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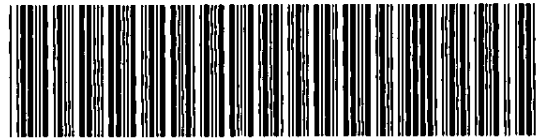
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TALLAHASSEE, FLORIDA
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DIVISION OF CORPORATIONS

MD 2/3

COVER LETTER

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

SUBJECT: FLORIDA ASSOCIATION OF COUNTY MANAGERS, 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: VIRGINIA SAUNDERS DELEGAL
Name (Printed or typed)

100 SOUTH MONROE STREET
Address

TALLAHASSEE, FL 32301
City, State & Zip

850-922-4300
Daytime Telephone number

eanderson@fl-counties.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
FLORIDA ASSOCIATION OF COUNTY MANAGERS, INC.**

The undersigned, acting as incorporator of this corporation not for profit pursuant to Chapter 617, Florida Statutes, does hereby certify as follows:

**ARTICLE I
NAME, PRINCIPAL PLACE OF BUSINESS, and REGISTERED AGENT**

Section 1.01. Name. The name of this corporation shall be: Florida Association of County Managers, Inc.

Section 1.02. Initial Principal Place of Business. The street and mailing address of the initial principal place of business is: 100 South Monroe Street, Tallahassee, Florida, 32301.

Section 1.03. Initial Registered Agent. The initial registered agent of this corporation is as follows:

Virginia Saunders Delegal, Esq.
Florida Association of Counties, Inc.
100 South Monroe Street
Tallahassee, Florida 32301

**ARTICLE II
DURATION**

Section 2.01. Duration. The period of the duration of this corporation shall be perpetual unless dissolved in accordance with Florida law. Corporate existence shall commence upon filing with the Secretary of State.

**ARTICLE III
PURPOSE AND POWERS**

Section 3.01. Purpose. This corporation is organized and will be operated exclusively for the promotion and facilitation of professional excellence in the management of Florida county government and for no activities which are not permitted by an organization exempt from taxation under Section 501(c) of the Internal Revenue Code, as amended. The corporation will have the following powers:

(A) To protect, promote and improve the mutual interests of those persons who serve as the chief administrative officers for Florida's counties;

(B) To unite, in common organization, its members to engage in professional development activities;

(C) To promote and encourage professional collaboration among its members and to manage and conduct meetings, seminars, forums, and workshops for its members;

(D) To promote education and advancing the cause of education for the benefit of its members;

(E) To assist counties with the establishment or improvement of effective county administration in Florida;

(F) To develop and maintain a professional association with the Florida Association of Counties (FAC) in order to assist FAC and the Florida Association of County Managers, Inc., to achieve their respective goals and objectives;

(G) To assist the Florida Association of Counties on matters having an impact on county government;

(H) To conduct such other related activities permitted to be conducted by an organization exempt from taxation under Section 501(c) of the Internal Revenue Code, as amended; and

(I) To do and perform every lawful act and thing necessary and expedient to be done or performed with may be convenient or advantageous for the efficient conduct of the affairs of this corporation and to have and exercise all of the powers conferred by the laws of the State of Florida upon corporations not for profit under Chapter 617, Florida Statutes, as amended.

ARTICLE IV RESTRICTIONS

Section 4.01. Restrictions. No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons; provided, 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 III, hereof and to pay or reimburse the reasonable expenses of fundraising and carrying out the objectives of the corporation.

ARTICLE V MEMBERS

Section 5.01. Members. The membership of the corporation shall be open to a county administrator, who is defined as that individual and their assistant(s), deputies, and staff, regardless of official title, who is directly responsible to the governing board or elected chief executive of a Florida county, and whose official duties are primarily devoted to general management or administration of county activities in Florida. Other classifications of membership may be as established by the Board of Directors as provided in the Bylaws of the corporation and may consist of separate categories of membership, each with different rights and responsibilities.

ARTICLE VI BOARD OF DIRECTORS

Section 6.01. Number, Terms, Expenses. The number of persons constituting the Board of Directors of the corporation shall not be less than three nor more than 20 members, as determined in the Bylaws. The Bylaws shall provide the process for the selection of the Directors. There shall be no limits on the number of terms a Board member may serve. Board members shall serve with no compensation; provided, however, the Board may authorize reimbursement of expenses incurred by Board members in conjunction with the corporation's business or other approved activities directly related to the corporation's purposes. Directors must be members of the corporation. The Officers of the corporation shall serve as ex officio Directors and shall have voting rights.

Section 6.02. Initial Directors. The names and addresses of the initial members of the Board of Directors of this corporation who, subject to the provisions of these Articles of Incorporation, the Bylaws and the laws of the State of Florida, shall serve until the first annual meeting of the corporation, or until successors are elected, are as follows:

Jack Brown, Escambia County Administrator
221 Palafox Place
Pensacola, FL 32502

Vincent S. Long, Leon County Administrator
301 South Monroe Street
Tallahassee, FL 32301

Roman Gastesi, Monroe County Administrator
1100 Simonton Street, Suite 205
Key West, FL 33040

Bertha Henry, Broward County Administrator
115 South Andrews Avenue #409
Fort Lauderdale, FL 33301

Charles Chapman, Hendry County Administrator
640 South Main Street
LaBelle, FL 33975

ARTICLE VII OFFICERS

Section 7.01. Officers. The corporation will have such Officers as may be provided for in the Bylaws. The manner of selection will also be provided for in the Bylaws. The corporation will have at least the following Officers:

President
President-Elect
Secretary
Treasurer
Immediate Past President

Section 7.02. Duties. The duties of the Officers will be described in the Bylaws.

Section 7.03. Initial Officers. The names and addresses of the officers of this corporation who, subject to the provisions of these Articles of Incorporation, the Bylaws and the laws of the State of Florida, shall hold office until the first annual meeting of the corporation, or until successors are elected are as follows:

Jack Brown, President
221 Palafox Place
Pensacola, FL 32502

Vincent S. Long, President-Elect
301 South Monroe Street
Tallahassee, FL 32301

Bertha Henry, Secretary
115 South Andrews Avenue #409
Fort Lauderdale, FL 33301

Roman Gastesi, Treasurer
1100 Simonton Street, Suite 205
Key West, FL 33040

ARTICLE VIII INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 8.01. Indemnification. As provided for in the Bylaws, Officers and Directors will be indemnified by the corporation against all expenses and liabilities, including attorney's fees (including any in appellate proceedings), reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all Officers and Directors against any such liability asserted against them or incurred by them in their capacity as Officers and Directors or arising out of their status as such.

ARTICLE IX DISSOLUTION

Section 9.01. Dissolution. In the event of dissolution of this corporation, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c) of the Internal Revenue Code, as amended, or corresponding sections of any prior or future United States Internal Revenue law or to the federal, state, or local government to be used for exclusively public purposes.

ARTICLE X AMENDMENTS

Section 10.01. Amendments. These Articles of Incorporation may be amended by majority vote of the directors as provided in Section 617.1002(1)(b), Florida Statutes, as amended, at a meeting called for such purpose.

ARTICLE XI BYLAWS

Section 11.01. Bylaws. The Board of Directors of this corporation shall provide Bylaws for the conduct of its business, and the carrying out of its purposes. The Bylaws may be amended, altered or rescinded by a majority vote of the Board of Directors only at the annual meeting of the corporation. However, upon proper notice as determined by the Bylaws of the corporation, the Bylaws of the corporation may be amended, altered or rescinded by a unanimous vote of the Board of Directors of the corporation.

**ARTICLE XII
INCORPORATORS**

Section 12.01. Incorporators. The name and address of the incorporators of this corporation is as follows:

Jack Brown
221 Palafox Place
Pensacola, FL 32502

Vincent S. Long
301 South Monroe Street
Tallahassee, FL 32301

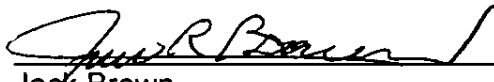
Bertha Henry
115 South Andrews Avenue #409
Fort Lauderdale, FL 33301

Roman Gastesi
1100 Simonton Street, Suite 205
Key West, FL 33040

Charles Chapman, Hendry County Administrator
640 South Main Street
LaBelle, FL 33975

APPROVED
AND
FILED
15 FEB -3 PM 4:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned incorporator, this 19th day of November, 2014, pursuant to the laws of the State of Florida does hereby make and file in the office of the Secretary of State of Florida these Articles of Incorporation and further certifies that the facts stated herein are true and correct.



Jack Brown
Initial Incorporator

ACCEPTANCE BY REGISTERED AGENT

Virginia Saunders Delegal, Esquire, the Registered Agent named in the foregoing Articles of Incorporation, by the execution of this acceptance, does hereby agree to abide by the provisions of the Section 607.0501, Florida Statutes, with respect to the duties of such registered agent and agrees to maintain normal business hours at the following address: 100 South Monroe Street, Tallahassee, Florida 32301.



VIRGINIA SAUNDERS DELEGAL, ESQ.

APPROVED
AND
FILED
15 FEB -3 PM 4:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA