

LAND & KNIGHT

1980000251

Registered Name
 5 SOUTH PALM COURT
 Address
 Tallahassee, Florida 32301

City/State/Zip Phone #
 224-7000

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Association of Sister Cities of Florida
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #) **900002402579--4**
 -01/16/98--01005--023
 ****122.50 ****122.50
4. _____
 (Corporation Name) (Document #)

- ☒ Walk in
 ☒ Pick up time _____
 ☐ Certified Copy
☐ Mail out
☐ Will wait
☐ Photocopy
☐ Certificate of State

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<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

FILED
 98 JAN 16 AM 11:32
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
RECEIVED
 98 JAN 16 AM 9:55
 DIVISION OF CORPORATION

1/16/98

Examiner's Initials	
---------------------	--

**ARTICLES OF INCORPORATION
FOR
ASSOCIATION OF SISTER CITIES OF FLORIDA, INC.
(A Nonprofit Corporation)**

FILED
98 JAN 16 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of ASSOCIATION OF SISTER CITIES OF FLORIDA, INC., a nonprofit corporation, under Chapter 617, Florida Statutes, submits the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is: ASSOCIATION OF SISTER CITIES OF FLORIDA, INC.

ARTICLE II. ADDRESS

The address of the corporation's principal office is 4912 East White Oak Drive, Lakeland, Florida 33813.

ARTICLE III. DURATION AND COMMENCEMENT

The corporation will exist perpetually, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE IV. TYPE OF CORPORATION

The corporation shall be a corporation not for profit and shall have neither capital stock nor stockholders.

ARTICLE V. PURPOSES

The purposes for which the Corporation is organized are exclusively charitable, scientific, or educational, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue Law (the "Code"). Within the scope of the foregoing, the purposes for which the corporation is organized include, but are not limited to:

(a) to create a force for international cooperation and understanding through people to people relationships within the state of Florida, through various exchange programs and geographic interest;

- Florida;
- (b) to develop active and strong Sister Cities' programs for the State of
- (c) to promote and develop Sister Cities' activities in Florida;
- (d) to provide a forum for communications and interaction among Sister Cities in Florida;
- (e) to help identify statewide organizations and resources which can be of value to local committees;
- (f) to provide liaison between Sister Cities International and local Sister City organizations and to facilitate the process of communication and information transfer between the local, national and international levels;
- (g) to involve youth and young adults;
- (h) to provide and coordinate state meetings and address global concerns; and
- (i) to exercise all the corporate powers now or hereafter provided by the laws of the State of Florida applicable to corporations not for profit, and specifically including the powers specified in Section 617.0302, Florida Statutes, and all amendments thereto, pertaining to corporations not for profit in the State of Florida, except where the same would cause the Corporation to violate any of the provisions contained in Article VI.

ARTICLE VI. PROHIBITED ACTIVITIES

Notwithstanding any other provisions of these Articles of Incorporation:

- 1) No substantial part of the activities of the Corporation shall ever be to carry on propaganda, or otherwise to attempt to influence legislation, except to the extent permitted pursuant to an election made under Section 501(h) of the Code, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.
- 2) The Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation qualifying for exemption from federal income tax as an organization described by Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(1) or (2) of the Code.
- 3) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, unless such officer,

director or other person is itself an organization qualifying for exemption for federal income tax as an organization described in Section 501(c)(3) of the Code; provided, however, 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 purposes set forth in Article V.

ARTICLE VI. MEMBERS

The authorized number and qualifications of members of the Corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues or assessments and the method of collection thereof, shall be set forth in the Bylaws.

ARTICLE VII. DIRECTORS

The affairs of the Corporation shall be managed by a board of directors composed of not less than three (3) persons. The Corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws.

The Directors named below shall serve until the first election of directors as provided in the bylaws and any vacancies in their number occurring before the first election shall be filled by the remaining Directors. Thereafter, Directors shall be elected in accordance with the bylaws at the regular annual meetings of the Corporation. The names and street addresses of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Pat Buchanan	4912 East White Oak Drive Lakeland, FL 33813
William (Bill) McDermott	2016 Clubhouse Road Lakeland, FL 33813
W. R. "Ron" Jeffries	5303 Nichols Drive, East Lakeland, FL 33813

ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 4912 East White Oak Drive, Lakeland, Florida 33813, and the corporation's initial registered agent at that address is Pat Buchanan.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator is Sandra G. Sheets, Holland & Knight, 92 Lake Wire Drive, Lakeland, Florida 33815. The incorporator of the corporation assigns to the corporation her rights under Section 617.013, Florida Statutes, to constitute a corporation.

ARTICLE X. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors; provided that notice of the proposed action relating to the bylaws is included in the notice of the meeting or is waived in writing by a majority of the directors.

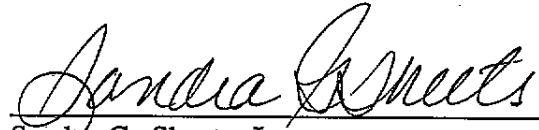
ARTICLE XI. DISSOLUTION OF CORPORATION

Upon the dissolution or final liquidation of the Corporation, the Board of Directors shall, after paying all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation, or to such organization or organizations described in Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the appropriate court of the jurisdiction in which the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated for such purposes.

ARTICLE XII. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation, or any amendment thereto, by an affirmative vote of the majority of the total number of members of the board of directors at any regular or special meeting of the board of directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th day of January, 1998.


Sandra G. Sheets, Incorporator

LAK-131480.1:443

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENTS UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That ASSOCIATION OF SISTER CITIES OF FLORIDA,^{Inc.} desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 4912 White Oak Drive, the City of Lakeland, State of Florida, has named Pat Buchanan as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act and Chapter 617, Florida Statutes, relative to keeping open the registered office.

Date: January 15, 1998


Pat Buchanan, Registered Agent

FILED
98 JAN 16 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA