

N080000006218

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

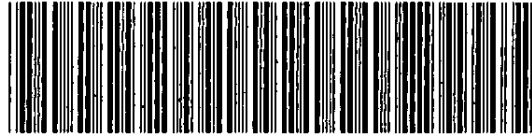
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600131640606

06/30/08--01027--026 **87.50

APPROVED
AND
FILED

08 JUN 30 AM 11:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McKnight JUL 01 2008

J. ROSS MACBETH
ATTORNEY AND COUNSELOR AT LAW
LAKEVIEW PROFESSIONAL BUILDING
2543 U.S. HIGHWAY 27 SOUTH
SEBRING, FL 33870-2125

TELEPHONE (863) 385-7600

FACSIMILE (863) 385-7911

June 26, 2008

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


RE: ARTICLES OF INCORPORATION OF
THE GRETCHEN SHANKS FRAM MEMORIAL FOUNDATION, INC.,
A FLORIDA NONPROFIT CORPORATION

Dear Sir or Madam:

With this letter I am sending to you an original and one copy of the Articles of Incorporation and my check for \$87.50, representing payment of the filing fee, one certified copy of the Articles of Incorporation, and a Certificate of Status.

A self-addressed, stamped envelope is enclosed for your convenience in returning the certified copy of the Articles of Incorporation and Certificate of Status to me.

Sincerely yours,



J. Ross Macbeth

/mh
Enclosures

**ARTICLES OF INCORPORATION
OF
THE GRETCHEN SHANKS FRAM MEMORIAL FOUNDATION, INC.**

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION: The name of the corporation shall be THE GRETCHEN SHANKS FRAM MEMORIAL FOUNDATION, INC.

ARTICLE II

DURATION: The duration of the corporation is perpetual.

ARTICLE III

PRINCIPAL OFFICE: The principal place of business and mailing address of the corporation shall be 2543 U. S. 27 South, Sebring, Florida 33870.

ARTICLE IV

CORPORATE PURPOSE:

A. The corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. The purpose for which this corporation is formed is to receive and hold money and other tangible and intangible personal property and real property, and to invest and reinvest and use and to dispose of that property for the charitable purpose of providing matching funds to Highlands County, a political subdivision of the State of Florida, and to The Humane Society of Highlands County, Florida, Inc., a Florida nonprofit corporation, so long as The Humane Society of Highlands County, Florida, Inc., a Florida nonprofit corporation, is an organization that qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, to be used to pay nonadministrative costs of the companion pet cat and dog neutering programs in Highlands County, Florida, operated by Highlands County, a political subdivision of the State of Florida, under the direction of its Board of County Commissioners, and by The Humane Society of Highlands County, Florida, Inc., a Florida nonprofit corporation, under the direction of its Board of Directors.

08 JUN 30 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

B. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purpose, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies.

ARTICLE V

SECTION 501(c)(3) LIMITATIONS:

A. NO PRIVATE INUREMENT: No part of the net earnings of the corporation 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 reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article hereof.

B. LOBBYING AND POLITICAL CAMPAIGNS: No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

C. PROHIBITED ACTIVITIES: Notwithstanding any other provision of these Articles, 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, 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.

D. DISSOLUTION: Upon winding up or dissolution of the corporation, the assets of the corporation remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to Highlands County, a political subdivision of the State of Florida, to be held in perpetuity as a separate fund named for and held in trust in memory of Gretchen Shanks Fram which shall be used exclusively for the continuation of the companion pet cat and dog neutering program in Highlands County, Florida, operated by Highlands County, a political subdivision of the State of Florida, under the direction of its Board of County Commissioners. If the Board of County Commissioners is unwilling to accept and hold the distributed assets for that purpose, the assets of the corporation shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located to an organization recognized as exempt under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 to be held in perpetuity as a separate fund named for and held in trust in memory of Gretchen Shanks Fram which shall be used exclusively for providing for neutering of companion pet cats and dogs in Highlands County, Florida.

ARTICLE VI

MEMBERSHIP: The Corporation shall not have members.

ARTICLE VII

MANNER OF APPOINTMENT AND TERMS OF DIRECTORS: The corporation shall have three Directors. One of those Directors shall be appointed by majority vote of the Board of County Commissioners of Highlands County, a political subdivision of the State of Florida, for an initial term ending on December 31, 2009, and thereafter for a term of two years, ending on December 31 of an odd numbered calendar year. One of those Directors shall be appointed by majority vote of the Board of Directors of The Humane Society of Highlands County, Florida, Inc a Florida nonprofit corporation, for an initial term ending on December 31, 2008, and thereafter for a term of two years, ending on December 31 of an even numbered calendar year. One of the Directors shall be appointed by the Board of County Commissioners of Highlands County, a political subdivision of the State of Florida, to serve in odd numbered calendar years and appointed by the Board of Directors of The Humane Society of Highlands County, Florida, Inc., a Florida nonprofit corporation, to serve in even numbered calendar years. Directors may, if appointed, serve additional terms, not to exceed four successive terms in office.

ARTICLE VIII

BYLAWS: The Bylaws of the corporation shall be made, amended, or repealed by majority vote of the Directors of the corporation present and voting at a meeting at which there is a quorum present and shall be effective upon being approved by majority vote of both the Board of County Commissioners of Highlands County, a political subdivision of the State of Florida, present and voting at a meeting at which a quorum of that Board is present and the Board of Directors of The Humane Society of Highlands County, Florida, Inc., a Florida nonprofit corporation, present and voting at a meeting at which a quorum of that Board is present.

ARTICLE IX

AMENDMENTS TO THESE ARTICLES: Amendments to these Articles shall be approved and adopted by a majority vote of the Directors of the corporation present and voting at a meeting at which there is a quorum present, subject to approval by majority vote of both the Board of County Commissioners of Highlands County, a political subdivision of the State of Florida, present and voting at a meeting at which a quorum of that Board is present, and the Board of Directors of The Humane Society of Highlands County, Florida, Inc., a Florida nonprofit corporation, present and voting at a meeting at which a quorum of that Board is present, and filing with the Secretary of State of the State of Florida in the manner provided by law.


ARTICLE X

INITIAL REGISTERED AGENT AND STREET ADDRESS: The name and Florida street address of the registered agent of the corporation are J. Ross Macbeth, 2543 U.S. 27 South, Sebring, Florida 33870.

ARTICLE XI

INCORPORATOR: The name and address of the incorporator are J. Ross Macbeth, 2543 U.S. 27 South, Sebring, Florida 33870.

These Articles of Incorporation are hereby executed by the incorporator on this 26th day of June, 2008.




J. Ross Macbeth

**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

I hereby accept my appointment as registered agent for THE GRETCHEN SHANKS FRAM MEMORIAL FOUNDATION, INC., a Florida nonprofit corporation.

Date: June 26, 2008



J. Ross Macbeth

APPROVED
AND
FILED
08 JUN 30 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA