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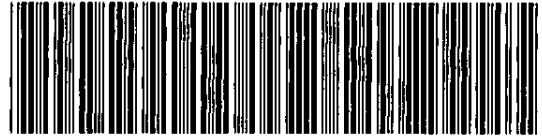
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 FEB -3 PM 2:29

Annette S. Jenkins
303 Crayford Place
Valrico, Florida 33594

Date: Jan 26, 2010

State of Florida
Department of State
Corporation Division
Tallahassee, FL 32301

RE: Bay City Elks Lodge #268

Ladies/Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced organization. Please return a certified copy to me as soon as possible.

We are enclosing our check in the amount of \$78.75 covering the fees relating to this filing.

Very truly yours,



Annette S. Jenkins

Enclosures

09 FEB -3 PM 2:29

**ARTICLES OF INCORPORATION
OF
BAY CITY ELKS LODGE #268, *Inc.***

We, the undersigned incorporators, hereby associate ourselves together and make, subscribe, acknowledge and file with the Secretary of State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name and Address

The name of this corporation shall be:

Bay City Elks Lodge #268, *INC.*

The address of this corporation shall be 2804 E. Columbus Drive Tampa, Florida, 33605 or such other address within the State of Florida as the Board of Directors may from time to time designate.

ARTICLE II

Purpose and Limitations

This corporation is formed to service the East Tampa Community Aiming to educate, empower, and unite individuals, families, churches, organizations and communities. Provide grassroots services to the citizens of our neighborhoods. In so doing, the committee will address the departments within the lodge: education, cancer research, civil liberties, junior and juvenile, community service, building fund, cultural, entertainment, recreation etc.

This corporation shall receive and maintain funds of real and/or personal property, and subject to the restriction and limitations hereinafter set forth, shall use the whole or any part of the income therefrom and the principal thereof exclusively for its charitable and educational purposes.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any member, trustee or officer of the corporation, or any private individual (except that reasonable compensation maybe paid for services rendered to or for the corporation affecting one or more of its purposes, or survivor in need who happen to be an officer or member), and no member, trustee or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170©(2) of such code and regulations issued thereunder.

In the event of dissolution or final liquidation of the corporation, the residual assets of the organization will be distributed to the Elks of the World Grand Lodge as per Sections 501 © (3) and 170 © (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, for an exclusive public purpose.

ARTICLE III

Power and Limitations

This corporation shall have and exercise all powers provided by the laws of the state of Florida pertaining to corporations not for profit including, but not limited to, Chapter 617 Florida Statutes, and future amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State of Florida, that are necessary or convenient to effect any and all of the charitable and educational purposes for which the corporation is organized, subject, however to the following:

- A. This corporation shall be operated exclusive for, and shall only have the power to perform, activities exclusively within the meaning, requirements and effect of Section 501 © (3) of the Internal Revenue Code of 1954, as amended heretofore or hereafter.
- B. This corporation shall not engage in any act of self-dealing as defined in section 4941 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
- C. This corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

- D. This corporation shall not retain any excess business holdings as defined in Section 4943 © of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
- E. This corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
- F. This corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
- G. This corporation shall not engage in any prohibited transaction as defined in Section 503 (b) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE IV

Members

The members of this corporation shall consist of those persons who comprise the first Board of Directors of this corporation and such other persons over eighteen (18) years of age of the Board of Directors of the corporation in accordance with the provisions of the By-Laws of the corporation.

ARTICLE V

Terms of Existence

The term for which this corporation is to exist shall be perpetual.

ARTICLE VI

Officers

- A. The affairs of this corporation shall be managed by officers and composed of the following:
 - (1) The Bay City Elks Lodge #268.

(2) No less than four (4) adult persons elected by majority vote of the members of the corporation at a duly called meeting as provided in the By-Laws.

- B. The officers shall be elected annually or term limited by a majority vote of the Board of Directors and shall be a president, a vice president, a secretary and a treasurer and such other officers as may be provided for in the By-Laws of the corporation. The same person may hold multiple offices. The duties of the respective officers and the manner of filling vacancies in the offices of the corporation shall be provided in the By-Laws.
- C. The manner of filling vacancies on the Board of Directors shall be provided in the By-Laws of the corporation. A quorum for the transaction of business shall be a majority of the board qualified and active, and the act of a majority of the board present at a meeting at which a quorum is present shall be the act of the board. Meetings of the board may be held within or without the State of Florida.
- D. Officers of this corporation may be removed, with or without cause, by the members at a meeting duly called in the manner set out in the By-Laws.

ARTICLE VII

The name and address of the officers of this corporation who, subject to these Articles, and the By-Laws of this corporation and the laws of the State of Florida, shall hold office the first year of the existence of this corporation or until an election is held by the committee of this corporation for the election of permanent officers or until their successors have been duly elected and qualified are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
<u>Elgin Franklin</u>	<u>President</u>	<u>6608 Orangewood Terrace Tpa, FI 33610</u>
<u>Michael King</u>	<u>Vice President</u>	<u>3610 24th Ave. Tampa, FI 33610</u>
<u>Isaac Anderson</u>	<u>Secretary</u>	<u>6415 W. Clifton St. Tampa, FI 33610</u>
<u>Johnnie Campbell</u>	<u>Treasurer</u>	<u>1613 E. 32nd Ave. Tampa, FI 33610</u>

ARTICLE VIII

Initial Registered Office and Registered Agent

The name of the corporation's initial registered agent at the following address is Annette Jenkins, 303 Crayford Place Valrico, Florida 33594 and the street address of the corporation's initial registered office is 303 Crayford Place Valrico, Florida 33594. The corporation shall keep the Department of State of the State of Florida informed of the current city, town, or village and street address of said registered office together with the name of the registered agent.

Article IX

The name of the Incorporator: Annette Jenkins
303 Crayford Place, Valrico, FL 33594

ARTICLE X

By-Laws

The By-Laws of this corporation may be made, altered, or rescinded from time to time in whole or in part by a majority vote of the trustees of this corporation present at any meeting of the Board of Directors at which a quorum is present and notice of the proposed action with respect to the By-Laws has been waived by a majority of the members of the Board of Directors or mailed by the secretary of this corporation to all of the members of the Board of Directors at least three (3) days before the meeting.

ARTICLE XI

Amendment of Article of Incorporation

The Board of Directors upon a majority vote of the Board may amend these Articles of Incorporation.

ARTICLE XII

Dedication Of Assets

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) and 170(e)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the Federal, State, or Local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.

ARTICLE XIII
Indemnification

This corporation shall indemnify an Officer or Director or any former Officer or Director, to the full extent permitted by law.

CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON WHO PROCESS MAY BE SERVED.

In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:

FIRST: That Bay City Elks Lodge #268 ^{Inc.} desiring to organize or qualify of the state of Florida, with its principal place of business at 303 Crayford Pl Valrico, Florida 33605 has named Annette S. Jenkins its agent to accept service of Florida.

SECOND: Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

1/26/10
Dated

Annette S. Jenkins
Annette S. Jenkins
Registered Agent/ Incorporator

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