

N98000003672

Capital City Exchange Club

Requestor's Name

Box 1045

Address

Tall Fl 32302

City/State/Zip

Phone #

Office Use Only

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

1. Exchange Club Center for the Prevention of Child Abuse of the Big Band Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☒ Will wait

☐ Photocopy

☐ Certificate of Status

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

700002569857--5
-06/23/98--01078--005
*****70.00 *****70.00

RECEIVED
98 JUN 23 PM 1:00
DIVISION OF CORPORATION

Dmc
6/23/98

Examiner's Initials

**ARTICLES OF INCORPORATION OF EXCHANGE CLUB CENTER FOR THE
PREVENTION OF CHILD ABUSE OF the Big Bend, INC.**

I, the undersigned, in order to form a non-profit corporation for the purpose hereinafter stated, under and pursuant to the provisions of the laws of the State of Florida particular Act 617 of the Acts of Florida of hereby certify as follows:

FIRST: The name of this corporation shall be Exchange Club Center for the Prevention of Child Abuse of the Big Bend, Inc.

SECOND: The principal office or place of business of this corporation shall located at 2121 Killarney Way, Suite G, Tallahassee FL 32308-3400

THIRD: The period of existence of this corporation shall be perpetual.

FOURTH: The corporation is organized exclusively for charitable and educational purposes and;

(a) To provide parent aide and auxiliary services regarding problems relating to child abuse and neglect within the State of Florida;

(b) To participate, in activities designed to promote family and community welfare which are related to the purpose of the corporation;

(c) To receive and maintain funds of real or personal property, or both, and subject to the restrictions hereinafter set forth, to use and apply the whole, or any part of the income therefrom and the principal thereof exclusively for charitable and educational purposes; and

(d) To have and exercise all powers, privileges and rights conferred on corporations by the laws of the State of Florida and all powers and rights incidental to carrying out the purposes for which the corporation is formed.

The foregoing shall be constructed both as objects and powers, and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this corporation by the laws of the State of Florida, all of which are hereby expressly claimed.

FIFTH: No part of the net earnings of the corporation shall inure to the benefit of or be distributed to any member, officer, trustee or other private person of the corporation, except 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 corporation's purposes set forth in Article FOURTH hereof. The

corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any subsequent Federal Tax laws; or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provisions of any subsequent Federal Tax laws.

SIXTH: The corporation shall distribute its income for such 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 of 1954, or corresponding provisions of any subsequent Federal tax laws.

SEVENTH: The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

EIGHTH: The corporation shall not retain any excess business holdings as defined in Section 4943(c) of Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

NINTH: The corporation shall not make any investments in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

TENTH: The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

ELEVENTH: Upon the dissolution of the corporation, the Board of Directors or Trustees shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all assets of the corporation exclusively to The National Exchange Club Foundation for the Prevention of Child Abuse provided that organization is an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws. In the event said organization is not so qualified, the Board of Directors or Trustees shall dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future Federal Law), as the Board of

Trustees shall determine. Any such assets not so disposed of shall be the Court of Common Pleas or its equivalent of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

TWELFTH: ^{33%} The business of the corporation shall be conducted by the Board of Directors, ~~fifty-one (51)~~ percent whom shall be members of the Exchange Club. The initial Board of Directors shall consist of the _____ persons named below:
(LIST BOARD MEMBERS AND THEIR ADDRESSES)

NAME

ADDRESS

see attached

The Board of Directors shall direct the affairs of this corporation and shall meet within five (5) days after the issuance of the Certificate of Incorporation by the Secretary of State for the purposes of electing officers and adopting ^{by directors} Bylaws or Code of Regulations. Thereafter, subject to the approval of The National Exchange Club Foundation for the Prevention of Child Abuse, Bylaws or Code of Regulations may be amended and officers elected as provided in the Bylaws or Code of Regulations.

EXCHANGE CLUB CENTER FOR THE PREVENTION OF CHILD ABUSE
OF the Big Bend, INC.

Appointment of Statutory Agent

The undersigned, Exchange Club Center for the Prevention of Child Abuse of
the Big Bend, Inc. an Florida corporation not for profit, with
its principal office in Leon County, Florida
hereby appoints Nathan Bond, a natural person resident in the
county in which the undersigned has its principal office, as its statutory agent upon whom
any process, notice or demand required or permitted by statute to be served upon the
undersigned may be served. The complete address of said statutory agent is
2121 Killgarnsey Way, Tallahassee FL, County, Leon
32308

DATED ON 6/18/98

Exchange Club Center for the Prevention of
Child Abuse of the Big Bend
Inc.

By Kenn Link, President

Title

[Signature]
ACCEPTANCE OF APPOINTMENT

To: Exchange Club Center for the Prevention of Child Abuse of _____

the Big Bend

Inc.

The undersigned hereby accepts appointment as statutory agent of the above
corporation upon whom any process, notice or demand required or permitted by statute to
be served upon for above corporation.

Nathan L. Bond

(Name of Agent)

FILED
98 JUN 23 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Board of Directors shall consist of 4 persons, each serving a term of 3 years. The name and address of the incorporator of the corporation is listed below:

NAME
Jack Davidson

ADDRESS
313 Williams St.
Tallahassee FL 32301

THIRTEENTH: Indemnification.

(a) The corporation may indemnify or agree to indemnify any director, trustee, officer, or employee, or a former director, trustee, officer, or employee or any person who is serving at the request of this corporation as a director, trustee, officer, or employee of another corporation (whether non-profit or for profit - against expenses actually and necessarily incurred by him in connection with the defense of any pending or threatened action, suit, or proceeding, criminal or civil, to which he is or may be made a party by reason of being or having been such director, trustee, officer, or employee, provided: (1) he is adjudicated or determined not to have been negligent or guilty of misconduct in the performance of his duty to this corporation of which he is a director, trustee, officer, or employee, (2) he is determined to have acted in good faith in what he is reasonably believed to be the best interest of this corporation, and (3) in any manner subject of a criminal action, suit, or proceeding, he is determined to have had no reasonable cause to believe that this conduct was unlawful. The determination as to (2) and (3), and, in the absence of adjudication as to (1) by a court of competent jurisdiction, the determination as to (1), shall be made by the directors or trustees of the corporation acting at a meeting at which a quorum consisting of directors or trustees who are not parties to or threatened with any such action, suit, or proceeding is present. Any trustee or director who is a party to or threatened with any such action, suit, or proceeding shall not be qualified to vote.

(b) This indemnification provision shall not be deemed to be exclusive of any other rights to which such director, trustee, officer, or employee may be entitled under the Bylaws or Code of Regulations, any agreement, any insurance purchased by the corporation, or otherwise.

IN WITNESS WHEREOF, the Incorporator has hereunto affixed his/her hand and seal the 18th day of June, 1998.

[Signature]
Signature

My commission expires:

STATE OF Florida

COUNTY OF Leon

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BE IT REMEMBERED that on this 18th day of June, 1998,
personally appeared before me, a Notary Public within and for the State and County
aforesaid, Jack Davidson, party to the foregoing Articles of
Incorporation, known to me personally to be such, and acknowledged that said Articles of
Incorporation are the act and deed of the signer and that the facts stated therein are truly set
forth. personally known

GIVEN under my hand and seal of office the day and year aforesaid.



Nathan Bond
MY COMMISSION # CC598828 EXPIRES
November 4, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

Nathan Bond
NOTARY PUBLIC

**EXCHANGE CLUB CENTER FOR THE PREVENTION
OF CHILD ABUSE OF THE BIG BEND, INC.**

OFFICERS/DIRECTORS

Kim Link - President
2684 Farington Drive
Tallahassee, Fl. 32303

Terry Forrest - Vice President
306 Beaver Lake Road
Tallahassee, Fl. 32312

Jack Davidson - Treasurer
313 Williams St.
Tallahassee, Fl. 32303

Jeff Doxsee - Secretary
4060 Roweling Oaks Ct.
Tallahassee, Fl. 32303