florida 33703

Cliff Powell
938 Riverhills Drive
Tampa, Florida 33617

ARTICLE VIII
LIMITATIONS

At all times, the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, or the corresponding section of any future federal tax code, nor to any director or officer of the corporation, nor to any other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered to the corporation, and to make payments and distributions in furtherance of the purposes set forth in these articles of incorporation.

2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

3. Notwithstanding any other provision of these articles of incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, or the corresponding section of any future federal tax code, or (b), by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, or the corresponding section of any future federal tax code.

4. The corporation shall not lend any of its assets to any officer or director of this corporation, or guaranty to any person the payment of a loan by an officer or director of this corporation.

5. No member or director of the corporation shall have any right, title or interest in or to any property of the corporation.

6. At all times the corporation shall be subordinate and subject to the authority of the American Society of Professional Estimators, a non-profit educational Society organized under the laws of the state of California.

ARTICLE IX **DISSOLUTION**

Upon the dissolution of the corporation, assets shall be distributed by the board of directors, after paying or making provisions for the payment of all debts, obligations, or liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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 X **REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the corporation's initial registered office is:

4950 West Kennedy Boulevard
Suite 600
Tampa, Florida 33609

The name of the corporation's initial registered agent at that address is:

Robert Nidzgorski

ARTICLE XI
INCORPORATOR

The name and address of the incorporator are:

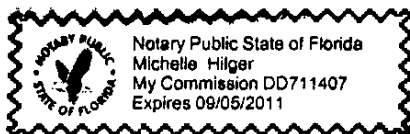
David Castelli
c/o D4COST Software
8602 North 40th Street
Tampa, Florida 33604

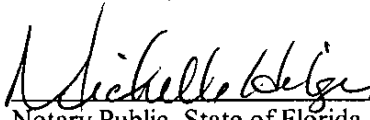
IN WITNESS WHEREOF, the undersigned Incorporator has executed these articles of incorporation on this 12th day of ~~September~~ October, 2007.


David Castelli

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 12th day of October, 2007, by David Castelli, who is personally known to me or who has presented FL Driver Lic. as identification.




Notary Public, State of Florida
Michelle Hilger
(Printed name of Notary)
My Commission Expires: 9/5/2011

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

THE UNDERSIGNED, Robert Nidzgorski, hereby agrees to serve as Registered Agent for American Society of Professional Estimators, Tampa Chapter No. 48, Inc., until further notice.


Registered Agent

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