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SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 JUN 23 PM 2:43

COVER LETTER

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

SUBJECT: Tampa Bay Area Chiefs of Police Education and Research
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX) Foundation Inc.

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:

Kenneth R. Albano

Name (Printed or typed)

11250 N. 56th Street

Address

Temple Terrace, FL 33617

City, State & Zip

813-506-6500

Daytime Telephone number

kalbano@templeterrace.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
TAMPA BAY AREA CHIEFS OF POLICE
EDUCATION AND RESEARCH FOUNDATION, INC.**

FILED
CLERK OF DISTRICT COURT
14 JUN 23 PM 2:49

**ARTICLE I.
NAME**

The name of this corporation is TAMPA BAY AREA CHIEFS OF POLICE EDUCATION AND RESEARCH FOUNDATION, INC.

**ARTICLE II.
MAILING ADDRESS**

The street address of the initial principle office of the Corporation shall be: Tampa Bay Area Chiefs of Police Education and Research Foundation, Inc, c/o Temple Terrace Police Department, 11250 N. 56th Street, Temple Terrace, FL 33617.

**ARTICLE III.
PURPOSES**

The specific and primary purposes for which this Corporation is formed is to operate for the advancement of charity and education, and for other charitable purposes, by the distribution of its funds for such purposes and particularly to provide financial assistance and support to the Tampa Bay Area Chiefs of Police Association, Inc., including but not limited to, supporting the activities of the Tampa Bay Area Chiefs of Police Association, Inc., in the areas of education, research, training, providing scholarships to attend accredited Florida college level criminal justice related programs and the gathering and dissemination of information to law enforcement organizations and the general public.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, trustees, members, 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 within article III 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 provisions of these Articles of Incorporation, this Corporation shall operate exclusively for charitable and educational purposes and shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of

the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, or any statute of similar import (the "Code"), or the Regulations issued thereunder, or by an organization, contributions to which are deductible under 170(c)(2) of the Code and Regulations issued thereunder.

ARTICLE IV. DURATION

The Corporation shall have perpetual existence, commencing on the date of execution and acknowledgement of these Articles of Incorporation.

ARTICLE V. DEDICATION OF ASSETS

The assets of this Corporation are irrevocably dedicated to charitable and educational purposes as described in Article III above.

ARTICLE VI. DISSOLUTION

Upon any dissolution of the Corporation, the assets of the Corporation, after paying or making provisions for payment of all liabilities of the Corporation, will, by action of the Board of Directors at a special meeting called for that purpose, be distributed, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provisions of any future United States Internal Revenue Law, or shall be distributed to the federal government, or to a state or local government for public purposes. Any such assets not so disposed of 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 purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. In no case shall any director, officer, trustee or member of this Corporation, or any private individual be entitled to share in the distribution of any Corporate assets.

ARTICLE VII. POWERS

This Corporation has, and may exercise, all powers granted to a corporation not for profit under Chapter 617, Florida Statutes, as amended, which may be necessary, proper or convenient to carry out the forgoing purposes, subject to the limitations set forth below. Subject to any applicable limitations, the Corporation has the power to receive, accept, use, hold, manage and dispose of all types of real and personal property given, transferred, devised or bequeathed to it, in trust or otherwise, for the purpose described above and for purposes incidental thereto.

This Corporation shall have and exercise all powers necessary or convenient to effect any and all of the charitable purposes for which this Corporation is organized.

This Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity which would invalidate its status: 1) As a Corporation that is exempt from Federal Income Taxation as an organization described in Section 510(c)(3) of the code, or 2) As a Corporation to which contributions are deductible under Section 170(c)(2) of the Code.

ARTICLE VIII. LIMITATIONS

The Corporation has not been formed for pecuniary profit or financial gain. Furthermore, the Corporation shall neither have nor issue any stock. The Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation, nor shall the Corporation participate or intervene (by publication or distribution of any statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE IX. APPOINTMENT OF DIRECTORS/OFFICERS

There shall be three (3) Directors/Officers constituting the initial Board of Directors of the Tampa Bay Area Chiefs of Police Education and Research Foundation, Inc. The titles of these initial Directors/Officers shall be; President, Vice President and Secretary/Treasurer. The appointment of these initial Directors shall be made from the active membership of the Tampa Bay Area Chiefs of Police Association, Inc. by its current President. The Directors/Officers named in Article X shall hold office until the first annual meeting of the Board of Directors during the succeeding calendar year upon which time an election and appointment of Directors/Officers shall be held in accordance with the Bylaws.

ARTICLE X. DIRECTORS/OFFICERS

The initial Directors/Officers of the Tampa Bay Area Chiefs of Police Education and Research Foundation, Inc. duly appointed by Chief Kenneth R. Albano, President of the Tampa Bay Area Chiefs of Police Association are:

President- Rick Ramirez

Florida Department of Law Enforcement
4211 N Lois Avenue
Tampa, FL 33614

Vice-President- Gregory Mertz

Transportation Security Administration
4200 George Bean Parkway, Suite 2526
Tampa, FL 33607

Secretary/Treasurer- Jeffrey Young

Tarpon Springs Police Department
444South Huey Avenue
Tarpon Springs, FL 34689

ARTICLE XI. AMMENDMENTS

These Articles of Incorporation may be altered, amended or repealed, at any time and from time to time, by the affirmative vote of the majority of the then Members of the Board of Directors present in person or by written proxy at any regular meeting or special meeting of the Board of Directors, provided that the notice of the proposed amendment, alteration or repeal shall be given to each then Member of the Board of Directors in writing at least ten (10) days prior to the date of such meeting and provided that such notice shall contain a statement of the proposed amendment or amendments to be considered at the meeting.

ARTICLE XII. BYLAWS

Subject to any limitations set forth by the Florida Not for Profit Corporations Act, the Bylaws of this Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution by a vote of two-thirds (2/3) of the then Members of the Board of Directors or by following procedure set forth therefore in the Bylaws.

ARTICLE XIII. INDEMINIFICATION

Every person who is a director, officer, trustee or member of the Corporation or a former director, officer, trustee or member of the Corporation, is hereby indemnified against expense, judgments, decrees, fines, penalties or amounts paid in settlement in connection with the defense of any pending or threatened action, suit or proceeding, criminal or civil, to which he/she is or may be made a party to by reason of being or having been such director, officer, trustee or member, provided he/she is determined by the then Members of the Board of Directors of the Corporation acting at a meeting at which a quorum consisting of directors not parties to or threatened with any such action, suit or proceeding is present and determine that the directors, officers, trustees or members in question; (a) were not negligent or guilty of misconduct in the performance of his/her duty to the Corporation with respect to the matter at hand; (b) acted in good faith in what he/she reasonably believed to be the best interest of the Corporation; and (c) in any matter, the subject of a criminal action, suit or proceeding, to have had no reasonable cause to believe that his/her conduct was unlawful; provided, however, not director, officer, trustee or member who is threatened with any such action, suit or proceeding shall be qualified to vote on such matter.

**ARTICLE XIV.
REGISTERED AGENT**

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

Name: Kenneth R. Albano
Address: Temple Terrace Police Department
11250 N 56th Street
Temple Terrace, FL 33617

The undersigned having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in the foregoing Articles of Incorporation hereby accepts the appointment as such registered agent and agrees to act in accordance within the provisions of all statutes relating to the proper and complete performance of those duties. The undersigned further certifies that the undersigned is familiar with and accepts the obligations of such position as Registered Agent.



Required Signature of Registered Agent


6-18-14
Date

**ARTICLE XV.
INCORPORATOR**

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

Name: Kenneth R. Albano
Address: Temple Terrace Police Department
11250 N 56th Street
Temple Terrace, FL 33617

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.



Required Signature of Incorporator

6-18-14
Date