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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (If known):

1 Monroe County Citizens For Better (Corporation Name) Government, Inc. (Document #)

2 \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

3 \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

4 \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R A, Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

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FILED  
MAY 16 PM 12:54  
TALLAHASSEE, FLORIDA

RECEIVED  
MAY 16 AM 11:21  
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION  
OF  
MONROE COUNTY CITIZENS FOR BETTER GOVERNMENT, INC.**

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The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617 FLA.STAT. and certify as follows:

**ARTICLE I  
NAME**

The name of this corporation ("Corporation") is: MONROE COUNTY CITIZENS FOR BETTER GOVERNMENT, INC.

**ARTICLE II  
PURPOSES**

The purposes for which the Corporation is organized are:

To promote better government in Monroe County, Florida in particular, and the State of Florida in general, including undertaking such activities as will foster better government.

To promote the common interests of all citizens and property owners in Monroe County, Florida.

To promote the standards of ethical conduct in government.

To encourage and foster ethical, honest and fair conduct on the part of elected and appointed officials and to advocate the legal and fair treatment by all levels of government of the citizens of Monroe County.

To disseminate information and promote knowledge about proposed laws, rules and policies affecting the citizens of Monroe County, Florida.

To protect and preserve the rights guaranteed to all citizens by the Constitution of the State of Florida and the Constitution of the United States of America.

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To engage in any other legal related activities as may be in the best interest of the corporation and its membership.

In furtherance of the foregoing, the corporation shall be authorized to:

(a) Receive assistance, money (as grants or otherwise), real or personal property and any other for of contribution, gift, bequest or devise from any person, firm or corporation, to be utilized in the furtherance of the objects for contributions to the Corporation for its objects and purposes, provided however, that gifts shall be subject to acceptance by the Board of Directors as required by law.

(b) To establish an office and employ such assistants and clerical force as may be necessary and proper in the judgment of the Board of Directors, and pay reasonable compensation for the services of such persons.

(c) To distribute, in the manner, form and method, and by the means determined by the Board of Directors of this Corporation, any and all forms of contributions received by it in carrying out the programs of the Corporation in furtherance of its states purposes. Money and real or personal property contributed to the Corporation in the furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purposes.

(d) To invest and reinvest surplus funds in such securities and properties as the Board of Directors may from time to time determine.

(e) To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or

otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership

(f) To contract and be contracted with, and to sue and be sued.

(g) To adopt and use a Corporation seal containing the words "corporation not for profit", if desired and deemed necessary; but, this shall not be compulsory unless required by law.

(h) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this Corporation is formed; and in general, to have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.0302 of the Florida Statutes.

(i) All of the above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Corporation.

(j) Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised, construed and limited in their application to accomplish the purposes for which this Corporation is formed.

(k) The activities of the corporation shall be consistent with Section 501(c)(3) of the Internal Revenue Code.

### **ARTICLE III** **MEMBERSHIP**

A. Membership in the Corporation shall be open to anyone over the age of 18 years who qualifies by being approved by a majority of the Board of Directors and who has a bona fide

interest in the purposes and objectives of the Corporation. "Bona fide interest" shall be determined by the Board of Directors.

B. The Bylaws shall prescribe the manner of admission and duration of membership in the Corporation.

#### ARTICLE IV *TERM OF EXISTENCE*

This Corporation shall have perpetual existence.

#### ARTICLE V *OFFICERS AND DIRECTORS*

A. The affairs and business of the Corporation shall be administered by a Board of Directors consisting of not less than Three (3) nor more than Five (5) members and such additional ex officio members as herein designated. The Bylaws shall prescribe the number and manner of election of the members of the Board of Directors and their respective terms of office. The Board of Directors shall be empowered to carry into execution the policies determined by the members of the Corporation.

B. The officers of the Corporation shall be a President, Vice President, a Secretary and a Treasurer, all of whom shall also serve, ex officio, as members of the Board of Directors. Except as hereinafter provided, the officers shall be elected annually by the members of the Corporation from the body of the membership for a term of One (1) calendar year. The President Elect shall automatically succeed to the office of the President. If the President resigns, dies or

becomes permanently unable to serve or is removed from office, the Vice President shall automatically succeed to the office of President for the balance of the President's term. Should the Board of Directors declare a vacancy in any office, such vacancy shall be filled by a majority vote of the Board of Directors. The officer who would have otherwise succeeded to such office shall be disqualified from voting on the vacancy, but shall not be disqualified from seeking the nomination and election by the members. All officers shall hold office until their successors are elected and qualified.

**ARTICLE VI**  
***REGISTERED AGENT***

The registered office of the Corporation is 9705 Overseas Highway, Marathon, Florida 33050 and the registered agent of the Corporation at that address is Neta L. Seiber, Esq.

**ARTICLE VII**  
***MAILING ADDRESS***

The mailing address of the Corporation is:

P.O. Box 428  
Mile Marker 22.8 - U.S. Highway 1  
Cudjoe Key, FL 33042

**ARTICLE VIII**  
***DIRECTORS' AND OFFICERS' COMPENSATION AND INDEMNIFICATION***

A.     **Compensation.**     A director of the Corporation shall not receive compensation, directly or indirectly, for services as a director. An officer of the Corporation shall not receive compensation, directly or indirectly, for services as an officer of unless employed by the Board of Directors as: (i) a member of the administrative staff of the Corporation, or (ii) for compensable services rendered in other capacities. These prohibitions shall not preclude reimbursement of a director, officer, or duly appointed committee member for expenses or advances made for the Corporation that are reasonable in character and amount not for compensable services rendered in other capacities and approved for payment in the manner provided by the Bylaws.

B.     **Indemnification.**     Every director and officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeal thereof) to which a director or officer may be a party or may become involved by reason of being a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of, or liable for, willful misfeasance or willful malfeasance in the performance of duties; provided that in the event of a settlement before entry of a judgment, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled by law. Appropriate liability insurance may be

provided for every officer, director and agent of the Corporation in amounts determined from time to time by the Board of Directors of the Corporation.

C. Interest of Directors and Officers in Contracts. Any contract, whether for compensation or otherwise, or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and one or more of its directors or officers, or between the Corporation and any firm of which one or more of its directors or officers are stockholders or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its directors or officers are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such directors, officer or officers, at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known in writing to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by vote of majority of the Directors present, such interested director or directors, officer or officers to be counted in determining whether a quorum is present but not be counted in calculating the majority of such quorum necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.



**ARTICLE IX**  
***NON-PROPRIETY LIMITATIONS***

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the members, directors or officers of the Corporation, or to any other private person. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes as set forth herein.

**ARTICLE X**  
***DISPOSITION OF ASSETS***

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, and complying with all contractual obligations of the Corporation, dispose of all of the assets of the Corporation in accordance with applicable state statutes as may be determined by the Board of Directors.

**ARTICLE XI**  
***BYLAWS AMENDMENTS***

The Bylaws of the Corporation shall be made, altered, repealed or rescinded by a two-thirds ( $\frac{2}{3}$ ) vote of the regular members of the Corporation present and voting at any annual, regular or special meeting, but in the manner specified in the Bylaws themselves.

**ARTICLE XII**  
**ARTICLES OF INCORPORATION AMENDMENTS**

These Articles of Incorporation may be amended by a two-thirds ( $\frac{2}{3}$ ) vote of the regular members present and voting at any regular or at any special meeting called for this purpose, provided written notice of the contents of the proposed amendments shall have been mailed to the members not less than Ten (10) days in advance of such meeting, provided a quorum as defined by the Bylaws shall be present.

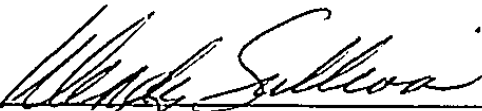
**ARTICLE XIII**  
**INCORPORATORS**

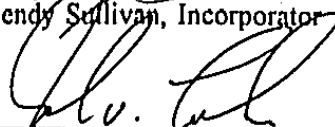
The names and addresses of the persons signing these Articles are:

Wendy Sullivan  
P.O. Box 428  
Summerland Key, FL 33042

John Larkin  
P.O. Box 38  
Big Pine Key, FL 33043

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 14<sup>th</sup> day of May, 1996.

By:   
Wendy Sullivan, Incorporator

By:   
John Larkin, Incorporator

STATE OF FLORIDA       )  
                                  )ss  
COUNTY OF MONROE     )

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared WENDY SULLIVAN and JOHN LARKIN, well known to me and known to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation, freely and voluntarily and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid this 14<sup>th</sup> day of May, 1996.

My Commission Expires:



JOSEPH P. GLENN  
MY COMMISSION # CC302797 EXPIRES  
July 19, 1997  
BONDED THRU TROY FARM INSURANCE, INC.

Joseph P. Glenn  
NOTARY PUBLIC, State of Florida  
Joseph P. Glenn  
Printed Name

### CERTIFICATE

Designating place of business for the service of process within Florida, naming agent upon whom process may be served, in compliance with Section 48.091, FLA.STAT., the following is submitted:

FIRST: That MONROE COUNTY CITIZENS FOR BETTER GOVERNMENT, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at P.O. Box 428, Mile Marker 22.8 - U.S. Highway 1, County of Monroe, Cudjoe Key, FL 33042 has named Neta L. Seiber, Esq., 9705 Overseas Highway, Marathon, County of Monroe, State of Florida 33050 as its registered agent to accept service of process with Florida.

By: Wendy Sullivan  
Wendy Sullivan, Incorporator

By: J. V. Larkin  
John Varkin, Incorporator

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

Neta L. Seiber  
Neta L. Seiber, Esq.

May 15, 1996  
Date

FILED  
96 MAY 16 PM 12:54  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA