

W08000004016

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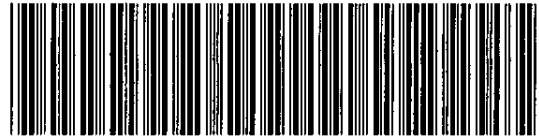
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08 APR 24, PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

W08-18942

Apr 11/21/08

COVER LETTER

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

SUBJECT: SMPs- TREASURE COAST OF FLORIDA CHAPTER, 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: CHRISTOPHER MORHARDT
Name (Printed or typed)

1100 ST LUCIE WEST BLVD, SUITE 202
Address

PORT ST LUCIE, FL 34986
City, State & Zip

772-871-7778
Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 14, 2008

CHRISTOPHER MORHARDT
1100 ST LUCIE WEST BLVD, SUITE 202
PORT ST LUCIE, FL 34986

SUBJECT: THE SOCIETY FOR MARKETING PROFESSIONAL SERVICES
TREASURE COAST OF FLORIDA CHAPTER
Ref. Number: W08000018942

We have received your document for THE SOCIETY FOR MARKETING PROFESSIONAL SERVICES TREASURE COAST OF FLORIDA CHAPTER and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

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) 245-6931.

Becky McKnight
Regulatory Specialist II
New Filing Section

Letter Number: 908A00022004

ARTICLES OF INCORPORATION
OF
THE SOCIETY FOR MARKETING PROFESSIONAL SERVICES TREASURE COAST
OF FLORIDA CHAPTER, INC.

APPROVED
AND
FILED
08 APR 24 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation hereby presents these Articles for the formation of a not-for-profit corporation under Chapter 617 of the Florida Statutes.

ARTICLE I - NAME OF CORPORATION

The name of the corporation is The Society for Marketing Professional Services Treasure Coast of Florida Chapter, Inc.

ARTICLE II – PRINCIPAL OFFICE

The initial street address of the Principal Office of this Corporation in the State of Florida will be 1100 St. Lucie West Blvd. Port St Lucie, FL 34981. The Board of Directors shall have the power to establish branch offices, and to move the principal office to any other address in Florida.

ARTICLE III- PURPOSE

This corporation is organized and shall be administered and operated exclusively to receive, administer and expend funds to promote the common business interests of, and improve business conditions among, individuals and businesses engaged in marketing professional services to the built environment; and to engage in any and all lawful activities incidental to the foregoing purposes of this corporation.

In order to accomplish the foregoing purposes, and for no other purpose or purposes, this

corporation shall have all the powers granted to it by laws of this State; provided, however that corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not furtherance of the primary purpose of this corporation.

ARTICLE IV –ELECTION OR APPOINTMENT OF DIRECTORS

The number of Directors constituting the initial Board of Directors is 4, but the number of Directors may be increased or decreased in the manner set forth in the By-Laws, provided that the number shall not be less than three. The names and addresses, including street and number, of the persons who are to serve as the initial Directors are:

Chris Morhardt (President)
1100 St. Lucie West Blvd.
Port St Lucie, FL 34981
Tel. 772-871-7778
cmorhardt@landdesignsouth.com

Kristina Berryman (Vice-President)
615 SW Biltmore Street
Port St Lucie, FL 34983
Tel. 772-408-1050
kristinas@nef.cc

David Povio (Treasurer)
1479 SW Bougainvillea Avenue
Port St Lucie, FL 34953
Tel. 772-879-9978
dpovio@jmwa.net

Kim Albritton (Secretary)
2560 RCA Boulevard, Suite 105
Palm Beach Gardens, FL 33410
Tel. 561-627-5200
kalbritton@lglobalmind.com

ARTICLE V - DIRECTORS AND OFFICERS

A. The management of the affairs of the Corporation shall be vested in a Board of Directors, as defined in the Corporation's bylaws.

B. The Corporation shall indemnify the Directors and officers of the Corporation to the fullest extent permitted by law. The Directors of the Corporation shall incur no personal liability to the Corporation or its members for monetary damages for any breach of fiduciary duty as a Director; provided, however, that the Directors of the Corporation shall continue to be subject to liability (i) for any breach of their duty of loyalty to the Corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the Directors derived an improper benefit.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The name and street address of the Registered Agent of this Corporation is Chris Morhardt, 1100 St. Lucie West Blvd. Port St Lucie, FL 34981.

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator is: Chris Morhardt, 1100 St. Lucie West Blvd. Port St Lucie, FL 34981.

ARTICLE VIII - COMMENCEMENT AND TERM OF EXISTENCE

A. The Corporation is to exist perpetually commencing on the date of the execution of these Articles of Incorporation, providing that corporate existence may begin up to five (5) days before the filing with the Secretary of State for the State of Florida.

B. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively for the common business interests of its members or to organizations which are exempt from Federal income tax under § 501(c)(6) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE IX - BY-LAWS

The Directors of the Corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of the Corporation, which shall be prescribed by such By-Laws. The By-Laws may require a vote or action by more than a majority of Directors.

ARTICLE X - MEMBERS

The corporation shall have members as set forth in the By-Laws.

ARTICLE XI

No part of the net income of the corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and object set forth in Article III.

ARTICLE XII

Notwithstanding any other provisions of these Articles, the corporation shall not primarily conduct or carry on activities not permitted to be conducted or carried on by an organization exempt under § 501(c)(6) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XIII

The corporation reserves the right to amend, change or repeal any provision contained in these Articles of Incorporation, including its name, or to merge or to consolidate this corporation with any other nonprofit corporation in the manner now or hereafter prescribed by law, provided, however that any such action shall be undertaken exclusively to carry out the objects and purposes for which the corporation is formed, and all rights herein conferred or granted shall be subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12th day of March, 2008.

Chris Morhardt

Sworn to and Subscribed before me this 12th day of March, 2008.

Mary E. Caldwell

Notary Public

My Commission Expires



CERTIFICATE DESIGNATING REGISTERED OFFICE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091 and Chapter 607.034, Florida Statutes, the following is submitted in compliance with said Act:

That Society for Marketing Professional Services Treasure Coast Chapter desiring to

organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at 1100 St. Lucie West Blvd., Port St. Lucie, Florida 34986 has named Chris Morhardt of 1100 St. Lucie West Blvd. Port St Lucie, FL 34981 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

By: 
CHRIS MORHARDT

Date: 3/12/08

APPROVED
AND
FILED
08 APR 24 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA