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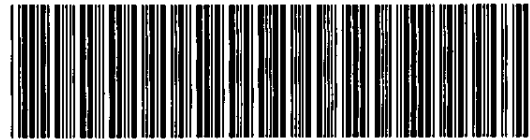
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TALLAHASSEE, FLORIDA

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J. Shivers MAR 06 2012  
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W12-8775  
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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 29, 2012

HOPPING GREEN & SAMS, P.A. ATTN: JASON E. MERRITT, ESQ  
119 S MONROE ST SUITE 300  
TALLAHASSEE, FL 32301

SUBJECT: FLORIDA COALITION FOR CAPITAL, INC.  
Ref. Number: W12000008775

We have received your document for FLORIDA COALITION FOR CAPITAL, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

You must list at least one incorporator with a complete business street address.

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) 245-6052.

Justin M Shivers  
Regulatory Specialist II  
New Filing Section

Letter Number: 612A00006736



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 14, 2012

HOPPING GREEN & SAMS, P.A. ATTN: JASON E. MERRITT, ESQ  
119 S MONROE ST SUITE 300  
TALLAHASSEE, FL 32301

SUBJECT: FLORIDA COALITION FOR CAPITAL, INC.  
Ref. Number: W12000008775

We have received your document for FLORIDA COALITION FOR CAPITAL, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

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) 245-6052.

Justin M Shivers  
Regulatory Specialist II  
New Filing Section

Letter Number: 612A00006736

**COVER LETTER**

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

**SUBJECT:** Florida Coalition for Capital, 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:** Hopping Green & Sams, P.A. Attn: Jason E. Merritt, Esq.  
Name (Printed or typed)

119 South Monroe Street, Suite 300  
Address

Tallahassee, FL 32301  
City, State & Zip

850-222-7500  
Daytime Telephone number

jasonm@hgslaw.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  
FLORIDA COALITION FOR CAPITAL, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned adopts the following Articles of Incorporation for the Corporation:

**Article I**

**Name**

The name of the Corporation is Florida Coalition for Capital, Inc.

**Article II**

**Principal Address**

The principal address of the Corporation is 215 South Monroe Street, Suite 300, Tallahassee, Florida 32301.

**Article III**

**Incorporator**

The name and address of the Incorporator of the Corporation is:

Jason E. Merritt  
119 South Monroe Street, Suite 300  
Tallahassee, Florida 32301

**Article IV**

**Duration**

The duration of this Corporation is perpetual unless dissolved according to law.

**Article V**

**Purpose**

(a) The Corporation will work to advance access to capital for small businesses in Florida. The Corporation will advocate policies which increase opportunities for emerging companies to create jobs and to expand and strengthen the state's economy. In

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particular, the Corporation will focus on increasing the availability of growth and expansion capital for promising business enterprises through public and private collaboration.

(b) This Corporation shall have and exercise all powers conferred on corporations not for profit under the laws of the State of Florida generally, and specifically as provided in the Florida Not for Profit Corporation Act, provided, however, that this Corporation has no power to engage in any activity that in itself is not in furtherance of its purposes as set forth in paragraph (a) of this Article V.

## **Article VI**

### **Qualifications and Admission of Members**

The authorized number, qualifications, and manner of admission of members of this Corporation, the different classes of membership, the property, voting, and other rights and privileges of members, the liability of members for dues and/or assessments and the method of collection, and the termination and transfer of membership shall be as set forth in the Bylaws of this Corporation.

## **Article VII**

### **Registered Office and Registered Agent**

The street address of the Corporation's registered office shall be 119 South Monroe Street, Suite 300, City of Tallahassee, County of Leon, Florida 32301, and the name of the Corporation's registered agent at that address shall be Hopping Green & Sams, P.A.

## **Article VIII**

### **Board of Directors**

Control of the affairs of the Corporation shall be vested in the Board of Directors consisting of not less than three (3) Directors, who shall be elected as is provided in the Bylaws of the Corporation. The initial Board of Directors shall be composed of three (3) Directors. The names and addresses of the first members of the Board of Directors who shall serve until their successors are duly elected and qualified are:

<b><u>Name</u></b>	<b><u>Address</u></b>
W. Anthony Toups III	909 Poydras Street, Suite 2230 New Orleans, LA 70112
Ben Dupuy	236 Third Street Baton Rouge, Louisiana 70801
Gingee M. Prince	270 E. Simpson Ave. Jackson, WY 83001

## **Article IX**

### **Basis Under Which Corporation Organized**

The Corporation is a Corporation Not for Profit as defined by the Florida Not for Profit Corporation Act, section 617.01401, Florida Statutes. As such, it is not organized for the pecuniary gain or profit of, and neither the net earnings nor any part thereof is distributable to, its members, Directors, Officers, or other private persons except as specifically permitted under the provisions of the Florida Not for Profit Corporation Act.

## **Article X**

### **Tax Exempt**

It is intended that the Corporation shall have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986 (the "Code") and an organization described in Section 501(c)(6) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. All references in these Articles to sections of the Internal Revenue Code or Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

## **Article XI**

### **Management of Corporate Affairs**

- (a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of not less than three (3) Directors. The number of Directors provided for in these Articles of Incorporation may be changed as is provided in the Corporation's Bylaws.
- (b) Election of Directors. The method of electing Directors shall be as set forth in the Bylaws.
- (c) Elective Officers. The Officers of this Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. Other offices and Officers may be established or appointed by the members of this Corporation at any regular Annual Meeting or any Special Meeting of members called for such a purpose. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing Officers shall be as set forth in the Bylaws.

## **Article XII**

### **Bylaws**

The Bylaws of this Corporation may be amended or repealed, in whole or in part, by the Directors in the manner provided in the Bylaws. Any amendments to the Bylaws shall be binding on all members of this Corporation.

## **Article XIII**

### **Amendment of Articles**

Amendments to these Articles of Incorporation may be proposed by a Resolution adopted by the Board of Directors.

## **Article XIV**

### **Distribution on Dissolution**

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 assets of the Corporation exclusively for the authorized purpose of the Corporation as the Board of Directors shall determine, and any of such assets not so distributed shall be distributed exclusively for such purpose by the Circuit Court of the county in which the principal office of the Corporation is located. None of such assets shall be diverted to any other purpose.

## **Article XV**

### **Nonstock Basis**

The Corporation is formed on a nonstock basis and shall not issue shares of stock.

## **Article XVI**

### **Indemnification**

The Corporation shall indemnify each Director and Officer, including former Directors and Officers to the fullest extent allowed by law.

IN WITNESS, the undersigned, as Incorporator has executed these Articles of Incorporation on the 24 day of February, 2012.

  
Jason E. Merritt



### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Florida Coalition for Capital, Inc., at the place designated in the Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties as registered agent for the above-named corporation and is familiar with and accepts the obligations of the position of registered agent.

Date: February 24, 2012

HOPPING GREEN & SAMS, P.A.  
a Florida professional association

By: 

Printed Name: Jason E. Merritt

As its: Authorized Agent

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TALLAHASSEE, FLORIDA

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