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T. SCOTT

## COVER LETTER

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

**SUBJECT:** Seminole County Sheriff's Office Community Foundation, 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:** Lisa Spriggs  
Name (Printed or typed)

100 Bush Blvd.  
Address

Sanford, FL 32773  
City, State & Zip

407-665-6617  
Daytime Telephone number

lspriggs@seminolesheriff.org  
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  
SEMINOLE COUNTY SHERIFF'S OFFICE COMMUNITY FOUNDATION, INC.**

**\*A Florida Not For Profit Corporation\***

Pursuant to the provisions and requirements of Chapter 617, Florida Statutes, and for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, the following Articles of Incorporation are hereby adopted and set forth.

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**ARTICLE I: NAME**

The name of the Corporation is the SEMINOLE COUNTY SHERIFF'S OFFICE COMMUNITY FOUNDATION, Inc.

**ARTICLE II: PRINCIPAL OFFICE**

The principal office is physically located in Seminole County, FL at: 100 Bush Blvd., Sanford Florida 32773.

**ARTICLE III: PURPOSE**

The purpose for which this Corporation is organized is to raise, receive and hold funds, invest and administer property, and to make expenditures for the benefit of programs and activities that support crime prevention, law enforcement, correctional, and related at-risk populations within Seminole County, Florida. Such programs shall be consistent with the furtherance of the goals, objectives and mission of the Seminole County Sheriff's Office (SCSO). The Corporation is formed exclusively for the foregoing charitable purpose, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended or modified or replaced by any future United States internal revenue law (the "code"). The corporation shall have the power, as needed, to effectuate the foregoing described purpose, to take, buy, manage, hold, sell, and dispose of the property, both real and personal, of this corporation, subject to such rules and regulations, if any as the corporation may adopt.

**ARTICLE IV: BOARD OF DIRECTORS**

**Section 1. Role and Responsibility:** The Board of Directors is that group of persons vested with the management of the business and affairs of the Corporation subject to the law, the Articles of Incorporation, and the Bylaws. The affairs of the Corporation shall be managed,

controlled, and conducted by, and under the supervision of the Board of Directors. No Director shall have any right, title, or interest in or to any property of the Corporation.

**Section 2. Composition:** The Board of Directors shall be comprised of seven (7) voting members appointed by the Sheriff of Seminole County. The composition of the Board may be modified by the Sheriff at any time.

**Section 3. Term of Directors:** Directors shall serve a term of three (3) years at which time they may be reappointed by the Sheriff to serve consecutive terms with no limitation. Modifications and changes in Board composition shall be confirmed by the Board through majority vote.

**Section 4. Resignation/Removal/Vacancies:** Any Director shall be removed with or without cause by a majority of all votes of the Board of Directors or by personal resignation. Resignations of Directors shall become effective immediately or on the date specified therein and vacancies will be deemed to exist as of such effective date. Any vacancy on the Board of Directors shall be filled through appointment by the Sheriff, on a permanent or interim basis.

## **ARTICLE V: BOARD POWERS AND COMPENSATION**

**Section 1 Board Powers:** The Corporation shall have all the common law and statutory powers of a corporation not-for-profit pursuant to the laws of the State of Florida that are not in conflict with the terms of these Articles, provided, however, that notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from the federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any subsequent United States Internal Revenue Law or Laws, or by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

Furthermore, no substantial part of the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

**Section 2. Board Compensation:** Directors shall receive no compensation for their services on the Board of Directors. This shall not prevent the Corporation from reimbursing any Director for expenses actually and necessarily incurred in the performance of his or her duties as a Director as such expenses are authorized by the Board of Directors.

## **ARTICLE VI: INITIAL OFFICERS AND BOARD OF DIRECTORS**

The initial Officers and Board of Directors is as follows:

- Heather Smith, SCSO Director, Public Affairs: President;
- Lisa Spriggs, SCSO Executive Director, Administrative Services: Secretary/Treasurer;
- Stephanie Ryan, SCSO Major, Law Enforcement;
- Scott Ballou, SCSO Major, Youth Services;
- Dr. Joel Hunter, Senior Pastor, Northland Church, Community Representative
- Larry Tobin, CEO/President, Fairwinds Credit Union, Community Representative
- Doug Harcombe, Vice President / Administrator, Orlando Health Systems, Community Representative

## **ARTICLE VII: BYLAWS**

The power to adopt, amend or repeal Bylaws shall be vested in the Board of Directors. The affirmative vote of the majority of the Board of Directors shall be necessary to adopt, alter or repeal the Bylaws.

## **ARTICLE VIII: AMENDMENTS**

Amendments to the Bylaws must be submitted in writing for consideration at a normal meeting of the Board of Directors and approved by a majority vote of the Board. Amendments shall not conflict with the Articles of Incorporation.

## **ARTICLE IX: DISSOLUTION**

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, to the Seminole County Sheriff's Office to be used for activities and programs consistent with the Purpose as stated in Article III of this document.

## **ARTICLE X: EFFECTIVE DATE**

Corporate existence shall commence January 1, 2015 and upon filing these Articles of Incorporation with the Florida Department of State, Division of Corporations and the term of the Corporation shall be perpetual.

### ARTICLE XI: REGISTERED AGENT

The name and physical address of the initial registered agent and office of this corporation is:  
Lisa Spriggs, 100 Bush Blvd., Sanford, Florida 32773

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


  
Registered Agent, Lisa Spriggs

Date 12/29/2014

### ARTICLE XI: INCORPORATOR

The name and physical address of the Incorporator is:  
Lisa Spriggs, 100 Bush Blvd., Sanford, Florida 32773

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.

  
Incorporator, Lisa Spriggs

Date 12/29/2014

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DIVISION OF CORPORATE  
REGISTRATION  
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