

NO900006861

Kelly McGrath
(Requestor's Name)

9601 Miccosukee Rd, Lot 41
(Address)

(Address)

Tallahassee FL 32309

(City/State/Zip/Phone #)

850-422-1987

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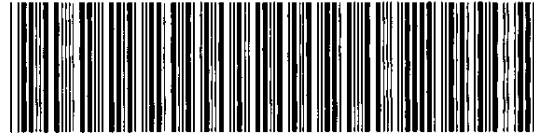
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09 JUL 16 AM 9:39
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TALLAHASSEE, FLORIDA

**Articles of Incorporation
of
Friends of the Canopy Roads, Inc.,
a Nonprofit Florida Corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purposes of forming a nonprofit corporation under the laws of the State of Florida, do hereby adopt the following articles of incorporation:

Article I - Name

The name of this corporation is Friends of the Canopy Roads, Inc., a Nonprofit Florida Corporation, hereinafter referred to as the "Corporation".

Article II - Principal Office

The initial principal office of the Corporation shall be located at 9601 Miccosukee Road, Lot 59, Tallahassee, Florida 32309.

Article III - Purpose

The Friends of the Canopy Roads exists to enhance the living heritage of our canopy trees through protection, restoration, advocacy, enjoyment and community education. The purpose of the Corporation is to permanently protect and preserve the unique geological, biological, historical, and recreational resources of the canopy and the canopy roads of Leon County, Florida, thorough education and charitable outreach.

This corporation is organized exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, 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 corresponding section of any future federal tax code. More particularly, to conduct programs and activities, sponsor research, sponsor promotions, request and receive grants, gifts, contributions, dues and bequests of money, real and personal property; or acquire, receive, hold, invest and administer, in its own name, securities, funds, objects of value, or other property, real or personal; and make expenditures and distributions to or for the benefit of the canopy and the canopy roads of Leon County, Florida.

Article IV - Manner of Election

The manner in which the director are elected or appointed is in accordance with the Bylaws.

Article V - Initial Directors and/or Officers

Section 1. Number of Directors:

The business, affairs, activities and property of the Corporation shall be managed, directed, governed and controlled, and the powers of the Corporation shall be vested in and exercised by a

Board of Directors composed of at minimum three (3) or more Directors as may be specified in the Bylaws.

In accordance with the Bylaws, the Board of Directors shall nominate and elect qualified individuals to serve as officers of the Corporation and as its Board of Directors. The term of office of Directors, the manner of their designation and selection, their qualifications, meetings, voting and other rights and privileges shall be set forth in the Bylaws. The Initial Board of Directors is composed of three (3) members.

If the exact number of Directors is not stated, the minimum number shall be three (3) and the maximum number shall be fifteen (15) provided, however that the exact number of directors shall be prescribed from time to time in the By-Laws of the Corporation pursuant to the Florida Not for Profit Corporation Act as set forth in Chapter 617, Florida Statutes.

Section 2. Names and Addresses of the Initial Board of Directors are:

Georjean Machulis
9601 Miccosukee Road, Lot 59
Tallahassee, Florida 32309

Jennifer Gihring
809 North Bronough Street
Tallahassee, Florida 32303

Kelly McGrath
9601 Miccosukee Road, Lot 41
Tallahassee, Florida 32309

Article VI – Initial Registered Agent and Street Address

The street and mailing address of the initial registered agent of the Corporation is 9601 Miccosukee Road, Lot 41, Tallahassee, Florida 32309.

The name of the Corporation's initial registered agent at such address is Kelly McGrath.

Article VII - Corporate Nature

This is a nonprofit corporation, organized solely for charitable, educational and scientific purposes pursuant to the Florida Not for Profit Corporation Act as set forth in Chapter 617, Florida Statutes.

Article VIII - Terms of Existence

This corporation shall exist perpetually.

Article IX - Incorporator

The name and address of the Incorporator is as follows:

Kelly McGrath,
9601 Miccosukee Road, Lot 41
Tallahassee, Florida 32309

Article X - Members

The Corporation shall have no voting members, unless prescribed otherwise in the Bylaws of the Corporation adopted by the Board of Directors.

Article XI - Publicly Supported Tax-exempt Nonprofit Corporation

No part of the net earning 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 Article IV hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article XII - Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, assign all of the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax code engaged in activities substantially similar to those of the Corporation as the Board of Directors shall determine.

Article XIII - Amendment of Articles of Incorporation and Bylaws

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors as set forth in the Bylaws of this Corporation. Subject to the limitations contained in the Bylaws, and any limitations set forth in the Florida Not for Profit Corporation Act as set forth in Chapter 617, Florida Statutes, the Bylaws of this Corporation may be altered, rescinded, added to, or new Bylaws may be adopted according to the procedures as set forth in the Bylaws.

I, Kelly McGrath, the undersigned for the Friends of the Canopy Roads, Inc., a Florida Nonprofit Corporation, have executed these Articles of Incorporation this 1st day of July, 2009, and say:

That I am the initial Incorporator of this Corporation for the purpose of forming this nonprofit corporation under the laws of the State of Florida; that I have read the above and foregoing Articles of Incorporation, know the contents thereof and that the same is true to the best of my knowledge and belief, therefore adopt the foregoing Articles of Incorporation.

In addition, having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I, Kelly McGrath, am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Kelly McGrath
Kelly McGrath, Esq.
Registered Agent and Incorporator

7-15-09
Date

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TALLAHASSEE, FLORIDA