

N13 000005148

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

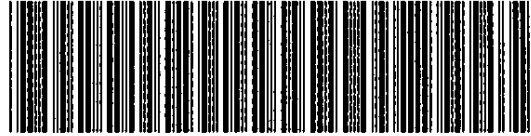
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200248404052

05/31/13--01019--001 **70.00

13 MAY 31 AM 11:44
RECEIVED
CLERK OF STATE
TALLAHASSEE, FLORIDA

FILED

COVER LETTER

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

SUBJECT: Highlands County Bar Association, 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: Elizabeth V. Lenihan

Name (Printed or typed)

2543 U.S. Hwy 27 South

Address

Sebring, FL 33870

City, State & Zip

863-385-7600

Daytime Telephone number

elizabeth@macbethlaw.com

E-mail address: (to be used for future annual report notification)

RECEIVED
DIVISION OF STATE
CORPORATIONS
FLORIDA

13 MAY 31 AM 11:46

FILED

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

ARTICLES OF INCORPORATION
OF

HIGHLANDS COUNTY BAR ASSOCIATION, INC.

I, the undersigned incorporator, for the purpose of forming a Florida corporation not for profit hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME AND LOCATION OF PRINCIPAL
PLACE OF BUSINESS

The name of this corporation shall be: Highlands County Bar Association, Inc. The location of its principal place of business shall be 2543 U.S. Hwy 27 South, Sebring, Florida 33870, or at such other place or places as it designates from time to time. The mailing address for this corporation shall be P.O. Box 8061, Sebring, Florida 33872.

ARTICLE II. PURPOSE FOR WHICH THE CORPORATION
IS ORGANIZED AND POWERS

The specific purpose for which the corporation is organized is to promote and improve the business conditions of the practice of law in Highlands County, Florida. This corporation shall have the power to borrow money, to buy, own, lease, hold, sell, mortgage, and otherwise dispose of both real and personal property, and the corporation may hold the same by trustee or otherwise. The corporation shall also have the power to hold stock or bonds of other corporations and exercise all rights of ownership therein and to have and use all other powers possible to be lawfully granted to it under the laws of the State of Florida.

ARTICLE III. INCORPORATOR

The incorporator of this corporation is:

Elizabeth V. Lenihan
2543 U.S. Hwy 27 South
Sebring, FL 33870

ARTICLE IV. QUALIFICATIONS OF MEMBERS AND
THE MANNER OF THEIR ADMISSIONS

Eligibility for and admission to membership shall be stated in the bylaws.

ARTICLE V. TERM OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE VI. INITIAL DIRECTORS

The initial directors of this corporation are:

Andres N. Oliveros
4200 W. Cypress St., #144
Tampa, FL 33607

Roberto P. Celaya
300 Dal Hal Blvd.
Lake Placid, FL 33852

Danielle Brewer
401 Dal Hal Blvd.
Lake Placid, FL 33852

SECRETARY OF STATE
ALL MEMBERS FLORIDA

13 MAY 31 AM 11:45

FILED

Elizabeth V. Lenihan
2543 U.S. Hwy 27 South
Sebring, FL 33870

Brandon S. Craig
551 S. Commerce Ave.
Sebring, FL 33870

ARTICLE VII. ELECTION OF DIRECTORS

The method of election of directors shall be stated in the bylaws.

ARTICLE VIII. OFFICERS OF THE CORPORATION

The general officers of the corporation and the method of election and terms of such officers shall be stated in the bylaws.

ARTICLE IX. COMMITTEES

Committees shall be appointed and organized as stated in the bylaws.

ARTICLE X. VOTING

All members of this corporation are entitled to vote.

ARTICLE XI. NOTICE

All members of this corporation are entitled to notice.

ARTICLE XII. BYLAWS OF THE CORPORATION

The bylaws of the corporation shall be made, altered or rescinded by the members at any regular meeting only. Said bylaws, subject to the laws of the State of Florida, shall provide by whom and in what manner amendments to the Articles of Incorporation may be proposed and adopted.

ARTICLE XIII. ADDITIONAL POWERS

In addition to the powers hereinabove outlined, the corporation shall have all of the general and additional powers set forth in Section 617.0302 and Section 617.0303 of the Florida Statutes without limitation. The express powers herein set forth shall not be deemed a limitation or a denial of such general or additional powers but cumulative thereto.

ARTICLE XIV. LIABILITY

Members, as such, shall not be personally liable for any act, debt, liability, or obligation of this corporation. The private property of the members shall not be subject to the payment of corporation debts to any extent whatsoever unless they personally execute said indebtedness or endorse obligations of this corporation in their individual capacity. Liability of an officer or director of this corporation shall be limited as set forth in Section 617.0834, Florida Statutes.

ARTICLE XV. LIMITATIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, 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 II 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

ARTICLE XVI. DISSOLUTION

Upon the dissolution of the corporation, its assets shall, after paying or making provision for the payment of all of the liabilities of the corporation, be distributed by the Corporation exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, scientific or other eleemosynary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, as the Board of Directors shall determine. Any such assets not so distributed shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such exempt purposes or to such organization or organizations organized and operated exclusively for charitable, educational, scientific or other eleemosynary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code as said Court shall determine.

ARTICLE XVII. REGISTERED AGENT

The name and the street address of the Registered Agent is:

Elizabeth V. Lenihan, Esq.
2543 U.S. Hwy 27 South
Sebring, Florida 33870

ARTICLE XVIII. EFFECTIVE DATE

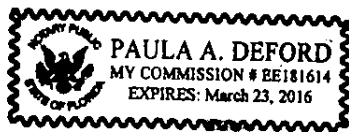
These Articles of Incorporation shall become effective June 1, 2013.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, on May __, 2013.


Elizabeth V. Lenihan, Incorporator

STATE OF FLORIDA
COUNTY OF HIGHLANDS

The foregoing Articles of Incorporation were acknowledged before me this 30th day of May, 2013,
by Elizabeth V. Lenihan, (who is personally known to me) _____ or who has produced
_____ as identification.



Paula A. Deford
NOTARY PUBLIC
Printed Name: Paula A. Deford
Commission Number: EE181614
My Commission Expires: 3/23/16

ACKNOWLEDGMENT FOR REGISTERED AGENT

Having been named as registered agent and to accept service of process for the HIGHLANDS COUNTY BAR ASSOCIATION, INC., at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Elizabeth V. Lenihan
Elizabeth V. Lenihan, Registered Agent

\\192.168.10.10\et\ElizabethL\HCB\Articles of incorporation (5-30-13)a.doc

FILED
13 MAY 31 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA