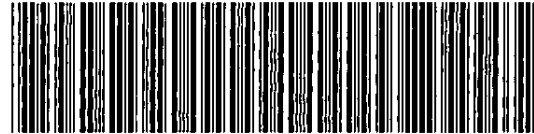


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8/18

COVER LETTER

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

SUBJECT: Grant - Valkaria Business Association
(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: Joseph Allen, Garbacik
Name (Printed or typed)

C/O P.O. Box 365
Address

Grant, Florida 32949
City, State & Zip

321-544-8148
Daytime Telephone number

DSFinancialGroup@MoneyGrantor.com
E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION
OF
Grant -Valkaria Business Association, Inc.**
(An Association of small and rural businesses in Grant – Valkaria, Florida area)
In Compliance with Chapter 617, F.S., (Not for Profit)

THE UNDERSIGNED natural person being the age of eighteen (18) years or more, acting as incorporator of a corporation under the Florida Nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
CORPORATE NAME**

1.1 The name of the corporation is **Grant-Valkaria Business Association,**
Inc.

**ARTICLE II
DURATION**

2.1 The period of duration of this corporation is perpetual.

**ARTICLE III
PURPOSES**

3.1 The corporation is organized exclusively for charitable and educational purposes, and not for profit, including:

- (a) The general nature of the activities of this corporation is the promotion, education and improvement of the common interests of commercial, industrial, agricultural and civic interests of small and rural businesses within the community of Grant – Valkaria, Florida
- (b) To plan, coordinate and oversee the retention and attraction of small and rural businesses and economic development within the Grant – Valkaria community;
- (c) To contract with other entities to provide economic development, housing development, job training and education opportunities to benefit the economically disadvantaged individuals and families in the community.
- (d) To coordinate with other private and public entities, including but not limited to profit-making businesses and government agencies, and to form partnerships and links in an effort to secure, maintain and improve the standard of living and quality of life for the economically disadvantaged

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TALLAHASSEE, FLORIDA

which includes those receiving public assistance or qualifying as being at risk in the community;

- (e) To promote the quality of participation of the economically disadvantaged in the economic and social life in the community;
- (f) To acquire, hold, lease, mortgage or transfer real and personal property; to borrow money and mortgage or place liens on the property of the corporation; to invest and reinvest funds in securities and property; and to otherwise exercise all of the financial powers permitted for a corporation not for profit in the State of Florida
- (g) To act and operate exclusively as a nonprofit corporation pursuant to the laws of the State of Florida and to act and operate as a charitable organization in lessening the burdens of government, providing relief of the poor, the hungry, the homeless, and distressed by educational training program(s), self-help program(s), providing financial support and providing food and clothing to the aforesaid.
- (h) To engage in any and all activities and pursuits, and to support or assist such other organizations, as may be reasonably related to the foregoing and following purposes.
- (i) To engage in any and all other lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c)(3) and 501(c)(6) of the Internal Revenue Code and are consistent with those powers described in the Florida Nonprofit Corporation and Corporation Association Act, as amended and supplemented.
- (j) To solicit and receive contributions, purchase, own and sell real and personal property, to make contracts, to invest corporate funds, to spend corporate funds for corporate purposes, and to engage in any activity "in furtherance of, incidental to, or connected with any of the other purposes."

3.2 The corporation shall have the power to conduct activities and engage in transactions incidental to the accomplishment of the above purposes, including the power to accept contributions, subject to the following limitations:

- (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 to the corporation and to make payments and distributions in furtherance of the purposes set forth above;
- (b) 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 except as authorized under the most current Internal Revenue Code;

- (c) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law); or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of said Internal Revenue Code.

3.3 If the corporation is ever classified by the Internal Revenue Service as a Private Foundation, the following provisions will prevail:

- a) The corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942.
- (b) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d).
- (c) The corporation shall not retain any excess business holdings as defined in Section 4943(c).
- (d) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944.
- (e) The corporation shall not make any taxable expenditures as defined in Section 4949(d).

3.4 Any references herein to "Section" refers to a section of the Internal Revenue Code of 1986, as amended, and to any corresponding subsequent federal tax laws.

ARTICLE IV MEMBERSHIP

4.1 The corporation shall have members whose qualifications and admission are set forth in the By-laws.

4.2 The names and addresses of the initial Voting Members are as follows:

Joseph Allen, Garbacik;	C/o P.O. Box 365, Grant, Florida 32949
Kim Ellis;	990 US Highways 1, Sebastian, Florida, 32958
Karl Bruno;	<u>5575 Shefflera Place, Grant, Florida 32949</u>
Keith Ryan;	<u>3860 US Hwy 1, Grant, Florida 32949</u>

Larry Parris;	<u>1530 Whichita Blvd., Palm Bay, Florida 32909</u>
John Chase	<u>5120 US Hwy 1, Grant, Florida 32949</u>
Mike Hoffman	<u>2940 Pomello Rd, Valkaria, Florida 32950</u>
Phyllis D. Smith; CPA	<u>1555 US Highways 1, Sebastian, Florida, 32958</u>
Theo Adkins	<u>7055 Valkaria Rd., Valkaria, Florida 32950</u>
Marcie Kenney Adkins	<u>7055 Valkaria Rd., Valkaria, Florida 32950</u>
Patty Earnest	<u>1167 Cable Lane, N.E., Palm Bay, Florida 32905</u>
Mark Pagliarulo	<u>3775 Ponderosa Road, Valkaria, Florida 32850</u>

ARTICLE V

SHARES

5.1 The corporation shall not issue any shares of stock.

ARTICLE VI

BY-LAWS

6.1 Provisions for the regulation of the internal affairs of the corporation are to be determined and set forth in the By-Laws. The original By-Laws shall be adopted by the Board of Directors of the corporation. Thereafter, By-Laws may be adopted, amended or repealed by the Board of Directors in accordance with the By-Laws

ARTICLE VII

DISSOLUTION

7.1 Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all the assets of the corporation in such manner to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3).

7.2 Any such assets not so disposed of by the Board of Directors shall be disposed of by the district court of 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.

ARTICLE VIII

DIRECTORS

8.1 The number of Directors of this corporation shall be three, or more than three, as fixed from time to time by the By-Laws of the corporation. The number of Directors constituting the initial Board of Directors is Five, and the names and addresses of the persons who are to serve as Directors until their successors are elected and shall qualify are:

Names and Addresses:

Keith Ryan	<u>3860 US Hwy 1, Grant, Florida 32949</u>
Larry Parris	<u>1530 Whichita Blvd., Palm Bay, Florida 32909</u>
John Chase	<u>5120 US Hwy 1, Grant, Florida 32949</u>
Mark Pagliarulo	<u>3775 Ponderosa Road, Valkaria, Florida 32850</u>
Joseph Allen, Garbacik	<u>P.O. Box 365 Grant Florida 32949</u>

8.2 In order to qualify, Directors need not be a resident of the State of Florida; however, a Director must be an Association Member in good standing in order to serve on the Board of Directors of this Corporation.

ARTICLE IX INCORPORATORS

9.1 The name(s) and address(es) of the incorporator(s) is:

Name(s) and Address(es)

<u>Joseph Allen, Garbacik</u>	<u>P.O. Box 365 Grant Florida 32949</u>
<u>Kim Ellis</u>	<u>990 US Highways 1, Sebastian, Florida, 32958</u>
<u>John Chase</u>	<u>5120 US Hwy 1, Grant, Florida 32949</u>
<u>Larry Parris</u>	<u>1530 Whichita Blvd., Palm Bay, Florida 32909</u>
<u>Keith Ryan</u>	<u>3860 US Hwy 1, Grant, Florida 32949</u>

ARTICLE X PRINCIPAL PLACE OF BUSINESS

10.1 The initial principal place of business of this corporation is 4234 US Highway 1, Grant, Florida 32949.

The business of this corporation may be conducted in all counties of the State of Florida and in all states of the United States, and in all territories thereof, and in all foreign countries as the Board of Directors shall determine.

ARTICLE XI REGISTERED OFFICE AND AGENT

11.1 The name and address of the corporation's initial registered agent and registered office shall be:

<u>Joseph Allen, Garbacik; R.A.</u>	<u>4234 US Highway 1, Grant, Florida 32949.</u>
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Such office may be changed at any time by the Board of Directors without amendment of these Articles of Incorporation. Such agent hereby acknowledges and accepts appointment as Corporate Registered Agent.

ARTICLE XII Indemnification

Every Director, officer and employee of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees and costs, reasonably incurred by or imposed upon him/her in connection with any action or proceeding to which he/she may be made a part, or in which he/she may become involved by reason of his/her being or having been a Director, officer or employee at the time such expenses are incurred, except in such cases whether there was or is malfeasance or misfeasance or as otherwise limited by law in the performance or omission of such duties as give rise to the subject of such action or proceeding. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, officer or employee is or may be entitled.

IN WITNESS WHEREOF, we have executed these Articles of Incorporation in duplicate on 8/6, 2009, and say that we are the Incorporator(s) herein and have read the above and foregoing Articles of Incorporation and know the contents thereof.

INCORPORATOR(S):

Joseph Allen Garbacik
Signature: Joseph Allen, Garbacik

John Chase
Signature: John Chase

Keith Ryan
Signature: Keith Ryan

Kim Ellis
Signature: Kim Ellis

Larry Parris
Signature: Larry Parris

REGISTERED AGENT:

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

R. A. Signature
R. A. Signature

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)

COUNTY OF BREVARD)§

The foregoing instrument was acknowledged before me this 6th day of AUGUST, 2009, by Joseph Allen, Garbacik, Kim Ellis, John Chase, Larry Parris, Keith Ryan, as Incorporators.

Tracy E. Vines
Notary Public

Palm Bay, FL
Residing At

June 23-2011
My Commission Expires

FL DL G 612481680850
FL DL P 620534543320
FL DL C 200465601830
FL DL F 420510587630
FL DL R 500071424500

