

N16000004176

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N16-16050

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16 APR 26 PM 1:14
TALLAHASSEE, FLORIDA

04-26-16

COVER LETTER

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

SUBJECT: BAY COUNTY CONTRACTORS AND ASSOCIATES, INC., A Florida Corporation, Not for Profit
(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: J. Adam Albritton, Esq.
Name (Printed or typed)

Post Office Box 787
Address

Panama City, Florida 32402
City, State & Zip

850-640-3133
Daytime Telephone number

adam.albritton.law@gmail.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 3, 2016

J. ADAM ALBITTON, ESQ
PO BOX 787
PANAMA CITY, FL 32402

SUBJECT: BAY COUNTY CONTRACTORS & ASSOCIATES, INC.
Ref. Number: W16000016050

We have received your document for BAY COUNTY CONTRACTORS & ASSOCIATES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Tim Burch
Regulatory Specialist II

Letter Number: 716A00004457



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 23, 2016

J. ADAM ALBITTON, ESQ
PO BOX 787
PANAMA CITY, FL 32402

SUBJECT: BAY COUNTY CONTRACTORS & ASSOCIATES, INC.
Ref. Number: W16000016050

We have received your document for BAY COUNTY CONTRACTORS & ASSOCIATES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Statutes prohibits a Florida non-profit corporation from being a party in a conversion. A Florida non-profit corporation may be a party in a merger; however, the Florida non-profit corporation must be the surviving entity.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Tim Burch
Regulatory Specialist II

Letter Number: 516A00005987



PHONE
(850) 785-4675



POST OFFICE BOX 69482, PANAMA CITY, FL 32412-0482



FAX
(850) 769-3458

April 22, 2016


RE: Bay County Contractors & Associates, LLC/
Bay County Contractors &, Associates, Inc.

TO WHOM IT MAY CONCERN:

I, Derwin White, am a Unitholder and Managing Member of Bay County Contractors & Associates, LLC. It is my desire, and I hereby give my consent to the name Bay County Contractors & Associates being used to form the Florida Not for Profit Corporation, Bay County Contractors & Associates, Inc. This proposed Not for Profit Corporation, while complying with all Florida Statutes and Internal Revenue Service laws and regulations, is being created by the Unitholders of Bay County Contractors & Associates, LLC. This has been discussed and approved by James Finch, my fellow Unitholder of Bay County Contractors & Associates, LLC.

Thank you for your assistance and cooperation in this matter.

Dated this ____ day of April, 2016.


DERWIN WHITE, UNITHOLDER
MANAGING MEMBER

QUALITY SINCE 1958

CQC1522062 • CUC056975 • CBC057933

**ARTICLES OF INCORPORATION OF
BAY COUNTY CONTRACTORS & ASSOCIATES, INC.**

(A Florida Corporation, Not for profit)

In compliance with Chapter 617, Florida Statutes, the following Articles of Incorporation of Bay County Contractors & Associates, Inc., a Florida corporation, Not for profit, hereby submits these Articles of Incorporation for the purpose of forming a Not for Profit Corporation.

ARTICLE I

Name and Location of Principal Office

The name of this Corporation is BAY COUNTY CONTRACTORS & ASSOCIATES, INC., a Florida Corporation, not for profit. Its principal office of business shall be at 1805 Tennessee Ave, Lynn Haven, FL 32444, with branch offices at such places as the Board of Directors may from time to time by resolution provide.

ARTICLE II

Term

This Corporation shall exist perpetually until dissolved by due process of law.

ARTICLE III

General Purposes

This Corporation is formed for the purposes of (a) promote the business of contracting and such other ancillary businesses to the public; (b) providing leadership on major economic, social, and political issues pertaining to the business of contracting and those business' ancillary to contractors; (c) foster and improve the economic environment for contractors and those business' ancillary to contracting; (d) directing member resources toward important community issues; (e) educate and train the public of the need for and benefits of being in the business of contracting and those business ancillary to contracting; (f) engaging in all other activities permitted under Section 501(c)(6) of the Internal Revenue Code.

ARTICLE IV

Activities Not Permitted

This Corporation shall observe all Local, State, and Federal laws which shall apply to a non-profit organization as defined in section 501(c)(6) of the Internal Revenue Code or the corresponding provisions of any future United States Internal Revenue Law.

ARTICLE V

Dedicated and Distribution of Assets

No Part of the net earnings of this Corporation shall inure to the benefit of any member, director, or officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes) and no member, director, or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation except as provided under the bylaws.

ARTICLE VI

Management of the Corporate Affairs

BOARD OF DIRECTORS. The power of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors (or Board of Governors). The number of directors of the Corporation may be increased or diminished from time to time by the Bylaws, but shall never be less than three (3).

The meeting of directors for the purpose of electing new directors shall be held annually. The directors shall serve for terms as regulated by the Bylaws.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all directors shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of this Corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

OFFICER(S): Such Officers of the Corporation may be elected to oversee, manage, and make decisions as it pertains to the day to day affairs of the Corporation as provided in the Bylaws of this Corporation.

ARTICLE VII

Indemnification

Every person who now is or hereafter shall be a director or officer of the Corporation shall be indemnified by the Corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him or her in connection with, or resulting from, any action, suit or proceeding of whatever nature, to which she or he is or shall be made a party by reason of his or her being or having been a director or officer of the Corporation (whether or not she or he is a director

or officer of the Corporation at the time he or she is made a party to such action, suit, or proceeding, or at the time such cost or expense is incurred by or imposed upon him or her) except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been negligent in the performance of his or her duties as such director or officer or intentionally committed an act of maleficence causing harm or possible harm to this Corporation.

ARTICLE VIII

Membership

All persons, firms, and corporations who desire to preserve and promote any of the objectives of this Corporation, shall be eligible for membership in this Corporation. All applications for membership shall be in writing to the Corporation, and said application constituting an agreement on the part of the applicant, if selected, to adhere to all Bylaws, policies and procedures adopted by the Board of Directors for the Corporation, and pay all such membership fees as required by the Bylaws of this Corporation. The admission of an applicant shall be approved by the Board of Directors in such manner as is provided by the Bylaws. All members shall have the rights and duties of "members" set forth herein and in the Bylaws. Any member may resign from the Corporation upon written notice to the Board of Directors or be removed by the Board of Directors for failure to abide by the Bylaws adopted by the Board of Directors for this Corporation.

ARTICLE IX

Bylaws

The Board of Directors of this Corporation shall adopt such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as such directors may deem necessary from time to time pursuant to the following terms unless stated otherwise in the Bylaws; Such initial Bylaws and any modified, amended, or alterations to the Bylaws shall be proposed by the Board of Directors and upon such proposal, shall be presented for adoption by a majority vote of the members present at the next Annual Meeting of the Corporation or at a special meeting called for that purposes, provided that for any meeting so called, at least twenty (20) days' notice in writing shall be given to such members, of the fact that Bylaws shall be adopted, modified, or altered is to be considered and that the context of any such Bylaws adoption, modifications, or alterations shall be stated in such notice. Any conflict between the Article of Incorporation and the Bylaws shall be construed in favor of the Bylaws as initially adopted and any amendments, modifications, or alterations thereof.

ARTICLE X

Amendments to Articles of Incorporation

Amendments to these Articles of Incorporation shall be proposed by the Board of Directors and upon such proposal, shall be presented for adoption by a majority vote of the members present at the

next Annual Meeting of the Corporation or at a special meeting called for that purposes, provided that for any meeting so called, at least twenty (20) days' notice in writing (which shall include email) shall be given to such members, of the fact that an amendment to the Articles of Incorporation is to be considered and that the context of any such amendment shall be stated in such notice.

ARTICLE XI

Registered Office and Agent

The name and address of the registered agent of this Corporation is J. Adam Albritton, Esq., whose address is 2901 W. 11th Street, Panama City, Florida 32401.

STATEMENT OF ACCEPTANCE BY REGISTERED AGENT

I, James D. Finch, hereby acknowledge that the undersigned individual or corporation accepts the appointment as initial Registered Agent of BAY COUNTY CONTRACTORS & ASSOCIATES, INC. the corporation which is named in this Article of Incorporation.


J. ADAM ALBRITTON, REGISTERED AGENT

ARTICLE XII

Initial Directors

1) Derwin R. White	4116 US HWY 231, Panama City, FL 32404
2) James D. Finch	1805 Tennessee Ave, Lynn Haven, FL 32444
3) Andrew Rowell	4116 US HWY 231, Panama City, FL 32404

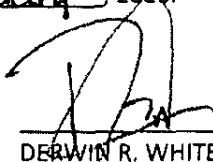
ARTICLE XIII

Initial Incorporator

The name and address of the initial incorporator of this Corporation is Derwin R. White whose address is 4116 US HWY 231, Panama City, FL 32404.

Wherever herein the singular number is used, the same shall include the plural, and the masculine gender shall include the feminine and neuter genders, and vice versa, as the content shall require. The sections and headings used herein are for reference and convenience only, and shall not enter into the interpretation hereof.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation on this 18th day of February, 2016.



DERWIN R. WHITE, INCORPORATOR
4116 US HIGHWAY 231
Panama City, Florida 32404

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 18th day of February, 2016 by DERWIN R. WHITE.

Personally Known ✓
OR Produced Identification _____
Type of Identification Produced _____

RECEIVED
16 APR 26 PM 1:14
CLERK OF COUNTY
TREASURER OF FLORIDA



NOTARY PUBLIC

(Print, Type or Stamp Name of Notary)

