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(Requestor's Name)

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☐ PICK-UP

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☐ MAIL

(Business Entity Name)

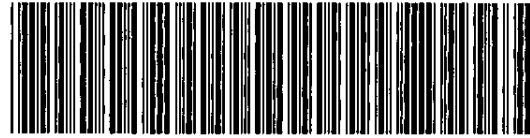
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TALLAHASSEE, FLORIDA

MD 6/18



# HARDEE LAW FIRM, PL

ATTORNEYS & COUNSELORS AT LAW

170 SOUTHWEST PINCKNEY ST.  
MADISON, FLORIDA 32340

TELEPHONE: 850.973.4007  
FACSIMILE: 850.973.8495

May 31, 2012

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

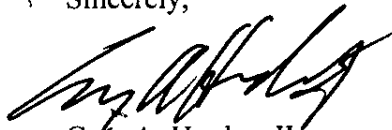
Re: MADISON COUNTY SHERIFF'S OFFICE K-9 UNIT FOUNDATION, INC.  
My File No.: 7688

Dear Madam or Sir:

Please find enclosed the original Articles of Incorporation which includes the Designation and Acceptance of the Registered Agent for the above nonprofit corporation. Also enclosed is my check in the amount of \$79.75 which represents the fee to file the documents and to have a certified copy returned to me.

I trust you will find everything to be in order. If you require anything additional, please do not hesitate to contact me.

Sincerely,



Cary A. Hardee, II

CAH/eh  
Enclosures





FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 7, 2012

HARDEE LAW FIRM, PL  
170 SOUTHWEST PINCKNEY STREET  
MADISON, FL 32340

SUBJECT: MADISON COUNTY SHERIFF'S OFFICE K-9 UNIT FOUNDATION,  
INC.  
Ref. Number: W12000031280

We have received your document for MADISON COUNTY SHERIFF'S OFFICE K-9 UNIT FOUNDATION, INC. and your check(s) totaling \$79.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

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.

Claretha Golden  
Regulatory Specialist II  
New Filing Section

Letter Number: 012A00016224



# HARDEE LAW FIRM, PL

ATTORNEYS & COUNSELORS AT LAW

POST OFFICE DRAWER 450  
MADISON, FLORIDA 32340

TELEPHONE: 850.973.4007  
FACSIMILE: 850.973.8495

June 12, 2012

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: **MADISON COUNTY SHERIFF'S K-9 UNIT FOUNDATION, INC.**  
My File No.: 7688  
Your Reference No.: W12000031280

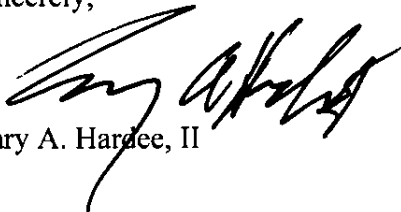
Dear Sir:

I am in receipt your letter of June 7, 2012, a copy of which I enclose. Pursuant to your instructions, enclosed please find the original corrected Articles of Incorporation as well as an extra copy.

Please file the original Articles and return a certified copy of the filing to me at the above address.

If you have any questions, please do not hesitate to contact me.

Sincerely,

  
Cary A. Hardee, II

CAH/eh  
Enclosures



**ARTICLES OF INCORPORATION**  
**OF**  
**MADISON COUNTY SHERIFF'S OFFICE**  
**K-9 UNIT FOUNDATION, INC.**

The undersigned hereby associate themselves to form a corporation not for profit for charitable and educational purposes under the provisions of Part I of Chapter 617 of the Florida Statutes, 1984, as the same currently exists or may be amended from time to time, and for these purposes they adopt the following Articles of Incorporation.

**ARTICLE I.**  
**NAME**

Section 1.1 Name

The name of the not for profit corporation is **MADISON COUNTY SHERIFF'S OFFICE K-9 UNIT FOUNDATION, INC.**

**ARTICLE II.**  
**PURPOSES, LIMITATIONS, AND DISSOLUTION SECTION**

Section 2.1 Purposes

**MADISON COUNTY SHERIFF'S OFFICE K-9 UNIT FOUNDATION, INC.** is organized for the purpose to be a support organization for the Madison County Sheriff's Office K-9 Unit.

Section 2.2 Limitations on Actions

No part of the net earnings of the **MADISON COUNTY SHERIFF'S OFFICE K-9 UNIT FOUNDATION, INC.** shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that **MADISON COUNTY SHERIFF'S OFFICE K-9 UNIT FOUNDATION, INC.** 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 Section 2.1 of this Article. **MADISON COUNTY SHERIFF'S OFFICE K-9 UNIT FOUNDATION, INC.** shall not engage in any of the activities prohibited by Section 617.0105, Florida Statutes, or the corresponding



provision of any future statute covering prohibited transactions by corporations not for profit. No substantial part of activities of **MADISON COUNTY SHERIFF'S OFFICE K-9 UNIT FOUNDATION, INC.** shall be used for attempting to influence of governmental actions, except as specifically authorized by the Board of Directors of **MADISON COUNTY SHERIFF'S OFFICE K-9 UNIT FOUNDATION, INC.** relative to governmental actions directly affecting the purposes or operations of **MADISON COUNTY SHERIFF'S OFFICE K-9 UNIT FOUNDATION, INC.** nor for participation or intervention in any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles of Incorporation, **MADISON COUNTY SHERIFF'S OFFICE K-9 UNIT FOUNDATION, INC.** shall not carry on any other activities not permitted: (a.) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States tax laws); or (b.) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States tax laws.) In addition:

- (1.) **MADISON COUNTY SHERIFF'S OFFICE K-9 UNIT FOUNDATION, INC.** will 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 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United State tax laws).
- (2.) **MADISON COUNTY SHERIFF'S OFFICE K-9 UNIT FOUNDATION, INC.** will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States tax laws).
- (3.) **MADISON COUNTY SHERIFF'S OFFICE K-9 UNIT FOUNDATION, INC.** will not retain any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States tax laws).
- (4.) **MADISON COUNTY SHERIFF'S OFFICE K-9 UNIT FOUNDATION, INC.** will not make any investments in such manner as to subject it to tax under Section 4944 of the



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Internal Revenue Code of 1954 (or the corresponding provision of any future United States tax laws).

- (5.) **MADISON COUNTY SHERIFF'S OFFICE K-9 UNIT FOUNDATION, INC.** will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States tax laws).

### Section 2.3 Dissolution

Upon dissolution of **MADISON COUNTY SHERIFF'S OFFICE K-9 UNIT FOUNDATION, INC.**, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of **MADISON COUNTY SHERIFF'S OFFICE K-9 UNIT FOUNDATION, INC.**, dispose of all of the assets of **MADISON COUNTY SHERIFF'S OFFICE K-9 UNIT FOUNDATION, INC.** to such organization which, at such time, is or are qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States tax laws) as the Board of Directors may determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the Third Judicial Circuit, exclusively for the purposes of **MADISON COUNTY SHERIFF'S OFFICE K-9 UNIT FOUNDATION, INC.** or to such organization or organizations which are organized and operated exclusively for such purposes as the Court shall determine.

## Article III. POWERS

### Section 3.1 Powers

Subject to the restrictions and limitations set forth in Article II, **MADISON COUNTY SHERIFF'S OFFICE K-9 UNIT FOUNDATION, INC.** shall have the powers and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida, and which are necessary and proper to carry out and perform any and all of the purposes for which **MADISON COUNTY SHERIFF'S OFFICE K-9 UNIT FOUNDATION, INC.** is organized.



**Article IV.**  
**MEMBERSHIP**

Section 4.1 Qualification

The members of **MADISON COUNTY SHERIFF'S OFFICE K-9 UNIT FOUNDATION, INC.** will be those persons who are interested in and in accord with the purpose set forth in Article II hereof is eligible for membership in this organization and who apply for membership. The initial members of **MADISON COUNTY SHERIFF'S OFFICE K-9 UNIT FOUNDATION, INC.** shall be those persons who affix their signatures to these Articles of Incorporation.

Section 4.2 Powers

The Foundation council shall have the power to elect the Board of Directors and such other powers as may be given in the By-Laws of **MADISON COUNTY SHERIFF'S OFFICE K-9 UNIT FOUNDATION, INC.** Actions required of the membership shall be by majority vote of those present at any meeting.

**Article V.**  
**TERM OF EXISTENCE**

Section 5.1 Term

**MADISON COUNTY SHERIFF'S OFFICE K-9 UNIT FOUNDATION, INC.** shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida.

**Article VI.**  
**SUBSCRIBERS**

Section 6.1 Subscribers

The name and address of each subscriber to these Articles of Incorporation are as follows:

Kevin Stout  
1643 North SR 53  
Madison, Florida 32340

Clint Rogers  
189 SW Captain Brown Road  
Madison, Florida 32340

Edward Meggs  
3383 East US Highway 90  
Madison, Florida 32340



**Article VII.**  
**OFFICERS**

Section 7.1 **Number**

The affairs of **MADISON COUNTY SHERIFF'S OFFICE K-9 UNIT FOUNDATION, INC.** are to be managed under the authority of the Board of Directors by a President, one or more Vice-Presidents, a Secretary, and Treasurer, and such other officers as may be provided in the By-Laws.

Section 7.2 **Manner of Election**

The officers of **MADISON COUNTY SHERIFF'S OFFICE K-9 UNIT FOUNDATION, INC.** shall be elected by a majority vote of the Board of Directors at its organizational meeting which shall be held in June of each year. Officers may be removed by the Board of Directors, with or without cause, and vacancy may be filled by a majority vote of the Board of Directors.

Section 7.3 **Initial Officers**

The names of the persons to serve as officers of **MADISON COUNTY SHERIFF'S OFFICE K-9 UNIT FOUNDATION, INC.** initially and until their successors are duly elected are:

President	Kevin Stout
Vice-President	Clint Rogers
Secretary/Treasurer	Edward Meggs

**Article VIII.**  
**BOARD OF DIRECTORS**

Section 8.1 **Number and Election**

The Board of Directors shall consist of such number of persons as may be designated from time to time by the Board of Directors; however, **MADISON COUNTY SHERIFF'S OFFICE K-9 UNIT FOUNDATION, INC.**, shall at all times have at least three (3) directors. The initial Board of Directors shall consist of those persons specified in Section 8.2. Directors may be elected annually by a majority vote of the Board of Directors.



Section 8.2 Names and Addresses of Initial Directors

The names and addresses of the persons who are to serve as the initial Directors of the Board of Directors of **MADISON COUNTY SHERIFF'S OFFICE K-9 UNIT FOUNDATION, INC.** until the election of their successors are as follows:

Kevin Stout  
1643 North SR 53  
Madison, Florida 32340

Clint Rogers  
189 SW Captain Brown Rd.  
Madison, Florida 342340

Edward Meggs  
3383 E US Highway 90  
Madison, Florida 32340

Section 8.3 Powers

The affairs of **MADISON COUNTY SHERIFF'S OFFICE K-9 UNIT FOUNDATION, INC.** shall be managed under the authority of the Board of Directors. In addition to the powers specifically give by these Articles of Incorporation, the Board of Directors shall have those powers customarily exercised by the Board of Directors of a corporation organized under the laws of the State of Florida.

Section 8.4 Executive Committee

The officers of the corporation are hereby designated as an executive committee which may exercise the powers of the Board of Directors when the Board of Directors are not in session.

**Article IX.**  
**STOCKS AND DIVIDENDS PROHIBITED**

Section 9.1 Stocks and Dividends

**MADISON COUNTY SHERIFF'S OFFICE K-9 UNIT FOUNDATION, INC.** shall have no capital stock, pay no dividends, distribute no part of its net income to its members, officers or directors, and the private property of its members, officers, or directors shall not be liable for any obligation of **MADISON COUNTY SHERIFF'S OFFICE K-9 UNIT FOUNDATION, INC.**

**Article X**  
**BY-LAWS**

Section 10.1 By-Laws

The By-Laws of **MADISON COUNTY SHERIFF'S OFFICE K-9 UNIT FOUNDATION, INC.**



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12 JUN 15 PM 3:00  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

shall be made, altered, or rescinded by a vote of the Board of Directors.

**Article XI.**  
**AMENDMENT**

Section 11.1 Amendment

Amendments to these Articles of Incorporation may be proposed by the Board of Directors or by any member and adopted by vote of the Board of Directors.


**Article XII.**  
**REGISTERED AGENT AND OFFICE**

Section 12.1 Agent and Office

The initial Registered Agent of **MADISON COUNTY SHERIFF'S OFFICE K-9 UNIT FOUNDATION, INC.** shall be Cary A. Hardee, III, 170 S. W. Pinckney Street, Madison, Florida 32340. principal  
The ~~Registered~~ Office of the corporation shall be 1643 North SR 53, Madison, Florida 32340. By execution of these Articles of Incorporation, Cary A. Hardee, III acknowledges acceptance of the position as Registered Agent.

**EXECUTION**

We, the undersigned, being the incorporators of this corporation, and including all persons named as the subscribers of this corporation, for the purpose of forming this nonprofit charitable corporation under the Laws of Florida have executed these Articles of Incorporation on this 29 day of MAY, 2012.

  
\_\_\_\_\_  
KEVIN STOUT

**STATE OF FLORIDA**  
**COUNTY OF MADISON**

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County named above to take acknowledgments, personally appeared before me, **KEVIN STOUT**, to me known to be the individual described as the incorporator in and who executed the foregoing Articles of Incorporation,

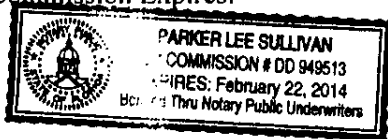


and acknowledgment before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above on this 29<sup>th</sup> day of May, 2012 and is [☒] personally known to me or [ ] produced a valid Driver's License.

Parker Lee Sullivan  
Notary Public, State of Florida

My Commission Expires:



Clint Rogers  
CLINT ROGERS

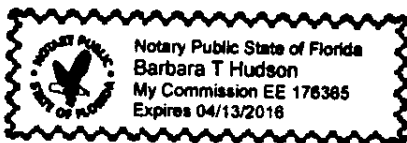
**STATE OF FLORIDA**  
**COUNTY OF MADISON**

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County named above to take acknowledgments, personally appeared before me, **CLINT ROGERS**, to me known to be the individual described as the incorporator in and who executed the foregoing Articles of Incorporation, and acknowledgment before me that she subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above on this 29<sup>th</sup> day of May, 2012 and is [☒] personally known to me or [ ] produced a valid Driver's License.

Barbara T. Hudson  
Notary Public, State of Florida

My Commission Expires:



Edward Meggs  
EDWARD MEGGS

**STATE OF FLORIDA**  
**COUNTY OF MADISON**

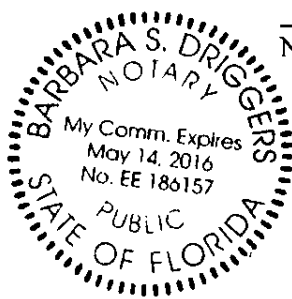
I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County named above to take acknowledgments, personally appeared before me, **EDWARD MEGGS** to me known to be the individual described as the incorporator in and who executed the foregoing Articles of



Incorporation, and acknowledgment before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above on this 29 day of May, 2012 and is [ X ] personally known to me or [ ] produced a valid Driver's License

My Commission Expires:



Barbara S. Driggers  
Notary Public, State of Florida

FILED  
12 JUN 15 PM 3:00  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED:

In compliance with Section 48.091, F.S., the following is submitted:

First - desiring to organize or qualify under the law of the State of Florida, with its principal place of business at 1643 North SR 53, Madison, Florida 32340, has named CARY A. HARDEE, III, located at 170 S. W. Pinckney Street, Madison, Florida 32340 as its Agent to accept service of process within Florida.

Kevin Stout  
KEVIN STOUT  
Title - President

Dated: 05/29/2012

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

Cary A. Hardee, III  
CARY A. HARDEE, III,  
Resident Agent

Dated: 5-30-12