

N180000013288

Robert A Douglas

(Requestor's Name)

125 S Gadsden St

(Address)

(Address)

Tallahassee FL 32301

(City/State/Zip/Phone #)

850 224 7121

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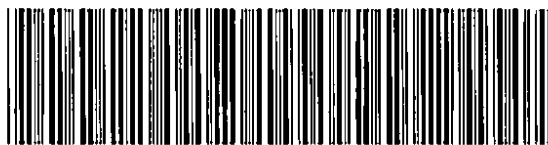
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DEPARTMENT OF REVENUE
DIVISION OF CORPORATE TAXES
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

18 DEC 21 PM 6:32

FILED

**Articles of Incorporation
of
American Council of Engineering Companies of Florida, Inc.**

In compliance with the requirements of Chapter 617, *Florida Statutes*, the undersigned Incorporator, being a resident of the State of Florida and of legal age, hereby files these Articles of Incorporation in order to form a not-for-profit corporation (the "Corporation") under the laws of the State of Florida.

**ARTICLE I
CORPORATION NAME AND PRINCIPAL OFFICE ADDRESS**

Name: American Council of Engineering Companies of Florida, Inc.
Street Address: 125 South Gadsden Street
City, State Zip: Tallahassee, Florida 32301

**ARTICLE II
CORPORATE PURPOSE**

The Corporation shall be organized as a not-for-profit corporation under Chapter 617, *Florida Statutes*. This corporation does not contemplate pecuniary gain or profit to the members thereof. This corporation is organized and shall be operated exclusively as a business league 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); and within such limits, to administer and expend funds for the purpose of furthering the private practice of Consulting Engineering, the protection of the public safety and welfare, the furthering of satisfactory business relations of its members with their clients, the maintenance of a high professional standard, the interchange of business experience, and the promotion of the cordial relations among its members.

**ARTICLE III
STOCK/MEMBERS**

The Corporation shall not issue shares of stock but shall consist of non-stock owning members who shall be admitted as set forth in the bylaws of the Corporation. The Corporation shall have membership. Members shall have the right to vote as set forth in the Bylaws.

**ARTICLE IV
LIMITATIONS**

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the Corporation shall inure to any member of the Corporation not qualifying as exempt under Section 501(c)(6) of the Internal Revenue Code, nor to any director or officer of the Corporation, nor to any other private persons, excepting solely such reasonable compensation that the Corporation shall pay for

services actually rendered to the Corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the Corporation.

2. Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal laws.

ARTICLE V **INCORPORATOR**

Name: Robert Allen Douglas
Street Address: 353 West Horseshoe Road
City, State Zip: Tallahassee, Florida 32317

ARTICLE VI **TERM OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law. Upon dissolution of the Corporation, after all debts, obligations and liabilities are paid, remaining assets will be distributed to another organization with similar purposes and activities that is exempt from federal income taxation under section 501(c)(6) or 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VII **REGISTERED AGENT AND ADDRESS OF REGISTERED AGENT**

Registered Agent: Robert Allen Douglas
Street Address: 125 South Gadsden Street
City, State Zip: Tallahassee, Florida 32301

ARTICLE VIII **NUMBER AND ELECTION OF DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of at least twelve persons, the exact number to be determined in compliance with the Bylaws. The directors shall be elected as provided in the bylaws.

ARTICLE IX **OFFICERS**

The Corporation shall have a President, a President-Elect, a Vice President, and a Treasurer.

ARTICLE X
TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

10.1 No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's Directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such Director (s) or officer (s) are present at or participate in the meeting of the board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

- 1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose, without counting the votes or consents of such interested Director or Directors; or
- 2) The fact of such relationship or interest is disclosed or known to the members entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or
- 3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized.

10.2 Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

10.3 The Board shall not approve a transaction, which would result in an excess benefit transaction under section 4958 of the Internal Revenue Code as amended.

ARTICLE XI
INDEMNIFICATION OF DIRECTORS AND OFFICERS

11.1 The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer, employee, or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interest of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement,

conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

11.2 Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of members who were not parties to such action, suit or proceeding.

11.3 The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provision of paragraph (a) above upon a preliminary determination by the Board of Directors that such person has met the application standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, counsel chosen by it and not objected to in writing for valid reasons by such person shall conduct such defense. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

11.4 The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

ARTICLE XII

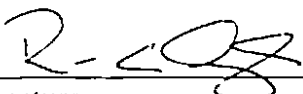
FINANCIAL INFORMATION

Except to the extent required by any agreement between the Corporation and its members, or as required by law, the Corporation shall not be required to prepare and provide a balance sheet or a profit and loss statement to its members, nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the members each year hereafter unless a resolution to the contrary has been adopted by the members.

ARTICLE XIII
AMENDMENTS

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon members hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has caused these presents to be executed as of the 21 day of Dec, 2018.



Signature

Robert A Douglas

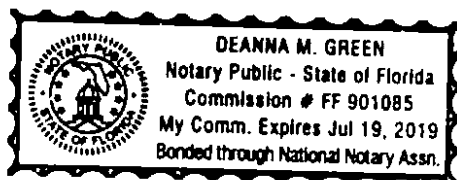
Print Name

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me, being duly authorized in the State and County aforesaid, to take acknowledgements, this 21ST day of DECEMBER 2018 by ROBERT A. DOUGLAS, who is [☒] personally known to me or [☐] who produced PERSONALLY KNOWN as identification.

NOTARY SEAL:

DM Green
Notary Public, State of Florida



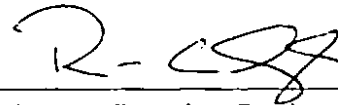
**CERTIFICATE DESIGNATING REGISTERED
AGENT FOR SERVICE OF PROCESS**

Pursuant to Chapters 48 and 617, *Florida Statutes*, the following is submitted in compliance with said Chapters.

American Council of Engineering Companies of Florida, Inc., desiring to organize as a not-for-profit corporation under the laws of the State of Florida, with its registered office at 125 South Gadsden Street, Tallahassee, Florida 32301, has named Robert Allen Douglas, located at the above registered office, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated not-for-profit corporation at the office designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Acts and Chapters relative to keeping open said office.



Robert A. Douglas, Registered Agent

Dated: 12/21/18

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TALLAHASSEE, FLORIDA