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Division of Corporations

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Florida Department of State  
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**FLORIDA PROFIT/NON PROFIT CORPORATION  
FIRST COAST ADMINISTRATIVE PROFESSIONALS, INC.**

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ARTICLES OF INCORPORATION  
OF

FIRST COAST ADMINISTRATIVE PROFESSIONALS, INC.  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, the following is submitted:

ARTICLE I

NAME, DURATION, PRINCIPAL OFFICE & REGISTERED AGENT

(a) The name of this corporation (the "Corporation") shall be: FIRST COAST ADMINISTRATIVE PROFESSIONALS, INC..

(b) The Corporation shall have perpetual existence unless dissolved sooner according to law.

(c) The principal office and mailing address of the Corporation will be located at 10715 Spurs Court, Jacksonville, Florida 32257 or at such other address as may be determined by the Board of Directors.

(d) The registered agent of the Corporation is Robert H. Pritchard, whose address is 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207.

ARTICLE II  
PURPOSES

(a) The Corporation is organized and shall be operated exclusively for educational, charitable and social welfare purposes, including, without limitation: (i) the promotion of the common business interest of its members; and (ii) the improvement of business conditions of administrative professionals.

(b) Among other things, consistent with the foregoing, the corporation will: (i) develop, coordinate and promote programs and activities for administrative professionals to improve their skills and training; (ii) facilitate and organize involvement of the business community and political leaders in advancing skills and training of administrative professionals; (iii) receive and administer funds for charitable purposes within the meaning of Section 501(c)(6) or 501(c)(3) of the Internal Revenue Code of 1986, as amended or as time to time may be replaced (the "Code") as necessary and appropriate to achieve the foregoing purposes and objectives; and (iv) any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its trustees, directors or officers, including, without limitation, making distributions to other organizations recognized as exempt under the Code

(c) Notwithstanding any other provision of these Articles of Incorporation:

(i) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director, trustee or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and payments and distributions may be made in furtherance of one or more of its purposes); and no director, trustee, officer, or any private individual shall be

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entitled to share in the distributions of any of the corporate assets on dissolution of the Corporation.

(ii) 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(iii) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(6) of the Code and its Regulations as they now exist or as they may hereafter be amended or replaced.

(iv) Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) of the Code in accordance with the Bylaws, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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.

(v) The Corporation is organized pursuant to the Florida Not For Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

### ARTICLE III MEMBERSHIP

The Corporation shall have no members.

### ARTICLE IV DIRECTORS

The Corporation shall at all times have at least three (3) members of the Board of Directors. The initial members of the Board of Directors shall be Robin Henderson, Julie Smith, Shirley Durrant, and Denise Pusateri, and they shall serve as such until replacement members of the Board of Directors are elected as provided in the Bylaws of the Corporation.

### ARTICLE V AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended by the Board of Directors from time to time and the Articles of Amendment may be signed by an officer of the Corporation.

ARTICLE VI  
BYLAWS

The Board of Directors of the Corporation shall adopt such Bylaws for the conduct of the business of the Corporation in carrying out its purpose as the Board of Directors may deem necessary from time to time; provided, however, such Bylaws shall not be inconsistent with the provisions of these Articles of Incorporation. The Board of Directors shall have the power to amend, alter, or rescind the Bylaws or adopt new Bylaws

ARTICLE VII  
INDEMNIFICATION

The Corporation shall indemnify the officers, directors, employees and agents of the Corporation to the full extent permitted by the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes. This indemnification provision shall not be deemed to be exclusive of any other rights to which such officers, directors, employees, and agents may be entitled under the Bylaws, any agreement with the Corporation, any insurance maintained by the Corporation, or otherwise.

ARTICLE VIII  
INCORPORATION

The name and address of the incorporator of the Corporation is Robert H. Pritchard, 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207.

Signed by the sole incorporator of the Corporation this 1st day of July, 2015.

  
ROBERT H. PRITCHARD

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

**FIRST COAST ADMINISTRATIVE PROFESSIONALS, INC.**

2. The name and address of the registered agent and office are:

**ROBERT H. PRITCHARD  
1301 RIVERPLACE BOULEVARD  
SUITE 1500  
JACKSONVILLE, FLORIDA 32207**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY 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.

Date: July 1, 2015



ROBERT H. PRITCHARD