

N23000002743

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

(Business Entity Name)

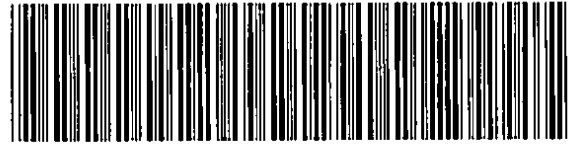
(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

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SECRETARY OF STATE
ALABAMA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 11, 2023

CAPITAL CONNECTION, INC.

SUBJECT: THE BUILDING INDUSTRY ASSOCIATION OF
OKALOOSA/WALTON FOUNDATION, INC.
Ref. Number: W23000033349

We have received your document for THE BUILDING INDUSTRY ASSOCIATION OF OKALOOSA/WALTON FOUNDATION, INC.. However, the document has not been filed and is being returned for the following:

The designation of the registered agent must be at a Florida street address.

If you have any further questions concerning your document, please call (850) 245-6000.

Summer Chatham
Regulatory Specialist III
Director's Office

Letter Number: 323A00005712

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ALLAHSSAID

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

THE BUILDING INDUSTRY ASSOCIATION OF OKALOOSA...

Please Debit I20000000257 For: 78.75

Thank you Seth Neeley



- ☐ Art of Inc. File _____
- ☐ LTD Partnership File _____
- ☐ Foreign Corp. File _____
- ☐ L.C. File _____
- ☐ Fictitious Name File _____
- ☐ Trade/Service Mark _____
- ☐ Merger File _____
- ☐ Art. of Amend. File _____
- ☐ RA Resignation _____
- ☐ Dissolution / Withdrawal _____
- ☐ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- ☐ Photo Copy _____
- ☐ Certificate of Good Standing _____
- ☐ Certificate of Status _____
- ☐ Certificate of Fictitious Name _____
- ☐ Corp Record Search _____
- ☐ Officer Search _____
- ☐ Fictitious Search _____
- ☐ Fictitious Owner Search _____
- ☐ Vehicle Search _____
- ☐ Driving Record _____
- ☐ UCC 1 or 3 File _____
- ☐ UCC 11 Search _____
- ☐ UCC 11 Retrieval _____
- ☐ Courier _____

Signature

Requested by: SETH

03/10/23

Name

Date

Time

Walk-In

Will Pick Up

**ARTICLES OF INCORPORATION
OF
THE BUILDING INDUSTRY ASSOCIATION OF OKALOOSA/WALTON
FOUNDATION, INC.
(A Florida Corporation Not-For-Profit)**

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TALLAHASSEE
STATE

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ARTICLE I – NAME:

The name of this corporation is The Building Industry Association of Okaloosa/Walton Foundation, Inc., (hereinafter referred to as the “Corporation”).

ARTICLE II – DURATION:

The Corporation shall exist perpetually, commencing upon filing with the Secretary of State of these Articles of Incorporation.

ARTICLE III – PURPOSE:

The specific purposes for which this not-for-profit corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law and, in furtherance of these purposes, the corporation may:

a) Encourage the making of gifts, good deeds and other donations for the assistance, advancement and strengthening of the building trades of the greater Okaloosa/Walton County area. This foundation shall primarily support and assist the Building Industry Association of Okaloosa/Walton in its community development and educational activities.

b) Encourage, solicit, receive, and administer gifts, bequests, donations, and good deeds, by deed, will or otherwise, for the advancement of corporate purposes.

c) Take, receive, own, hold, administer, distribute, and dispose of property, gifts, or donations of all kinds, whether owned by it or others, whether real, personal, or mixed, acquired by gift, bequest, devise or otherwise, for the advancement, promotion, extension or maintenance of such causes and objects.

d) Acquire by lease, option, purchase, gift, grant, devise, or conveyance, or otherwise to hold, enjoy, possess, rent, lease, and sell real property or any interest in real property as may be deemed in the interest of the corporation.

e) Acquire by option, purchase, gift, grant, bequest and transfer, or otherwise to hold, enjoy, possess and pledge its security, sell, lease, transfer or in any manner dispose of personal property of any class or description whatsoever to retain any property, investments or securities; to invest any and all funds coming into the hands of the corporation in such property, investments or securities as the directors of the corporation in their discretion may deem advisable, whether or not the same may be currently producing income and whether or not the same are, or may be authorized or deemed property for investment of trust funds under the Constitution or laws of the State of Florida or of the United States: to convert real property owned by the corporation into personal property and personal property into real property; to improve or cause or permit real property to be improved and to abandon any property which the directors of the corporation deem to be without substantial value; to manage and control any shares of stock, certificates of interest, bonds or other securities of any corporation, trust or association and with respect to the same to concur in any plan, scheme or trust or association and

with respect to the same to concur in any plan, scheme or arrangement for the consolidation, merger, conversion, recapitalization, reorganization or dissolution of the lease or other disposition of the properties of any such corporation trust or association, the securities of which are held by this corporation, and as owner thereof to vote, or give or grant proxy or proxies to vote, any security of any corporation, trust or association held by this corporation at any meeting of the holders of the same class of security of the issuing entity, and generally, in all respects to exercise all of the rights of ownership therein.

Borrow money to be used by it in payment of property bought by it, or for erecting buildings, making improvements and for other purposes germane to the projects of its creation, and to secure the repayment of the money thus borrowed by mortgage, pledge, or deed of trust, but no trust asset may be pledged or committed in a manner that would violate the trust upon which held.

f) Do and perform all other acts and things which may be incidental to and come legitimately within the scope of any and all the foregoing objects and purposes or which may be necessary or appropriate for the carrying out and accomplishing of any and all of the foregoing objects and purposes, and subject to the limitations herein above or hereinafter expressed to have and exercise all rights and powers not conferred or which may hereafter be conferred on corporations not for profit under the laws of the State of Florida.

g) Anything herein contained to the contrary notwithstanding, the corporation shall not be operated for private profit and no part of the assets or the net earnings of the corporation shall at any time inure to the benefit of any private shareholder, member, director, or officer, or be applied to the activities and carrying on propaganda or attempting to influence legislation; and no part of the assets or the net earnings of the corporation shall at any time be applied to any purposes other than charitable, scientific, or educational.

h) The foregoing clauses shall be construed equally as objects, purposes, and powers and the foregoing enumeration of specific objects, purposes and powers are not construed or held to limit or restrict in any manner the powers of the corporation as expressly conferred by law, except as expressly stated herein.

ARTICLE IV – NON-STOCK CORPORATION:

This Corporation is organized on a non-stock basis pursuant to the provisions of Chapter 617, Florida Statutes.

ARTICLE V – MEMBERSHIP:

Membership in the Corporation shall be established and regulated by the By-Laws of the Corporation.

ARTICLE VI – INITIAL PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT:

The initial principal office, mailing, and registered agent's address is 1980 Lewis Turner Blvd., Fort Walton Beach, FLORIDA 32547, and the initial registered agent of the Corporation is Alan Baggett.

ARTICLE – INITIAL BOARD OF DIRECTORS:

The Corporation shall have five (5) directors initially. The number of directors may be either increased or diminished from time to time as set forth in the By-Laws but shall never be less than five (5). The Directors shall be elected by the membership of the Corporation at its

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JACKSONVILLE, FL

annual meeting or as prescribed in the By-Laws. The names and addresses of the initial directors of the Corporation are:

1. Rick Goff, 4980 S. Ferdon Blvd., Crestview, FL 32536
2. Jason Carducci, 204A Bob Sikes Blvd., Fort Walton Beach, FL 32547
3. Terry Hymel, PO Box 725, Destin, FL 32540
4. Carmela Bell, 35000 Emerald Coast Pkwy, Destin, FL 32541
5. Jeremy Stewart, PO Box 1918, Crestview, FL 32536

ARTICLE VIII – INCORPORATION:

The name and address of the signing these Articles is as follows: Alan Baggett, 1980 Lewis Turner Blvd, Fort Walton Beach, Florida 32547.

ARTICLE IX – BY-LAWS:

The Board of Directors of this Corporation shall provide By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time. Upon proper notice, the By-Laws may be amended, altered, or rescinded by a two-thirds (2/3) vote of all of the members of the Board of Directors of the Corporation at any regular or special meeting called for that purpose.

ARTICLE X – POWERS:

In order to promote the purposes of the Corporation, it may acquire property by grant, gift, purchase, devise or bequest, and hold, maintain, repair, improve and dispose of such property as the Corporation shall require for the benefit of its members and not for pecuniary profits, and it shall have all corporate powers enumerated in Chapter 617 of the Florida Statutes, which powers are specifically incorporated herein by reference.

The Corporation is further empowered to indemnify any directors or officers or former directors or officers of the Corporation, or any person who may have served at its request as a director or officer of another corporation, whether for profit or not-for-profit, against any liability, damages and expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which they are made a party by means of being or having been such director or officer except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding, to be liable for negligence or misconduct in the performance of his or her duty; but such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any by-laws, agreements, vote of the Board of Directors or members, or otherwise.

ARTICLE XI – AMENDMENT OF ARTICLES:

Upon proper notice, these Articles of Incorporation may be amended by a two-thirds (2/3) vote of all of the members of the Board of Directors of the Corporation at any regular or special meeting called for that purpose.

ARTICLE XII – CHARITABLE RESTRICTIONS AND LIMITATIONS:

A. No part of the net earnings of the Corporation shall inure to the benefits of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services

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rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or participation in, or intervening in (including the publishing or distribution of statements) any political campaign for or against any candidate for public office.

C. Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by:

- (i) A not-for-profit corporation under Chapter 617, Florida Statutes, or any other corresponding provision of any future Florida Statute; or,
- (ii) any corporation, contributions to which are deductible under Section 179(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law; or,
- (iii) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE XIII – DISTRIBUTION OF ASSETS UPON DISSOLUTION:

Upon the dissolution of this Corporation, all of its assets, remaining after payment of all costs and expenses of such dissolution, shall be distributed to organizations which themselves are exempt as organizations described under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or to the Federal Government, or to a State or local government, for a public purpose, and none of the assets shall be distributed to any member, officer, or Director of the Corporation.

ARTICLE XIV – NON-DISCRIMINATION:

This corporation is committed to the concepts of equity and equal opportunity and commits itself not to discriminate on the basis of race, color, religion, sex, age, national origin, or handicap in the exercise of its operations and/or activities.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 8th day of March 2023 for the purpose of forming this corporation not-for-profit under the laws of the State of Florida.

WITNESSES:

Olivia A. Stone

Print Name: Olivia A. Stone

Katherine Schickedanz

Print Name: Katherine Schickedanz

INCORPORATOR:

Alan Baggett

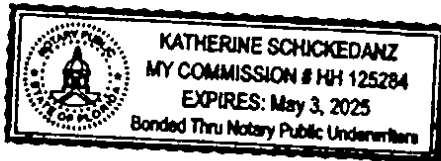
Print Name: Alan Baggett

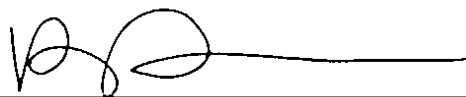
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SECRETARY OF STATE
TALLAHASSEE, FL

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 8th day of March 2023 by **Alan Baggett**, Manager of The Building Industry Association of Okaloosa/Walton Foundation, Inc., a Florida Not-For-Profit Corporation, who ☐ is personally known or ☒ has produced a Florida Drivers License as identification.

[Seal]




Notary Public

Print Name: Katherine Schickedanz

My Commission Expires: May 3, 2025

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

DESIGNATION OF REGISTERED AGENT

Pursuant to Section 617.0501, Florida Statutes, the following statement is submitted:

The Building Industry Association of Okaloosa/Walton Foundation, Inc. a FL not for profit corporation duly organized and existing under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, has named:

Alan Baggett, 1980 Lewis Turner Blvd., Fort Walton Beach, FL 32547

as its registered agent to accept service of process in the State of Florida.

ACCEPTANCE BY THE REGISTERED AGENT

I, Alan Baggett, hereby accept appointment as Registered Agent for The Building Industry Association of Okaloosa/Walton Foundation, Inc., and do hereby understand and accept the obligations of the position. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I acknowledge my acceptance with my signature below on this 8th day of March 2023.


Alan Baggett, Registered Agent

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