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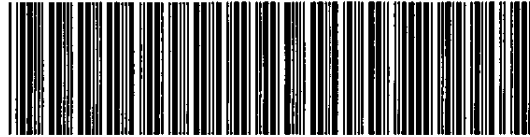
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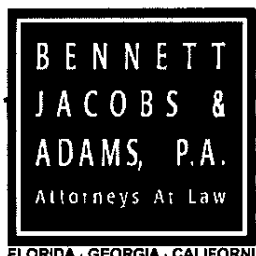
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ROBERT B. BENNETT\*  
GWEN G. JACOBS\*  
DAVID W. ADAMS +\*

KERRY J. ANDERSON\*  
KAREN E. FERGUSON\*  
ZACHARY J. GLASER\*

JOHN F. WENDEL\*

\*BOARD CERTIFIED IN LABOR  
AND EMPLOYMENT LAW  
\*LICENSED AND PRACTICE IN FLORIDA  
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December 22, 2015

**VIA FEDEX**

Division of Corporations  
Corporate Filings  
Clifton Building  
2661 Executive Center  
Tallahassee, Florida 32301

RE: Imperial Polk Astronomical Society, Inc.  
BJA File No.: 2015-17010

Ladies and Gentlemen:

Enclosed please find the following documents:

1. **Original** and one (1) copy of the Articles of Incorporation of Imperial Polk Astronomical Society, Inc., and
2. A check in the amount of \$78.75 payable to Division of Corporations for filing fee and a certified copy.

Please do the following:

1. File the original Articles of Incorporation, prepare a certified copy of same, and send the certified copy to the undersigned by regular mail.
2. If you have any questions or further requirements with respect to these enclosures, please retain them pending your immediate telephonic contact with the undersigned.

Thank you for your attention to this matter.

Sincerely,  
BENNETT, JACOBS & ADAMS, P.A.

John F. Wendel

JFW:jad/A2E1C99A8EE5E295

enclosure

cc: Cleveland Carter (with enclosure)

REPLY TO: LAKELAND

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**ARTICLES OF INCORPORATION  
OF  
IMPERIAL POLK ASTRONOMICAL SOCIETY, INC.**

The undersigned incorporator, to form a corporation not for profit under the Florida Not For Profit Corporation Act, Chapter 617, *Florida Statutes*, hereby adopts the following Articles of Incorporation.

**ARTICLE I.  
NAME**

The name of the corporation is **IMPERIAL POLK ASTRONOMICAL SOCIETY, INC.**

**ARTICLE II.  
COMMENCEMENT OF CORPORATE EXISTENCE**

The existence of the corporation shall commence on January 1, 2016.

**ARTICLE III.  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the principal office of the corporation and the mailing address of the corporation is 4407 Ollie Road, Lakeland, Florida 33810.

**ARTICLE IV.  
PURPOSES**

The corporation is organized and shall operate exclusively for educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future Internal Revenue Code. Consistent with such limitations, the purposes of the corporation shall include the encouragement of the enjoyment, pursuit, and promotion of the beauty and wonders of astronomy, and the education of fellow citizens regarding the opportunities available to them to learn and improve their skills relating to amateur astronomy. Informative presentations, demonstrations, celestial observation events, forums, lectures, meetings, panel discussions, seminars, training courses, and other activities designed to achieve the purposes of the corporation may be offered by the corporation. Further, the corporation may also raise, receive, and maintain a fund or funds for the acquisition of real property and/or personal property for any one or more of the purposes of the corporation and for any one or more lawful purposes and within the scope of the purposes of the corporation.

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## **ARTICLE V. MEMBERS**

The corporation shall not be obligated or required to have any members. Nonetheless, should the board of directors of the corporation determine that the corporation shall have members, the method of selecting and admitting members, the criteria for membership, the classification of members, the designation of such class or classes of members, the qualifications, limitations, and rights of the members of each class, the quorum and voting requirements for meetings and activities of members, and the notice requirements sufficient to provide notice of meetings and activities of members shall be as set forth in the Bylaws of the corporation. Notwithstanding the foregoing, there shall be no policy whatsoever providing for any form of discrimination against any person based on race, color, or religion.

## **ARTICLE VI. BOARD OF DIRECTORS**

The business and property of the corporation shall be managed by the board of directors of the corporation which shall have full and absolute control over the affairs of the corporation and shall be authorized to exercise all of the corporate powers of the corporation. The board of directors shall carry out the purposes of the corporation in compliance with the Articles of Incorporation and the Bylaws of the corporation. The method of electing the directors of the corporation shall be as stated in the Bylaws of the corporation. The number of directors of the corporation may be increased or decreased from time to time and at any time, but the corporation shall never have less than three (3) directors nor more than five (5) directors. No director shall be compensated for the performance of his or her duties as a director, but a director may be reimbursed for expenses reasonably and necessarily incurred in the performance of his or her duties as a director in accordance with the Bylaws of the corporation. The board of directors of the corporation shall, by two-thirds (2/3rds) vote, have the right to remove, with or without cause, any director and to replace any director so removed.

## **ARTICLE VII. OFFICERS**

The officers of the corporation shall consist of a president, a vice president, a secretary, and a treasurer, and such other officers as the board of directors, from time to time and at any time, shall deem necessary. Any two (2) or more offices may be held by the same person. All officers shall be members of the board of directors of the corporation. All officers shall be elected by the board of directors of the corporation annually at the annual meeting of the board of directors of the corporation. No officer shall be compensated for the performance of his or her duties as an officer, but an officer may be reimbursed for expenses reasonably and necessarily incurred in the performance of his or her duties as an officer as determined by the board of

directors of the corporation. The board of directors of the corporation shall, by majority vote, have the right to remove, with or without cause, any officer and to replace any officer so removed. A quorum shall consist of a majority of the members of the board of directors of the corporation.

## **ARTICLE VIII. LIMITATIONS AND PROHIBITED ACTIVITIES**

The corporation shall be bound by the following:

A. No part of the net earnings of the corporation shall inure to the benefit of any director or officer of the corporation, nor to the benefit of any private individual or entity;

B. The corporation shall have no power to engage in any act or activity prohibited to corporations which are exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding section of any future Internal Revenue Code;

C. In the event of the dissolution of the corporation, the residual assets of the corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the federal or to a state or local government for public purposes exclusively;

D. No substantial part of activities of the corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation; and

E. The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

## **ARTICLE IX. INDEMNITY OF DIRECTORS AND OFFICERS**

The corporation shall indemnify any director or any officer for any acts or alleged acts committed or allegedly committed by such director or officer while serving in his or her capacity as a director or as an officer of the corporation to the extent permitted by Florida and federal law.

## **ARTICLE X. BYLAWS**

The Bylaws of the corporation shall be adopted, altered, amended, repealed, or revised only by a two-thirds (2/3rds) vote of those directors present at a meeting of the board of directors of the corporation at which a quorum is present. A quorum shall consist of a majority of the membership of the board of directors of the corporation.

**ARTICLE XI.  
INITIAL REGISTERED AGENT**

The name and street address of the initial registered agent of this corporation is John F. Wendel, 5304 South Florida Avenue, Suite 404, Lakeland, Florida 33813.

**ARTICLE XII.  
INCORPORATOR**

The name and address of the sole incorporator of this corporation is John F. Wendel, 5304 South Florida Avenue, Suite 404, Lakeland, Florida 33813.

**ARTICLE XIII.  
AMENDMENTS TO  
ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended or restated only by a two-thirds (2/3rds) vote of those directors present at a meeting of the board of directors of the corporation at which a quorum is present. A quorum shall consist of a majority of the membership of the board of directors of the corporation.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation on this 22<sup>ND</sup> day of December, 2015.

  
\_\_\_\_\_  
John F. Wendel, Incorporator

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I, John F. Wendel, having been named to serve as registered agent for **IMPERIAL POLK ASTRONOMICAL SOCIETY, INC.**, do hereby accept such office and agree to conduct myself therein according to law. I am familiar with, and accept, the obligations of such office.

DATED this 22<sup>ND</sup> day of December, 2015.

  
\_\_\_\_\_  
John F. Wendel, Registered Agent