

NI30000007458

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

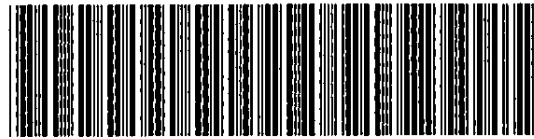
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



600250515376

08/07/13--01004--013 \*\*70.00

RECEIVED  
DEPARTMENT OF STATE  
13 AUG -7 AM 11:30

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
13 AUG 20 AM 8:27

1112-44192

MD 8/21

## COVER LETTER

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

SUBJECT: T.L.H., 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: Jack E. Kiker, III  
Name (Printed or typed)

2010 Delta Blvd.  
Address

Tallahassee, FL 32303  
City, State & Zip

850-386-3300  
Daytime Telephone number

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

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 8, 2013

JACK E. KIKER, III  
2010 DELTA BLVD.  
TALLAHASSEE, FL 32303

SUBJECT: T.L.H., INC.  
Ref. Number: W13000044192

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2013 AUG 20 AM 8:31  
NOT ATTACHED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

We have received your document for T.L.H., INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

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.

Maryanne Dickey  
Regulatory Specialist II  
New Filing Section

Letter Number: 913A00019001

## COVER LETTER

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

SUBJECT: Talent Lives Here, 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

*already  
submitted*

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Jack E. Kiker, III

Name (Printed or typed)

2010 Delta Boulevard

Address

Tallahassee, FL 32303

City, State & Zip

850-386-3300

Daytime Telephone number

jkiker@wggdlaw.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  
TALENT LIVES HERE, INC.**

---

The undersigned, desiring to form a not-for-profit corporation pursuant to Chapter 17, Florida Statutes, hereby adopts the following Articles of Incorporation:

**ARTICLE I - NAME:**

The name of this corporation shall be Talent Lives Here, Inc. (the "Corporation")

**ARTICLE II - PURPOSES:**

The general nature of the objectives and purposes of this Corporation are to be organized and operated exclusively as a not-for-profit corporation and for purposes aligned with Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Internal Revenue Law (the "Code"). Specifically, this Corporation is organized to advocate for and promote collaboration between the citizens, property owners, businesses, and students in Tallahassee, Florida, and the surrounding areas, so as to promote Tallahassee, Florida, as the primary option of living and working for students/graduates of the various academic institutions in proximity thereto, resulting in overall improved business conditions, improved infrastructure, pleasure, recreation and social activities, and overall community welfare.

**ARTICLE III - POWERS:**

The Corporation shall have the general power to do all lawful acts, as conferred upon corporations not-for-profit by Section 617.0302, Florida Statutes, including all those things necessary or expedient in the prosecution of the Corporation's purposes, which are necessary and desirable to carry out the purposes and responsibilities of the Corporation.

FILED  
13 AUG 20 AM 8:27  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

Notwithstanding the generality of the foregoing, the powers of the Corporation shall be subject to the following limitations and restrictions:

- A) The Corporation shall have no power to do any act inconsistent with the provisions of Section 501(c)(6) and/or Section 170(c) of the Code; and
- B) No part of the income, profit or assets of the Corporation shall inure to the benefit of, or be distributed to, directly or indirectly, its members, directors, officers, or other private persons; provided however, 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 of these Articles of Incorporation.

#### **ARTICLE IV - BOARD OF DIRECTORS:**

- A) All corporate powers shall be exercised under the authority of, and the affairs of this Corporation shall be managed under the direction of, a board of directors that shall be referred to as the "Board of Directors," except as otherwise provided by law, in these Articles of Incorporation, or the Bylaws of the Corporation. The directors shall be referred to as "Directors."
- B) The Corporation shall have at least three (3) Directors. The number of Directors may be increased or decreased from time to time according to the Bylaws of the Corporation, but shall never be less than three (3), in accordance with Section 617.0803, Florida Statutes.
- C) Initially, the Directors shall be appointed. Thereafter, Board of Directors members may be elected pursuant to the provisions of the Bylaws of the Corporation. The initial members of the Board of Directors shall be:
  - 1) James D. Revell

- 2) J. Andrew Gay
- 3) Jack E. Kiker, III

#### **ARTICLE V - OFFICERS:**

The Corporation shall initially have three (3) officers, which shall include a President, Treasurer and Secretary, pursuant to Chapter 617, Florida Statutes. The Corporation reserves the right to increase the number of officers from time to time, but at no time will there be less than three (3) officers. The officers shall be elected by a majority vote of the Board of Directors at its first organizational meeting and thereafter at its annual meeting.

#### **ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT:**

The street address of the initial registered office of this Corporation is 2010 Delta Boulevard, Tallahassee, Florida 32303, and the name of the initial registered agent of this Corporation at that address is Jack E. Kiker, III, Esq.

#### **ARTICLE VII - PRINCIPAL OFFICE:**

The initial principal place of business of this Corporation shall be 1417 N. Martin Luther King, Jr. Blvd., Tallahassee, Florida 32303.

#### **ARTICLE VIII - INCORPORATORS:**

The name and address of the subscribers to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
James D. Revell	1417 N. Martin Luther King, Jr. Blvd. Tallahassee, Florida 32303
J. Andrew Gay	1932 Lawson Road Tallahassee, Florida 32308

#### **ARTICLE IX - TERM OF EXISTENCE:**

This Corporation shall exist perpetually.

**ARTICLE X - BYLAWS:**

- A) The Board of Directors, by a majority vote, may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as it may deem necessary from time to time, including, but not limited to, provisions for the quorum and voting requirements of meetings and activities of the Board of Directors; provided, however, that such Bylaws shall not conflict with these Articles of Incorporation.
- B) Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of the members of the Board of Directors who are present at any regular or special meeting for such purpose.

**ARTICLE XI - AMENDMENTS:**

These Articles of Incorporation may be amended, altered, changed or repealed solely by the Board of Directors.

**ARTICLE XII - CORPORATE LIQUIDATION AND DISSOLUTION:**

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this Corporation and, upon dissolution of this Corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to the supported organization, or if the supported organization ceases to exist or it is not an organization qualified for exemption under Section 501(c) of the Code at the time of such distribution, then the distribution shall be made as determined by the Board of Directors in the manner to best accomplish the purposes of the supported area, provided that such distribution shall be made:

- A) To one or more organizations which have qualified for exemption under Section 501(c)(2)-(10) of the Code where the purposes are similar to the purposes of the organization;

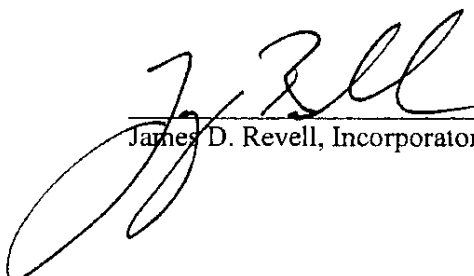


- B) To a federal government or a state or local government, for public purposes similar to the purposes of the supported organization consistent with Section 501(c)(2)-(10) of the Code and in accordance with the laws of the State of Florida; or
- C) Upon order of a court of competent jurisdiction, to another organization to be used in such manner as in the judgment of the court will best accomplish the purposes of the supported organization.

**ARTICLE XIII – INDEMNIFICATION:**

The Corporation shall indemnify the incorporator, board members, officers, trustees, employees and agents to the full extent permitted by Chapter 617, Florida Statutes, entitled the “Florida Not-for-Profit Corporation Act,” provided, however, that no such indemnification shall be permitted if such indemnification would violate the purposes of the Corporation as specified in Article II herein or would be inconsistent with the provisions of Section 501(c) and Section 170(c) of the Code.

The undersigned has executed these Articles of Incorporation this \_\_\_\_ day of August, 2013.

  
James D. Revell, Incorporator

8/2/2013

FILED  
19 AUG 20 AM 8:27  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the Florida Statutes, the Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, the state of Florida.

1. The name of the corporation is: Talent Lives Here, Inc.
2. The name and address of the registered agent and office is: Jack E. Kiker, III, Esq., 2010 Delta Boulevard, Tallahassee, Florida 32303.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.



JACK E. KIKER, III  
Date: August 6, 2013

13 AUG 20 AM 8:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED