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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Highlands Woodcarvers, Inc.**

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DIVISION OF CORPORATION

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**ARTICLES OF INCORPORATION  
OF  
HIGHLANDS WOODCARVERS, INC.  
(a Florida Not For Profit Corporation)**

2008 MAR 24 A 11:13

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned person, acting as incorporator of a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for such corporation not-for-profit pursuant to Chapter 617, Florida Statutes:

**SECTION ONE  
NAME AND ADDRESS**

The name of the corporation is HIGHLANDS WOODCARVERS, INC.; the corporate address is 1454 Whisper Circle, Sebring, Florida 33870, and the mailing address is P.O. Box 7503, Sebring, Florida 33872.

**SECTION TWO  
SPECIFIC AND GENERAL PURPOSES  
CORPORATE POWERS**

- (1) The corporation is a not for profit corporation.
- (2) The specific and primary purpose for which the corporation is organized is to encourage the study, the instruction and the appreciation of the art of woodcarving and woodburning.
- (3) The general purpose for which this corporation is formed is to operate for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt under that Code, and to perform all other acts allowed by law.
- (4) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.
- (5) The Corporation shall possess all powers granted corporations not-for-profit under the laws of the State of Florida and shall be subject to all restrictions imposed upon such corporations and in addition thereto the following restrictions shall pertain:
  - (a) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make expenditures in furtherance of the purposes set forth in Section 2 hereof.

(b) Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law or by a corporation organized under Florida Statute Chapter 617.

### **SECTION THREE DURATION**

The corporation shall have perpetual duration.

### **SECTION FOUR MEMBERSHIP**

The corporation shall have a membership distinct from the Board of Directors. Membership shall be open to all persons who are interested in furthering the charitable purposes of this corporation as set forth in Section Two. Membership status shall be determined by the Board of Directors in the adoption of Bylaws and Amendments thereto from time to time, and may embrace the qualifications for active, honorary, sustaining and lifetime membership, and establish membership fees therefor.

### **SECTION FIVE REGISTERED OFFICE; REGISTERED AGENT**

The street address of the initial registered office of the corporation is 2803 Las Vegas Boulevard, Sebring, Florida 33870. The name of the registered agent at such address is Jerry Bowdish.

### **SECTION SIX BOARD OF DIRECTORS**

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The number of directors of the corporation shall be four; provided, however, that such number may be changed by a Bylaw duly adopted pursuant to the Bylaws of this corporation.

The directors named in this certificate of incorporation as the first Board of Directors shall hold office until the first meeting of members, to be held on Saturday, March 22, 2008, at 9:00 a.m., at the Highlands Art League Center, 351 West Center Avenue, Sebring, Florida 33870, at which time an election of directors shall be held in accordance with the Bylaws of this corporation.

Annual meetings shall be held at the Highlands Art League Center, 351 West Center Avenue, Sebring, Florida 33870 on the 2nd Saturday of May of each year, beginning in 2008, at the principal office of the corporation, or such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all the members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall describe the action taken, contain the signature of each director or directors, be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation of this corporation authorize the Board of Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of the persons who are to serve as the initial Directors are as follows:

<u>Name</u>	<u>Address</u>
Aaron H. Perkins	1454 Whisper Circle, Sebring, Florida, 33870
Robert Seybolt	1844 Sandra Blvd., Sebring, Florida, 33870
Chuck Thomas	487 E. Trevino Circle, Avon Park, FL 33825
Jerry Bowdish	2803 Las Vegas Blvd., Sebring, FL 33870

#### **SECTION SEVEN INITIAL OFFICERS**

The Board of Directors shall elect the following officers: President, Vice-President, Secretary, Treasurer, and such other officers as the Bylaws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

<u>Officer</u>	<u>Name and Address</u>
President	Aaron H. Perkins 1454 Whisper Circle Sebring, Florida 33870
Vice President	Robert Seybolt 1844 Sandra Blvd. Sebring, Florida 33870
Secretary	Chuck Thomas 487 E. Trevino Circle Avon Park, Florida 33825

Treasurer

Jerry Bowdish  
2803 Las Vegas Blvd.  
Sebring, Florida 33870

#### **SECTION EIGHT MANNER OF ELECTION OF OFFICERS AND DIRECTORS**

The manner in which the Officers and Directors are elected shall be as follows:

A nominating committee shall consist of three (3) members. The nominating chairman shall be appointed by the President. The remaining two members shall be elected by the membership at the March meeting, and be voted on at the April meeting. Nominations will be open from the floor. The new officers will be installed at the May meeting.

#### **SECTION NINE INCORPORATOR**

The name and street address of the Incorporator of these Articles of Incorporation is Aaron H. Perkins, 1454 Whisper Circle, Sebring, Florida 33870.

#### **SECTION TEN ADOPTION AND MODIFICATION OF BYLAWS**

The Bylaws of the Corporation shall be as adopted by the first Board of Directors. Subject to the limitations contained in the Bylaws and any limitations set forth in the laws of the State of Florida, the Bylaws of this corporation may be altered, rescinded, added to, or new Bylaws may be adopted, either by resolution of the Board of Directors or by following the procedure set forth therefor in the Bylaws.

#### **SECTION ELEVEN DEDICATION OF PROPERTY**

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any Director, officer, or member of this corporation, or to the benefit of any private individual.

#### **SECTION TWELVE ACCEPTANCE OF GIFTS**

The Board of Directors may from time to time on behalf of the corporation accept gifts of money or securities upon such terms as they shall approve, and may hold such cash or securities in the name of the corporation or of such nominee or nominees as the Board of Directors may appoint, and may collect and receive the income of such gifts and devote the principal or income of such gifts to such benevolent or charitable purposes within the scope of the activities of the corporation as the Board of Directors may determine.

**SECTION THIRTEEN  
DISTRIBUTION ON DISSOLUTION**

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws, or shall be distributed to the federal government, or to a 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 in 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.

**SECTION FOURTEEN  
AMENDMENT**

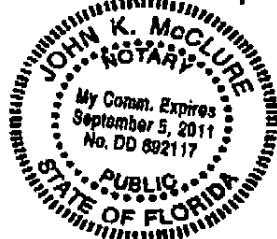
Amendments to these Articles of Incorporation may be proposed by a resolution adopted by majority vote of the Board of Directors and shall be subject to ratification and approval by two-thirds of the membership voting at any regular or special meeting in which a quorum is present, provided that written notice of such meeting containing the text of proposed amendments be furnished each member not less than ten days prior to such meeting.

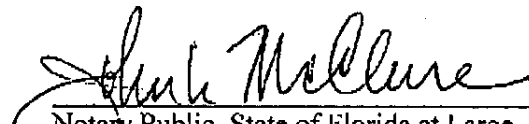
I, the undersigned, being the incorporator of this corporation, for the purpose of forming this not for profit charitable corporation under the laws of the State of Florida, have executed these Articles of Incorporation on March 20, 2008.

  
AARON H. PERKINS, President

STATE OF FLORIDA  
COUNTY OF HIGHLANDS

THE FOREGOING Articles of Incorporation were acknowledged before me this 20 day of March, 2008, by AARON H. PERKINS, ☐ who is personally known to me or ☐ who presented his FLORIDA DRIVER'S LICENSE as identification.



  
Notary Public, State of Florida at Large  
(Affix notarial seal)

**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED to accept service of process for the above stated nonprofit corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

DATED this 20 day of March, 2008.

  
AARON H. PERKINS

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