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FLORIDA PROFIT/NON PROFIT CORPORATION

MARION COUNTY SHERIFF'S OFFICE FOUNDATION, INC.

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**ARTICLES OF INCORPORATION
OF**

MARION COUNTY SHERIFF'S OFFICE FOUNDATION, INC.

FLORIDA NON-PROFIT CORPORATION

ARTICLE I

Corporate Name

The name of this corporation is **MARION COUNTY SHERIFF'S OFFICE FOUNDATION, INC.**, hereinafter referred to as the "Foundation." The Foundation's principal office located at 692 NW 30th Avenue, Ocala, Florida 34475 and mailing address is Post Office Box 1987, Ocala, Florida 34478.

ARTICLE II

Purposes

The Foundation was formed to serve as a non-profit support organization for the Marion County Sheriff's Office. All funds generated by this Foundation shall be used exclusively to support the mission of the Marion County Sheriff's Office only. Authorized use of funds shall include, but are not limited to fuel, supplies, clothing or any items of maintenance or support, technology or equipment for use by Marion County Sheriff's Office employees or volunteers, K-9 programs or other outreach programs such as Harmony in the Streets.

ARTICLE III

Organization

This Foundation is organized exclusively for charitable purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Foundation shall operate as a corporation not for profit under Chapter 617, Florida Statutes, and as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as may be amended from time to time. Accordingly, no part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay

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reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II above and this Article III. No substantial part of the activities of the Foundation shall be the carrying on or propaganda, or otherwise attempting to influence legislation, and the Foundation 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. Notwithstanding any other provision of these articles, the Foundation shall not carry on or 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, 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, or the corresponding section of any future federal tax code.

ARTICLE IV**Membership**

All volunteers of the Marion County Sheriff's Office, who are officially registered and active volunteers pursuant to the guidelines of the Marion County Sheriff's Office, shall be members of the Foundation.

ARTICLE V**Duration**

The term of existence of the corporation is perpetual unless sooner dissolved as provided by law.

ARTICLE VI**Directors, Officers and Executive Committee**

(A) Board of Directors. The affairs of the Foundation shall be managed by a Board of Directors of not less than ten (10) directors. Their number, qualifications, terms of office and manner of selection shall be fixed by the By-Laws of the Foundation duly adopted by the members; provided, however, one board member shall be a full time employee of the Marion County Sheriff's Office and shall be nominated by the Marion County Sheriff's Office to serve as an ex officio, non-voting member. Moreover, an individual is not required to be a member in order to serve on the Foundation's Board of Directors.

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(B) Officers. The Officers of the Foundation shall be the President, President-elect, Secretary and Treasurer; however, the By-laws may provide that the offices of the Secretary and/or Treasurer may be held by the same person. The officers shall be elected annually by the Board of Directors; shall serve for not more than one (1) year; and shall have served on the Board at least one (1) year prior to taking office. After election of the initial Board, the Board of Directors shall be elected to one (1) three-year term unless waived by a majority of the members. The terms of office for the initial Board shall be designated by the Members as being one (1), two (2), or three (3) years in duration.

(C) Executive Committee. There shall be an Executive Committee consisting of the Officers; the immediate Past President; and the chairs of the Standing Committee as designated by the Board of Directors. The Executive Committee shall supervise the affairs of the Foundation, including the power to authorize expenditures of the Foundation funds.

ARTICLE VII

Name and Residence Addresses of the Subscribers and Incorporators.

The names and residence addresses of the subscribers and incorporators of this charter are:

Charlie Spivack	Joseph R. Dean	Judy Estes
9817 SE 125 th Lane	7510 SE 172 Fieldcrest St.	P.O. Box 68
Summerfield, FL 34491	Villages, FL 32162	Orange Springs, FL 32182

ARTICLE VIII

Initial Officers

The names of the officers who are to manage the affairs of this Foundation until the first annual meeting of the Foundation are:

Charlie Spivack	Joseph R. Dean	Judy Estes
9817 SE 125 th Lane	7510 SE 172 Fieldcrest St.	P.O. Box 68
Summerfield, FL 34491	Villages, FL 32162	Orange Springs, FL 32182

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ARTICLE IX

Initial Registered Agent and Office

A. The street address of the initial registered office of the Foundation is: c/o Michael E. Dean, Esq., Dean & Dean, LLP, 230 NE 25th Avenue, Suite 100, Ocala, Florida 34470.

B. The name of the initial registered agent of the Foundation at the Foundation's initial registered office is: Michael E. Dean, Esq.

ARTICLE X

By Laws

The Foundation shall have the By Laws consistent with these Articles of Incorporation. The By Laws of the Foundation are to be made, amended or rescinded by the Board of Directors as set forth in the By Laws.

ARTICLE XI

Amendment to Articles of Incorporation

Amendments to the Articles of Incorporation of the Foundation may be adopted at any regular or special meeting of the board of Directors as follows:

A. Special Meeting. Each Director shall be given at least two (2) days written notice of the date, time and place of the special meeting and that one of the purposes of the meeting is to consider amendments.

B. Regular Meeting. Each Director must be given at least two (2) days written notice that an item of business at the meeting is to consider amendments; or, in the alternative, an announcement shall be made at the regular meeting immediately prior to the regular meeting that one of the items of business at the next regular meeting is to consider amendments and such announcement shall be noted in the minutes of the meeting.

C. These Articles of Incorporation may be amended by a two-thirds (2/3) vote of Directors present.

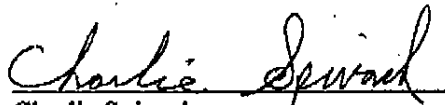
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ARTICLE XII**Dissolution**

Upon the dissolution of the Foundation, all of the remaining assets of this Foundation shall be distributed to the Marion County Sheriff's Office for law enforcement purposes related to the Marion County Sheriff's Office, and if the Marion County Sheriff's Office is not then in existence, then for such one or more exempt purposes within the meaning of Section 501(c)(3) of the code, or corresponding section of any future federal tax laws, or shall be distributed to federal, state or local governments for public purposes. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in which the principal office of the Foundation is then located, exclusively for such purposes.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this the 3rd day of April, 2008.


Charlie Spivack

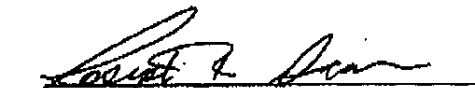
STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me on the 3rd day of April, 2008 by Charlie Spivack, who is personally known to me or has produced FL. DRIVERS LICENSE as identification.



Mary L. Rountree
Commission # DD410104
Expires April 20, 2009
Bonded Troy Felt - Insurance, Inc. 800-385-7019


NOTARY PUBLIC


Joseph R. Dean

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me on the 3rd day of April, 2008 by Joseph R. Dean, who is personally known to me or has produced FL. DRIVERS LICENSE as identification.

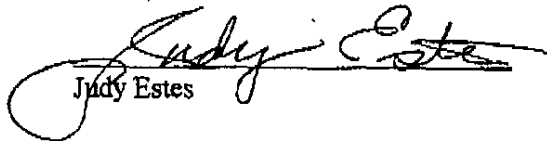


Mary L. Rountree
Commission # DD410104
Expires April 20, 2009
Bonded Troy Felt - Insurance, Inc. 800-385-7019


NOTARY PUBLIC

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STATE OF FLORIDA
COUNTY OF MARION


Judy Estes

The foregoing instrument was acknowledged before me on the 3rd day of April, 2008 by Judy Estes, who is personally known to me or has produced FL DRIVERS LICENSE as identification.




Mary L. Rountree
Commission # DD410104
Expires April 20, 2009
Bonded Troy Paine - Insurance, Inc. 800-685-7010


NOTARY PUBLIC

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Having been designated as the Registered Agent for MARION COUNTY SHERIFF'S OFFICE FOUNDATION, INC., I hereby accept the designation and agree to act as the Registered Agent of said corporation.

DATED this 3rd day of April, 2008.


Michael E. Dean, Esq.

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