

9/1/2017

Division of Corporations

Florida Department of State

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FLORIDA PROFIT/NON PROFIT CORPORATION

Manasota Chapter of the Building Officials Associati

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**Articles of Incorporation
of
Manasota Chapter of the Building Officials Association of Florida, Inc.**

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

These Articles of Incorporation are hereby adopted by the undersigned incorporator of this corporation for pecuniary profit under the Florida Not For Profit Corporation Act.

Article 1. Name and Location of Office(s)

1.1 **Name.** The name of the corporation shall be

Manasota Chapter of the Building Officials Association of Florida, Inc..

1.2 **Principal Office and Mailing Address.** The corporation's initial principal office shall be 1001 Sarasota Center Blvd., Sarasota, Florida 34240, and its initial mailing address shall be the same as its principal place of business. The corporation may change the foregoing addresses, transact business at other places within or without the State of Florida and establish branch offices within or without the State of Florida, all as the Board of Directors may from time to time determine.

Article 2. Commencement and Duration

2.1 **Commencement of Corporate Existence.** The corporation's existence shall commence on the filing hereof by the Department of State.

2.2 **Duration.** The corporation shall have perpetual existence, or until dissolved according to law.

Article 3. Purpose and Powers

3.1 **Purpose.**

(a) The corporation is organized exclusively for the purpose of establishing and operating a business league, chamber of commerce, real estate board, board of trade, or similar exempt organization within the meaning of section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws ("IRC section 501(c)(6)"), and to do everything necessary or convenient for the accomplishment of said purpose, and to do all other things incidental thereto or connected therewith that are not prohibited by law, and to carry out said purpose in any state, territory, district or possession of the United States or in any foreign country, to the extent not prohibited by law therein;

(b) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, members, trustees, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exclusive purposes set forth hereinabove.

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(c) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under IRC section 501(c)(6).

(d) Upon the dissolution of the corporation, the assets of the corporation shall be distributed exclusively for one or more exempt purposes or to one or more exempt organizations within the meaning of IRC section 501(c)(6). 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.

3.2 **Powers.** To the extent permitted by IRC section 501(c)(6), the corporation shall have and exercise all of the corporate powers enumerated in or otherwise permitted under applicable Florida corporation law.

Article 4. Membership

4.1 Membership.

The corporation shall have one or more classes of members. The designation of such class or classes, the qualifications and rights of the members of each class, any quorum and voting requirements for meetings and activities of the members, and notice requirements sufficient to provide notice of meetings and activities of the members shall be set forth in the bylaws.

Article 5. Directors and Officers

5.1 **Director(s).** The corporation shall have minimum of three directors, which number shall be set in accordance with the bylaws. The names, addresses and titles of the initial directors are:

<u>Title</u>	<u>Name/Address</u>
State Director	Carroll Dupree 1112 Manatee Ave. W. Bradenton, Florida 34205
Chapter Director	Kathleen Croteau 1001 Sarasota Center Blvd. Sarasota, Florida 34240
Chapter Director	Stanley Dinwoodie 1001 Sarasota Center Blvd. Sarasota, Florida 34240

5.2 **Initial Officer(s).** The names, addresses and titles of the initial officer(s) are:

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TALLAHASSEE, FLORIDA

<u>Title</u>	<u>Name/Address</u>
President	Kathleen Croteau 1112 Manatee Ave. W. Bradenton, Florida 34205
Secretary	Neil Mazzie 601 17 th St. W. Palmetto, Florida 34221
Treasurer	Guy McCauley 1001 Sarasota Center Blvd. Sarasota, Florida 34240

5.3 Manner of Director and Officer Election, Appointment, Resignation, Removal. The method of election, appointment, resignation and removal of directors and officers shall be stated in the bylaws.

5.4 Organizational Meeting. After the corporate existence begins an organizational meeting of any initial directors and/or incorporators, as the case may be, shall be held, at the call of a majority, to elect directors if needed, appoint officers, adopt bylaws, and transact other necessary business. The person(s) calling the meeting shall give 3 days' advance written notice of the time and place of the meeting to each person called.

5.5 Indemnification of Directors and Officers. The corporation shall indemnify any person who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative (whether or not by or in the right of the corporation), by reason of the fact that he or she is or was a director or officer of the corporation, against any and all expenses (including attorney fees and costs through all appeals), judgments, fines and amounts paid in settlement incurred by him or her in connection with such action, suit or proceeding, except for an officer or director who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his or her duties. Such right of indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such person. Notwithstanding any contrary provision in the articles, if any past or present officer or director sues the corporation, other than to enforce this indemnification, such past or present director or officer instituting such suit shall not have the right of indemnification hereunder in connection with such suit. The corporation is authorized to purchase insurance to provide funds for this indemnification, and, if such insurance is purchased but the proceeds of the same are not sufficient to cover the cost of indemnification, then the deficiency shall be paid from corporate funds. The amendment or repeal of this indemnification provision shall not adversely affect the rights of any past or present director or officer, unless such person waives these rights in writing. The directors and officers shall have an absolute right to this indemnification and they are intended to be third party beneficiaries of this indemnification provision.

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Article 6. General

6.1 **Amendment.** The Articles of Incorporation may be amended from time to time only by action of the Board of Directors and/or the members in accordance with applicable law.

6.2 **Initial Registered Agent and Office; Statement of Acceptance.** The initial Registered Agent for the corporation to accept service of process within the State of Florida shall be **Kathleen Croteau**. The initial Registered Office street address of the Registered Agent shall be 1001 Sarasota Center Blvd., Sarasota, Florida 34240. The initial Registered Agent hereby states that the Registered Agent is familiar with, and accepts, the obligations of this position.

6.3 **Incorporator(s).** The name and address of each incorporator executing this instrument is as follows: **Kathleen Croteau**, with an address of 1001 Sarasota Center Blvd., Sarasota, Florida 34240.

In Witness Whereof, the undersigned signed this instrument on
Sept 15th, 2017.

Registered Agent/Incorporator:


Kathleen Croteau

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