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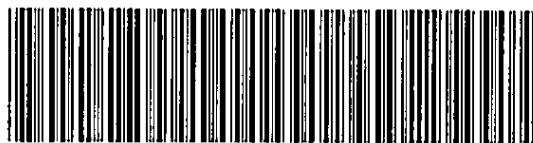
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# FOLDS & WALKER, LLC

ATTORNEYS AT LAW

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#LL.M. in Taxation

\*Also admitted in Missouri and Illinois

August 14, 2018

Secretary of State  
Division of Corporations  
Corporate Filings  
P. O. Box 6327  
Tallahassee, FL 32314

RE: Foster Florida, Inc.

Dear Sir or Madam:

Enclosed, please find the original and one (1) copy of the Articles of Incorporation for the above-referenced not for profit corporation, as well as a check in the amount of \$78.75 in payment of the following fees:

Filing Fee	\$ 35.00
Designation of Resident Agent	35.00
Certified Copy of Articles of Incorporation	8.75

After filing the original Articles of Incorporation, please certify the enclosed copy of the Articles of Incorporation and return said copy to me.

Sincerely,

FOLDS & WALKER, LLC



**ARTICLES OF INCORPORATION OF  
FOSTER FLORIDA, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION**

**ARTICLE ONE. NAME**

The name of this corporation is Foster Florida, Inc.

**ARTICLE TWO. STATEMENT OF CORPORATE NATURE**

This is a not for profit corporation organized solely for general charitable purposes pursuant to the Florida Not for Profit Corporation Act set forth in Chapter 617, Florida Statutes.

**ARTICLE THREE. GENERAL AND SPECIFIC PURPOSES**

- (a) The specific and primary purposes for which this corporation is formed are to administer and provide spiritual, financial, educational, nutritional, respite, counseling, and other related resources and support to front line foster families.
- (b) The general purposes for which this corporation is formed are to operate exclusively for such purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.
- (c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

**ARTICLE FOUR. TERM**

This corporation shall have a perpetual existence.

**ARTICLE FIVE. TRUSTEES AS MEMBERSHIP**

- (a) **Trustees as Membership.** The sole class of membership of this corporation shall be its trustees. The Trustees may create additional classes of membership.
- (b) **Rights and Liabilities of Members.** The members of this corporation shall have no right, title or interest whatsoever in its income, property or assets, nor shall any portion of such income, property or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities or obligations of the corporation and shall not be subject to any assessment

**ARTICLE SIX. INCORPORATORS**

The names and residence addresses of the incorporators of this corporation are as follows:

Lacy L. Basford	3525 NW 14 <sup>th</sup> Ave. Gainesville, Florida 32605
Kristy L. Sutton	525 SW 41 <sup>st</sup> Street Gainesville, Florida 32607

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STATE OF FLORIDA

**ARTICLE SEVEN. LOCATION OF PRINCIPAL OFFICE, AND  
IDENTIFICATION OF REGISTERED OFFICE AND AGENT**

- (a) The **physical address** of the principal office of the corporation is 3525 NW 14<sup>th</sup> Ave., Gainesville, Florida 32605; the **mailing address** of the principal office is 3525 NW 14<sup>th</sup> Ave., Gainesville, Florida 32605. The county in which Corporation's business is to be transacted is Alachua County, Florida.
- (b) The **registered office** of the corporation is 527 East University Ave., Gainesville, FL 32601, and the name and business office address of the corporation's **registered agent** is Folds & Walker, LLC, 527 East University Ave., Gainesville, FL 32601.

**ARTICLE EIGHT. BOARD OF TRUSTEES  
AND CORPORATE OFFICERS**

**Board of Trustees.** The number of trustees shall not be less than three (3) nor more than thirteen (13). The first trustees of the Corporation and their respective addresses are:

Lacy L. Basford	3525 NW 14 <sup>th</sup> Ave. Gainesville, Florida 32605
Kristy L. Sutton	525 SW 41 <sup>st</sup> Street Gainesville, Florida 32607
Jonathan C. Basford	3525 NW 14 <sup>th</sup> Ave. Gainesville, Florida 32605
Stephen Z. Sutton	525 SW 41 <sup>st</sup> Street Gainesville, Florida 32607
George Martin Wynkoop	30 Dune Street St. Augustine, FL 32080
Devin Keleen Boyd	2219 NW 29 <sup>th</sup> Street Gainesville, FL 32605
Andrew Thomas Boyd	2219 NW 29 <sup>th</sup> Street Gainesville, FL 32605
James Colby McKenzie	9818 SW 24 <sup>th</sup> Ave. Gainesville, FL 32607
Jennifer Burgess	3827 NE 12 <sup>th</sup> Street Gainesville, FL 32609
David Marshall Robertson	9523 SW 33 <sup>rd</sup> Lane Gainesville, FL 32608

The trustees named herein as the first board of trustees shall hold office until the first meeting of the board of trustees to be held on or before April 1, 2019, or at such other date and time as the board of trustees shall designate, at the offices of the Corporation at which time an election of trustees shall be held. Annual meetings of the board of trustees shall be held prior to April 1st of each year at the principal office of the corporation or at such other place or places as the board of trustees may designate from time to time.

The trustees shall be divided as equally as the total number of trustees will permit into three (3) classes. The Class One trustees shall serve until the annual election of trustees in 2019; Class Two trustees shall serve until the annual election of trustees in 2020; and Class Three trustees shall serve until the annual election of trustees in 2021. At each succeeding annual election of trustees, the trustees elected to succeed those whose terms have expired shall serve until the annual election of trustees which takes place in the third year following their election. If the number of trustees has changed, any increase or decrease shall be apportioned among the classes so as to make all classes as nearly equal in number as possible.

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IN AND FOR THE STATE  
OF FLORIDA  
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Any action required or permitted to be taken by the board of trustees under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents 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 trustees. 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 trustees without a meeting and that the articles of incorporation of this corporation authorize the trustees to so act. Such a statement shall be *prima facie* evidence of such authority.

The name of each such first member of the board of trustees and such member's class is as follows:

<u>Trustee</u>	<u>Class</u>
Lacy L. Basford .....	Three
Kristy L. Sutton .....	Three
George Martin Wynkoop .....	Three
David Marshall Robertson .....	Three
VACANT.....	Three
Jonathan C. Basford .....	Two
Stephen Z. Sutton .....	Two
Devin Keleen Boyd .....	Two
VACANT.....	Two
Jennifer Burgess.....	One
Andrew Thomas Boyd.....	One
James Colby McKenzie.....	One
VACANT.....	One

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**Corporate Officers.** The board of trustees shall elect the following officers: chairman, vice-chairman, president, and secretary/treasurer, and such other officers as the bylaws of this corporation may authorize the trustees to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of trustees. Until such election is held, the following persons shall serve as corporate officers:

<u>Trustee</u>	<u>Office</u>
Lacy L. Basford	President
Kristy L. Sutton	Vice-President
Stephen Z. Sutton	Secretary
Jonathan C. Basford	Treasurer

#### ARTICLE NINE. BYLAWS

Subject to the limitations contained in the bylaws, and any limitations set forth in the Florida Not For Profit Corporation Act, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of trustees or by following the procedure set forth therefor in the bylaws.

#### ARTICLE TEN. DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to the purposes set forth in Articles thence hereof and no part of the net income or assets of this corporation shall ever inure to the benefit of any trustee, officer, or member thereof, or to the benefit of any private individual.

#### ARTICLE ELEVEN. DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for educational purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.


#### ARTICLE TWELVE. DISTRIBUTION OF INCOME AND PROHIBITED TRANSACTIONS

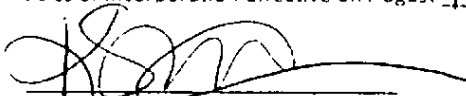
- (a) **Distribution of Income.** The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax law.
- (b) **Self-Dealing.** The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax law.
- (c) **Excess Business Holdings.** The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
- (d) **Investments Jeopardizing Charitable Purpose.** The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
- (e) **Taxable Expenditures.** The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax law.

#### ARTICLE THIRTEEN. AMENDMENT OF ARTICLES

Amendments to these articles of incorporation may be purposed by a resolution adopted by the board of trustees and presented to a quorum of members for their vote. Amendments may be adopted by the vote of two-thirds of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this nonprofit charitable corporation under the Laws of Florida have executed these Articles of Incorporation effective on August 14, 2018.

  
Lacy L. Basford, Incorporator

  
Kristy L. Sutton, Incorporator

#### ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts appointment as Registered Agent of Foster Florida, Inc., as designated in the foregoing Articles of Incorporation. I am familiar with the appointment as registered agent and agree to act in this capacity.

Folds & Walker, LLC  
527 East University Avenue  
Gainesville, Florida 32601

DATED this 14<sup>th</sup> day of August 2018.

FOLDS & WALKER, LLC

  
BY: S. SCOTT WALKER, ITS MANAGING MEMBER  
Registered Agent