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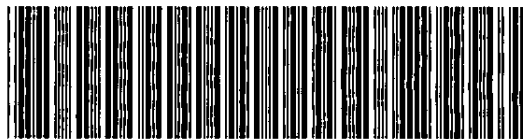
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11-1-14

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S. GILBERT

## COVER LETTER

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

SUBJECT: FOUNDATION OF THE CRESTVIEW AREA CHAMBER OF COMMERCE, 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: CRESTVIEW AREA CHAMBER OF COMMERCE  
Name (Printed or typed)

144.7 COMMERCE DR.  
Address

CRESTVIEW, FL 32539  
City, State & Zip

(850) 682-3212  
Daytime Telephone number

WHARRIS@CRESTVIEWCHAMBER.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 THE

***FOUNDATION OF THE CRESTVIEW AREA CHAMBER OF COMMERCE, INC.***

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not-for-Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following articles of incorporation:

**Article 1. Name**

The name of the corporation shall be:

EFFECTIVE DATE 11-1-14

***FOUNDATION OF THE CRESTVIEW AREA CHAMBER OF COMMERCE, INC.***

**Article 2. Address**

**1447 Commerce Drive, Crestview, FL 32539**

The address of the principal office and the mailing address of the corporation is:

***1447 Commerce Drive, Crestview, FL 32539.***

**Article 3. Initial Registered Office and Agent**

The street address of the initial registered office of the corporation is:

**1447 Commerce Drive, Crestview, FL 32539**

The name of its initial registered agent at that address is:

**Wayne R. Harris**

**Article 4. Members**

The corporation shall have members as defined in the Bylaws of the corporation and shall be entitled to one vote per member. The corporation shall not issue membership certificates nor issue shares of stock.

**Article 5. Not-for-Profit**

The corporation is a not-for-profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under 26 U.S.C.A. § 501(c)(3) (referred to below as "code").

If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation, and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 U.S.C.A. § 501(c)(3).

#### **Article 6. Duration**

The duration (term) of the corporation is perpetual.

#### **Article 7. Purposes**

The corporation is organized, and shall be operated exclusively for charitable, scientific and educational purposes, including but not limited to the following: to raise and expend funds for the purpose of:

- 1) Financing and sponsoring, publishing, promoting and distributing research on issues important to businesses or issues and analyses of the Crestview Area economy and business climate;
- 2) To provide non-profit services to the Crestview Area through charitable, educational or scientific activities;
- 3) To support and assist the community development activities of the Crestview Area Chamber of Commerce through its beautification projects, preservation of local area natural resources, and other community activities; and
- 4) To encourage higher education and professional development by means of Chamber Scholarships

#### **Article 8. Powers**

Solely for the above purposes, the corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

B. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not-for-Profit Corporation Act, and any successor or amendment to the Florida Not-for-Profit Corporation Act.

C. To do any other things as are incidental to the powers of the corporation, or necessary or desirable in order to accomplish the purposes of the corporation.

## **Article 9. Limitation**

No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the corporation ever has any), directors or officers. However, 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 7 (Purposes) of these Articles.

## **Article 10. Tax-Exempt Status**

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 U.S.C.A. § 501(a) as an organization described in 26 U.S.C.A. § 501(c)(3), and which is other than a private foundation as defined in 26 U.S.C.A. § 509. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 U.S.C.A. § 501(c)(3). All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

## **Article 11. Dissolution**

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, distribute all of the assets of the corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 U.S.C.A. § 170(c)(1) or 26 U.S.C.A. § 170(c)(2)(B) and is described in 26 U.S.C.A. § 509(a)(1), (2) or (3).

## **Article 12. Board of Directors**

There shall be a Board of Directors consisting of the following individuals who shall serve the following term:

NAME	INITIAL TERM LENGTH
○ Dr. Margareth Larose	1 Year
○ Mr. Bob Jones	1 Year
○ Mr. Paul Lowrey	1 Year
○ Ms. Stephanie Overstreet	1 Year
○ Mr. Michael Hamby	2 Years

- Ms. Penny Eubanks 2 Years
- Mr. Ryan Price 3 Years
- Mr. Walter Hooks 3 Years
- Dr. Pamela Meadows 3 Years
- Past President of Chamber 1 Year (Ex- officio Member)

Thereafter, each director shall be elected by majority vote of the Board of Directors in the manner, and at the times, set forth in the Bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the Board of Directors.

### **ARTICLE 13. Officers**

The officers of the corporation shall initially consist of a board chairman, vice chairman, secretary and treasurer who shall be appointed. Thereafter there shall be such officers and assistant officers as may be provided for in the Bylaws or by resolution of the Board of Directors. Each officer shall be elected by majority vote of the Board of Directors (and may be removed by majority vote of the Board of Directors) at such a time, and in such a manner, as may be prescribed by the Bylaws or by law.

### **Article 14. Incorporators**

The name and address of each incorporator is as follows:

NAME	ADDRESS
○ Dr. Margareth Larose, Chairman	1447 Commerce Dr., Crestview, FL 32539
○ Bob Jones, Vice Chairman	1447 Commerce Dr., Crestview, FL 32539
○ Mr. Paul Lowrey, Secretary	1447 Commerce Dr., Crestview, FL 32539
○ Ms. Stephanie Overstreet, Treasurer	1447 Commerce Dr., Crestview, FL 32539

### **Article 15. Bylaws**

The Bylaws of the corporation are to be made and adopted by the Board of Directors, and may be subsequently altered, amended or rescinded by the Board of Directors.

### **Article 16. Amendment**

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

### **Article 17. Indemnification and Civil Liability Immunity**

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of

which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

**Article 18. Commencement of Corporate Existence**

The date when corporate existence shall commence is November 1, 2014

In, witness, the undersigned incorporator has signed these articles of incorporation on this 6th day of October, 2014.

Marasif, eric

CHAIR

Bob Jones  
Bob Jones

Vice-Chairman

Paul E. Lowrey  
Paul E. Lowrey

Secretary

\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_

**CERTIFICATE OF DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT**

Pursuant to the provisions of § 617.0501, Fla. Stat., the undersigned corporation organized under the not-for-profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the corporation in the State of Florida:

1. Name of the corporation:

***FOUNDATION OF THE CRESTVIEW AREA CHAMBER OF COMMERCE, INC.***

2. Name and address of the registered agent and office:

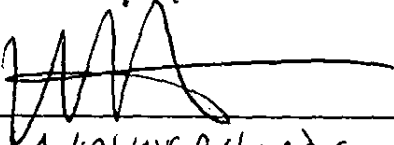
**Wayne R. Harris**

**1447 Commerce Drive**

**Crestview, FL 32539**

I, the undersigned person, having been named as registered agent and appointed to accept service of process for the above-stated corporation at the place designated in this statement, 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.

Dated: 10/6/, 2014

  
WAYNE R. HARRIS