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**FLORIDA PROFIT/NON PROFIT CORPORATION  
CENTRAL PINELLAS REPUBLICAN CLUB, INC.**

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**ARTICLES OF INCORPORATION  
OF  
CENTRAL PINELLAS REPUBLICAN CLUB, INC.**

The undersigned, acting as the Incorporator of this Corporation, not-for-profit, pursuant to Ch. 617, Fla. Stat., adopts the following Articles of Incorporation and states as follows:

**ARTICLE I**

**Name, Principal Place of Business and Mailing Address**

The name of this corporation is CENTRAL PINELLAS REPUBLICAN CLUB, INC., whose initial principal place of business and mailing address is located at: 12133 70<sup>th</sup> Avenue N., Seminole, FL 33772.

**ARTICLE II**

**Duration**

The term of existence 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**

**Purposes**

The purposes for which this corporation is organized shall be primarily to engage in activities related to the direct or indirect accepting of contributions and making of expenditures to influence or attempt to influence the selection, nomination election, or appointment of individuals to public office in the State of Florida who subscribe to the principles of the corporation.

The corporation is organized to be a not-for-profit corporation, and may engage only in those activities permitted to be carried on by a corporation exempt from Federal income taxes under Section 527 of the Internal Revenue Code or any section of any statute adopted in succession thereof including but not limited to:

- (1) accepting contributions;
- (2) sponsoring, participating in and conducting fundraisers to raise revenue to carry on the primary purposes of the corporation;
- (3) making contributions to candidates for elected public office in the State of Florida who subscribe to the principles of the corporation;
- (4) making electioneering communications as defined by Section 106.11, Florida

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Statutes, which are subject to disclaimer requirements as defined by Section 106.1439, Florida Statutes;

(5) gathering and analyzing data to carry on the primary purposes of the corporation;

(6) making voter education communications;

(7) mobilizing voters;

(8) employing staff, consultants, attorneys and accountants to carry out the purposes of the corporation and ensure that all regulatory provisions are abided by; and

(9) conducting such other related activities permitted to be conducted by an organization exempt from taxation pursuant to Section 527 of the Internal Revenue Code, as amended.

#### **ARTICLE IV** **Restriction**

No part of the net earnings of the 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 is empowered to pay reasonable compensation for services rendered by directors, officers, members and other private citizens 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 or other activities incurred in carrying out the objectives of the corporation.

#### **ARTICLE V** **Members**

The initial members of the corporation shall be the Officers and Board of Directors. Other classifications of membership may be 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** **Initial Registered Officers and Agent**

The street address of the initial registered office of this corporation is: 625 Court Street, Suite 200, Clearwater, FL 33756, and the name of the registered agent of this corporation at that address is: Todd A. Jennings, Esq.

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**ARTICLE VII**  
**Initial Board of Directors and Officers**

The numbers of persons constituting the Board of Directors of the corporation shall be established by the bylaws, but shall not be less than three (3). The bylaws shall provide the process for the election of Directors; provided, however, that the initial Directors shall be appointed by the Board of Directors of the Central Pinellas Republican Club, Inc.

There shall be no limit on the number of terms a Board member may serve unless provided otherwise in the bylaws. The term of office of Board members shall be stated in the bylaws. The Board of Directors 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.

Nothing herein shall be construed to preclude any Director from serving the corporation in any other capacity and receiving additional compensation therefore.

The bylaws may provide for an Executive Committee of the Board. The Board of Directors may establish other committees as may from time to time be determined necessary and appoint the membership on such committees.

**ARTICLE VIII**  
**Officers**

The corporation shall have at least the following initial officers:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Barbara Stephens,	12133 70th Avenue. N. Seminole, FL 33772	President
Dr. Robert Lawrence	1071 Donegan Road Largo, FL 33771	Vice President
Pam Hinds	8803 109 Street Seminole, FL 33772	Secretary
Joanne Taylor	6427 Evergreen Avenue Seminole, FL 33772	Treasurer

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And such other officers as may be provided for in the bylaws. The manner of selection of officers shall be provided for in the bylaws, provided, however, that the initial officers shall be appointed by the incorporator as above.

Any individual may hold more than one (1) office in this corporation. Duties of Officers shall be described in the bylaws.

**ARTICLE IX**  
**Indemnification of Officers and Directors**

Officers and Directors shall be indemnified by the corporation against all expenses and liabilities, including attorney's fees (including any incurred by appellate proceedings) reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office as provided for in the bylaws. 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 X**  
**Non-Stock Basis**

This corporation is organized on a non-stock basis.

**ARTICLE XI**  
**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 of 1954, 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 exclusive public purposes.

**ARTICLE XII**  
**Amendments**

These Articles of Incorporation may be amended by a majority vote of the Directors as provided in Section 617.1002(1)(b), Fla. Stat., at a meeting called for such purpose.

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ARTICLE XIII

Incorporator

The name and address of the original incorporator of this corporation is as follows:

Todd A. Jennings, Esq.  
625 Court Street  
Suite 200  
Clearwater, FL 33756

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 15<sup>th</sup> day of August, 2016



TODD A. JENNINGS, Authorized Representative

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SECRETARY OF STATE  
FLORIDA

**CERTIFICATE OF DESIGNATION**

**OF**

**REGISTERED AGENT/REGISTERED OFFICE**

THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT  
IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF  
FLORIDA.

1. The name of the corporation is:  
  
CENTRAL PINELLAS REPUBLICAN CLUB, INC.
2. The name and address of the registered agent and office is:

Todd A. Jennings, Esq.  
625 Court Street  
Suite 200  
Clearwater, Florida 33756

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.

Dated this 17<sup>th</sup> day of August, 2016.

  
\_\_\_\_\_  
TODD A. JENNINGS  
Registered Agent

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