

# N98000004567

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July 28, 1998

**EXPRESS MAIL**

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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Re: ARTICLES OF INCORPORATION FOR:  
**CITRUS COUNTY ECONOMIC DEVELOPMENT COUNCIL, INC.**

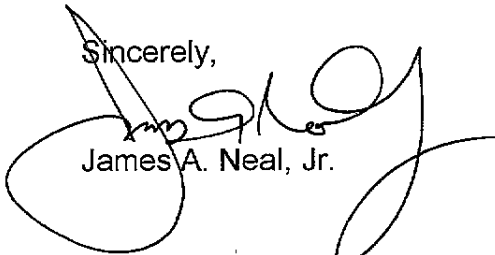
Dear Sir or Madam:

Enclosed herewith is an original and a copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$122.50 is enclosed in payment of the following fees:

Filing Fee:	\$ 35.00
Certified Copy:	\$ 52.50
Registered Agent Fee:	<u>\$ 35.00</u>
Total:	\$122.50

Please file the original of the enclosed Articles of Incorporation for the above-named corporation and return a certified copy to the undersigned in the self-addressed/stamped envelope which is enclosed for your use. Your prompt attention to this matter is appreciated.

Sincerely,

  
James A. Neal, Jr.

JAN:cr

Enclosures: Original and copy of Articles of Incorporation,  
Check, return envelope

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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APPROVED  
AND  
FILED

B. BROCK AUG 1 0 1998

APPROVED  
AND  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
CITRUS COUNTY ECONOMIC DEVELOPMENT  
COUNCIL, INC.**

**ARTICLE I - CORPORATE NAME, PRINCIPAL OFFICE & MAILING ADDRESS**

The name of the corporation is: CITRUS COUNTY ECONOMIC DEVELOPMENT COUNCIL, INC.

The street address of the initial principal office of the corporation is: 213 North Apopka Avenue, Inverness, Florida 34450.

The initial mailing address of the corporation is: 213 North Apopka Avenue, Inverness, Florida 34450.

**ARTICLE II - CORPORATE NATURE**

This is a nonprofit corporation, organized for general educational and charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Chapter 617 of the Florida Statutes.

**ARTICLE III - DURATION**

The term of existence of this corporation is perpetual.

**ARTICLE IV - GENERAL AND SPECIFIC PURPOSES**

The specific and primary purposes for which this corporation is formed are:

- a. To provide a broad based entity to study the advantages, facilities, resources, products, attractions, and conditions of Citrus County, to encourage economic development in the County, and to publicize and make known such facts and material that will encourage desirable economic development in the County.
- b. To do everything lawfully permitted a Florida Not-For-Profit Corporation dedicated to the economic growth and development of Citrus County, Florida that is not in conflict with these articles or

applicable law including, but not limited to, pertinent provisions of the Internal Revenue Code.

- c. To receive, maintain and accept as assets of the corporation any property, whether real, personal or mixed, by way of gift, bequest, devise or purchase, from any person, firm, trust or corporation, to be held, administered, and disposed of exclusively for business league purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code, as amended, and in accordance with and pursuant to the provisions of these Articles of Incorporation; but no gift, bequest, devise or purchase of any property shall be received or made and accepted if it is conditioned or limited in any manner as shall require the disposition of income or principal to any organization other than a "business league" or for any purpose other than "business league purposes" which would jeopardize the status of the corporation as an entity exempt from federal income tax pursuant to the relevant provisions of the Internal Revenue Code, as amended.
- d. To operate exclusively in any other manner for such purposes as will qualify it as an exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended.

#### **ARTICLE V - AUTHORIZED MEMBERSHIP CERTIFICATES**

This corporation shall be authorized to issue 10,000 membership certificates.

All membership certificates issued by the corporation shall contain a statement on the face thereof that it is a nonprofit corporation. If such certificates are restricted as to their sale or purchase, the membership certificates shall bear a legend stating that such certificates are restricted in the manner described in the Bylaws or any agreement between the members and that a copy of such bylaws or agreement shall be provided to all members.

Except as otherwise prescribed by Florida law and the bylaws, each certificate shall entitle the holder thereof to one vote.

#### **ARTICLE VI - MANAGEMENT OF CORPORATE AFFAIRS**

A. Board of Directors - The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The maximum number of directors of the corporation shall be seventeen (17), provided however, that such number may be changed by a Bylaw adopted

by the members.

The directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting shall serve for a term of one (1) year until the annual meeting of members following the election of directors and until the qualification of the successors in office. Thereafter, the manner in which the directors are elected or appointed is as set forth in the bylaws. Annual meetings shall be held on the second Wednesday in February each year at the principal office of the corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

Dr. George Miskimen	PO Box 210, Crystal River FL 34423-0210
James A. Neal, Jr.	213 North Apopka Avenue, Inverness FL 34450
Michael L. Gudis	100 NE Bayshore Dr., Crystal River, FL 34429
Dave Hutchins	8021 W. Gulf-to-Lake Hwy., Crystal River, Florida 34429
Gene Davis	1100 W. Main Street, Inverness, FL 34450
David Langer	8011 Halcyon Isle Ct., Inverness, FL 34450
Larry Sartory	2960 W. Plantation Pines Ct., Lecanto, Florida 34461

B. Corporate officers - The Board of Directors shall elect the following officers: President, Vice-President, Secretary and Treasurer, and such other officers as the Bylaws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

President -	Dr. George Miskimen PO Box 210 Crystal River FL 34423-0210
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President Elect-

Michael L. Gudis  
100 NE Bayshore Dr.  
Crystal River, FL 34429

Vice President -

David Langer  
8011 Halcyon Isle Ct.  
Inverness, FL 34450

Secretary -

Larry Sartory  
2960 W. Plantation Pines Ct.  
Lecanto, Florida 34461

Treasurer -

Dave Hutchins  
8021 W. Gulf-to-Lake Hwy.  
Crystal River, Florida 34429

#### **ARTICLE VII - EARNINGS AND ACTIVITIES OF CORPORATION**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, 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 purposes set forth in Article IV hereof.

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)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) 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 provision of any future United States Internal Revenue Law).

Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

## **ARTICLE VIII - DISTRIBUTION OF ASSETS**

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for business league purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE IX - MEMBERSHIP**

The qualification for members and the manner of their admission shall be regulated by the Bylaws of the corporation.

## **ARTICLE X - SUBSCRIBERS**

The names and residence addresses of the Subscribers of this corporation are as follows:

Dr. George Miskimen	4650 Casper Lane, Beverly Hills, FL 34465
Michael L. Gudis	100 NE Bayshore Dr., Crystal River, FL 34429
James A. Neal, Jr.	2908 S. Skyline Drive, Inverness, FL 34450

## **ARTICLE XI - AMENDMENT OF BYLAWS**

Subject to the limitations contained in the bylaws, and any limitations set forth in the Corporations Not For Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefore in the Bylaws.

## **ARTICLE XII - DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to business league purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

### **ARTICLE XIII - REGISTERED AGENT AND OFFICE**

The address of the corporation's registered office shall be 213 North Apopka Avenue, Inverness, Florida 34450 and the name of the registered agent at said address shall be James A. Neal, Jr.

### **ARTICLE XIV - AMENDMENT OF ARTICLES**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the Bylaws of this corporation.

**THE UNDERSIGNED**, being the Subscribers and Incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida have executed these Articles of Incorporation, on this the 3rd day of August, 1998.

David Langer  
Witness Signature

DAVID LANGER  
Witness Printed Name

David S. Hutchins  
Witness Signature

DAVID S. HUTCHINS  
Witness Printed Name

Dr. George W. Miskimen  
Dr. George W. Miskimen, Subscriber

David Langer  
Witness Signature

DAVID LANGER  
Witness Printed Name

David S. Hutchins  
Witness Signature

DAVID S. HUTCHINS  
Witness Printed Name

Michael L. Gudis  
Michael L. Gudis, Subscriber

David Langer  
Witness Signature

DAVID LANGER  
Witness Printed Name

David S. Hutchins  
Witness Signature

DAVID S. HUTCHINS  
Witness Printed Name

James A. Neal, Jr.  
James A. Neal, Jr., Subscriber

**CERTIFICATE OF DESIGNATION REGISTERED  
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The Name of the Corporation is:

**CITRUS COUNTY ECONOMIC DEVELOPMENT COUNCIL, INC.**

2. The name and address of the registered agent and office is:

**James A. Neal, Jr.  
213 North Apopka Avenue  
Inverness, FL 34450**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

BY:   
JAMES A. NEAL, JR., Registered Agent

DATE: August 3, 1998

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED