

N13000010558

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11/07/13 PM 2:57



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

13 NOV 21 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 8, 2013

HAND ARENDALL
ATTN: NANCY PAYNE
P O BOX 123
MOBILE, AL 36601

SUBJECT: PINEHAVEN PLANTATION PARTNERS, INC.
Ref. Number: W13000062179

We have received your document for PINEHAVEN PLANTATION PARTNERS, 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 a voluntarily dissolved business entity. The name of a voluntarily dissolved business entity is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved business entity provides the Department of State with an affidavit or letter, stating that they have no intention of revoking the dissolution, therefore, releasing the name for use to another entity.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

Please return 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.

Pamela Smith
Regulatory Specialist II

Letter Number: 113A00026035

AFFIDAVIT

To: **FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS**

Thomas C. Weller, Jr., being first duly sworn, and on oath do depose and state as follows:

1. I was the manager and sole member of Pinehaven Plantation Partners, LLC, a Florida limited liability company (the "Company"), and am making this affidavit in my capacity as the Manager and sole member of the Company.
2. The Company has been voluntarily dissolved and the dissolution will not be revoked.
3. I am a director and the president of Pinehaven Plantation Partners, Inc., a Florida nonprofit corporation (the "Corporation").
4. I authorize the Office of the Department of State, Division of Corporations to allow the filing of the Articles of Incorporation of the Corporation.
5. This affidavit is being made in an effort to satisfy the requirements of § 617.0401 FLA. STAT. (2013).

Further, affiant saith not.

**Pinehaven Plantation Partners, LLC, a Florida
limited liability company**

By: _____

Thomas C. Weller, Jr.

As its: Manager and Sole Member

**Pinehaven Plantation Partners, Inc., a Florida
nonprofit corporation**

By: _____

Thomas C. Weller, Jr.

As its: President

Alabama
STATE OF ~~FLORIDA~~ :
COUNTY OF Baldwin :

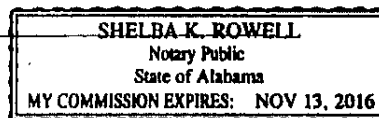
I, the undersigned Notary Public in and for said County in said State, hereby certify that **Thomas C. Weller, Jr.**, whose name as Manager and sole member of **Pinehaven Plantation Partners, LLC**, a Florida limited liability company, is signed to the foregoing document, and who is known to me, acknowledged before me on this day that, being informed of the contents of said document, he, as such officer and with full authority, executed the same voluntarily for and as the act of said company.

Given under my hand this 20th day of November, 2013.

{SEAL}


Notary Public,

My commission expires: _____

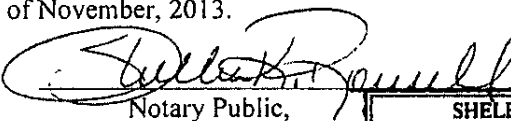


Alabama
STATE OF ~~FLORIDA~~ :
COUNTY OF Baldwin :

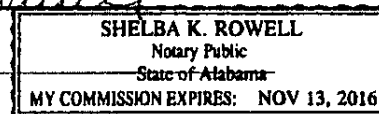
I, the undersigned Notary Public in and for said County in said State, hereby certify that **Thomas C. Weller, Jr.**, whose name as President of **Pinehaven Plantation Partners, Inc.**, a Florida nonprofit corporation, is signed to the foregoing document, and who is known to me, acknowledged before me on this day that, being informed of the contents of said document, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand this 20th day of November, 2013.

{SEAL}


Notary Public,

My commission expires: _____



This instrument prepared by:
Gregory L. Leatherbury, Jr., Esq.
Hand Arendall LLC
71 North Section Street
Fairhope, Alabama 36532
Ph: 251-990-0079

RSA TOWER ■ 11 NORTH WATER STREET, SUITE 30200 ■ MOBILE, ALABAMA 36602 ■ (251) 432-5511
Post Office Box 123 ■ Mobile, Alabama 36601 ■ Facsimile: (251) 694-6375

November 20, 2013

Via FedEx Overnight Delivery

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

*Re: Pinehaven Plantation Partners, Inc.
Ref No. W13000062179*

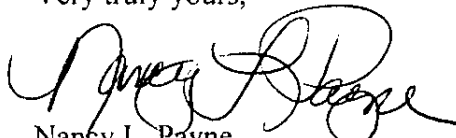
Dear Division of Corporations:

Enclosed please find the letter from your Division dated November 8, 2013 regarding the above referenced Florida nonprofit corporation. The November 8, 2013 letter states that our check in the amount of \$70.00 was being returned, however, the check was not included with the letter. Also enclosed are the original Articles of Incorporation of Pinehaven Plantation Partners, Inc. and an Affidavit from our client regarding the use of the name Pinehaven Plantation Partners, Inc. Our client was the manager and sole member of the recently dissolved Pinehaven Plantation Partners, LLC and is also a director and the President of Pinehaven Plantation Partners, Inc.

Please file the enclosed Articles of Incorporation. We request that the filing date of the corporation be the original date your office received the Articles of Incorporation which was November 7, 2013.

Thank you for your assistance in this matter. If you need anything further or if you have any questions, please do not hesitate to contact me at 251-694-6371.

Very truly yours,


Nancy L. Payne
Paralegal

/nlp

November 20, 2013

Page 2

Enclosures

M#214088
1787451_1

RSA TOWER ■ 11 NORTH WATER STREET, SUITE 30200 ■ MOBILE, ALABAMA 36602 ■ (251) 432-5511
Post Office Box 123 ■ Mobile, Alabama 36601 ■ Facsimile: (251) 694-6375

November 6, 2013

Via FedEx Overnight Delivery

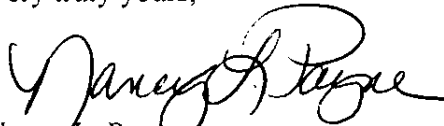
Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Dear Division of Corporations:

Enclosed please find the Cover Letter and Articles of Incorporation for Pinchaven Plantation Partners, Inc., a Florida nonprofit corporation. Also enclosed is our firm's check in the amount of \$70.00 to cover the filing fee.

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

Very truly yours,



Nancy L. Payne
Paralegal

/nlp

Enclosures

M#214088
1781227_1

COVER LETTER

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

SUBJECT: **PINEHAVEN PLANTATION PARTNERS, 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: **Nancy Payne**
Name (Printed or typed)

Post Office Box 123
Address

Mobile, Alabama 36601
City, State & Zip

251-694-6371
Daytime Telephone number

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

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 NOV 21 PM 2:57

ARTICLES OF INCORPORATION

OF

PINEHAVEN PLANTATION PARTNERS, INC.

The undersigned, for the purpose of organizing a non-profit corporation pursuant to § 617.01011 Fla. Stat. (2013) et seq. does hereby adopt the following Articles of Incorporation:

ARTICLE I

Corporate Name

The name of the "Corporation" is the **PINEHAVEN PLANATION PARTNERS, INC.**

ARTICLE II

Period of Duration

The period of duration of the corporation shall be perpetual.

ARTICLE III

Non-Profit, Tax Exempt Corporation

The Corporation shall at all times operate and be organized exclusively for pleasure, recreation, social and other non-profitable purposes, pursuant to the provisions of 26 U.S.C. §501(c)(7) of the Internal Revenue Code of 1986 (referred to sometimes herein as the "Code") (or of the corresponding provision of any future United States Internal Revenue Law). No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any member, director, officer of the Corporation, or any private individual, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation affecting one or more of its purposes and to make payments and distributions in furtherance of the purposes set forth herein. No member, director, 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 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, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(7) of the Code and applicable Treasury Regulations as they now exist or as they may hereafter be amended.

ARTICLE IV
Corporate Goals and Purposes

The Corporation is hereby formed for the following purposes:

- (a) Provide social activities for its members as a tax-exempt IRS §501(c)(7) social club, including without limitation, recreational hunting, fishing and similar recreational activities for the members of the Corporation or its licensees and permittees;
- (b) The Corporation shall be empowered to do and perform such acts as may be necessary or appropriate in carrying out the foregoing purposes of the Corporation and in connection therewith to exercise any of the powers granted to nonprofit corporations by Chapter 617, Florida Statutes consistent with the corporation's status as an organization exempt from Federal income tax under Section 501(a) and Section 501(c)(7) of the Code; and
- (c) Without limiting the generality of the foregoing, other general purposes and powers of the Corporation are:
 - (i) To grant licenses and permits to its members authorizing them to exercise member privileges fulfilling the purposes for which the Corporation is formed, and adopt such rules and regulations for the members in exercising these privileges as a member of the Corporation
 - (ii) To solicit, collect, receive, acquire, hold and invest money and property, both real and personal, to sell and convert property, both real and personal, into cash; and to use the funds of the Corporation and the proceeds, income, rents, issues and profits derived from any property of the Corporation for any other purposes for which the Corporation is formed;
 - (iii) To purchase, acquire, own, hold, sell, assign, transfer, dispose of, mortgage, pledge, hypothecate, or encumber, and to deal in shares, bonds, notes, debentures, or other securities or evidences of indebtedness of any person, or firm, corporation, or association and, while the owner or holder of them, to exercise all rights, powers and privileges of ownership;
 - (iv) To purchase or acquire, own, hold, use, lease (either as lessor or lessee), sell, exchange, assign, convey, dispose of, mortgage, hypothecate, or encumber real and personal property;
 - (v) To borrow money, incur indebtedness and to secure repayment of mortgage, pledge, deed of trust or other hypothecation of property, both real and personal, or by the issuance of the Corporation's securities of any kind or character, issued at any one or more times, which may be either unsecured or secured by any mortgage, trust deed, or other lien on any part

or all of the properties and assets at any time thereafter owned or acquired by the Corporation;

- (vi) To enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit on amount, with any person, firm, association, or corporation, municipality, county, parish, state, territory, government (foreign or domestic), or other municipal or governmental subdivision;
- (vii) To do all things necessary, expedient, or appropriate to the accomplishment of any of the objects and purposes for which the Corporation is formed; and
- (viii) To exercise all powers conferred by 617.0302 Fla. Stat. (21013), so long as consistent with the other purposes and powers of the Corporation, including, without limitation, the qualification of the Corporation as an organization exempt under Section 501(c)(7) of the Code and applicable Treasury Regulations.

ARTICLE V Membership

1. General. Membership in the Corporation shall be available to any person, without discrimination on the basis of sex, race, creed, religion, heritage, nationality, or age, who is requested by the corporation to join as a member. The classes of membership, the reasonable annual membership fee for each class, the voting rights of each member or classes of members and the duration of membership shall be as set forth in the Bylaws. The organization may issue certificates evidencing membership in the Corporation.

2. Voting Rights. Each member, regardless of class, shall be entitled to one vote, except with respect to amending the Articles of Incorporation or the Bylaws, which shall be methods as within the exclusive provenance of the Board of Directors.

ARTICLE VI Board of Directors

The business and affairs of the Corporation shall be managed and controlled by a Board of Directors consisting of not less than three (3) persons, all as set forth in the Bylaws. Subject to this limitation, the number of Directors shall be fixed by the Bylaws. The number of Directors may be increased or decreased from time to time by amendment to the Bylaws, but no decrease in number shall have the effect of shortening the term of any incumbent Director. Directors shall be elected in the manner and for the term provided in the Bylaws. The initial Board of Directors shall be three (3) in number and shall serve the Corporation until successors shall be duly elected and qualified. Unless otherwise provided in the Bylaws, a majority of the Directors shall constitute a quorum at any meeting of the Board of Directors and the majority of the vote of

those present shall be the lawful act of the Board of Directors, except to the extent the Bylaws require a greater percentage of such votes to authorize a particular action and any director may be removed for any reason by a vote of a majority of the Directors in office. The names of the initial Board of Directors, who shall hold office until their successors are duly elected and have qualified, are as set forth in the Bylaws.

Any action required or permitted to be taken at any meeting of the Board of Directors or committee thereof may be taken without a meeting if prior to such action a written consent thereto is signed by all members of the Board or such committee and such written consent is filed with the minutes of the proceedings of the Board or such committee.

ARTICLE VII Committees

The Board of Directors may from time to time establish such committees as it deems appropriate, all in accordance with the Bylaws.

ARTICLE VIII Meetings

There shall be an annual meeting of the members of the Board of Directors and the Corporation to be held once a year at a time and place to be determined by the Board of Directors. Notice of the hour, date and place of the annual meeting shall be given to each member of the Board of Directors and the Corporation at least two weeks prior to the meeting. The notice shall be provided in the manner set forth in the Bylaws. Other meetings of members of the Board of Directors and the Corporation shall be held and conducted as provided by the Bylaws.

ARTICLE IX Bylaws

The Board of Directors shall adopt Bylaws governing the conduct of the affairs of the Corporation. The Bylaws may be altered, amended or rescinded as set forth in the Bylaws.

ARTICLE X Principal Office

The street address of the initial principal office of the Corporation is as follows:

165 E. Dogwood Street
Monticello, Florida 32344

ARTICLE XI
Registered Office and Agent

The location and mailing address of the Corporation's initial registered office, and the name of its initial registered agent at such address, are as follows:

T. Buckingham Bird
165 E. Dogwood Street
Monticello, Florida 32344

ARTICLE XII
Dissolution and Termination

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, scientific or social purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) or under Section 501(c)(7) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the appropriate court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization(s) as said court shall determine which are organized and operated exclusively for such tax-exempt purposes.

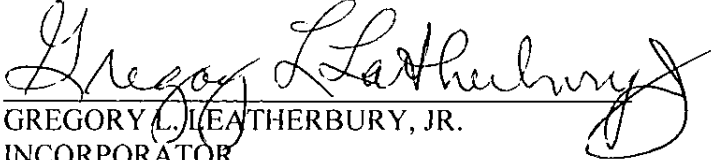
ARTICLE XIII
Incorporator

The name and address of the incorporator are as follows:

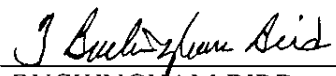
Gregory L. Leatherbury, Jr.
Post Office 1499
Fairhope, Alabama 36533

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this the 31 day of October, 2013 and affirms that the facts stated herein are true.


GREGORY L. LEATHERBURY, JR.
INCORPORATOR

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment of registered agent and agree to act in this capacity.


T. BUCKINGHAM BIRD
REGISTERED AGENT
DATE: Oct. 31, 2013

This Instrument Prepared By:
Gregory L. Leatherbury, Jr., Esq.
Hand Arendall LLC
Post Office Box 123
Mobile, Alabama 36601
251-432-5511

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 NOV 21 PM 2:57