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Division of Corporations

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TALLAHASSEE, FLORIDA

FLORIDA NON-PROFIT CORPORATION**THE ASSOCIATED GENERAL CONTRACTORS OF GREATER FLORIDA**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE ASSOCIATED GENERAL CONTRACTORS
OF GREATER FLORIDA, INC.
(A Nonprofit Corporation)**

The undersigned, for the purpose of forming a corporation not for profit under the laws of Florida, hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

Section 1.1 Name The name of the corporation is The Associated General Contractors of Greater Florida, Inc.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 2144 Rosselle Street, Jacksonville, Florida 32204.

Section 1.3 Mailing Address. The mailing address of the corporation is 2144 Rosselle Street, Jacksonville, Florida 32204.

**ARTICLE II
PURPOSES**

Section 2.1 Purposes. The corporation is organized for the purpose of promoting skill, integrity and responsibility within the construction industry, especially within the State of Florida.

**ARTICLE III
BOARD OF DIRECTORS**

Section 3.1 Election. Directors shall be elected in the manner set forth in the Bylaws of the corporation.

Section 3.2 Number. This corporation shall have twelve (12) directors initially. The number of Directors may be increased or reduced from time to time, as provided in the bylaws of the corporation; however, the corporation shall at all times have at least three (3) Directors.

Section 3.3 Executive Committee. The Board of Directors may, pursuant to a resolution adopted by a majority of all of the members of the Board, designate two (2) or more of its members to constitute an executive committee, which, to the extent provided in such resolution, may exercise the powers of the Board of Directors.

Prepared by: Linda Y. Kelso (FL Bar No. 298662)

Foley & Lardner

P.O. Box 240

Jacksonville, FL 32202

Telephone No. (904)359-2000

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ARTICLE IV MEMBERSHIP

The Board of Directors may extend invitations to become members of the corporation to any person or entity interested in the goals and purposes of the corporation in accordance with the bylaws of the corporation. The members shall have the rights and duties set forth in the bylaws.

ARTICLE V LIMITATIONS

Section 5.1 Limitations on Actions. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any member, director, officer or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to confer benefits on its members in conformity with the purposes set forth in Section 2.1 of these Articles. 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 by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VI DISSOLUTION

Section 6.1 Dissolution. Upon the dissolution of the corporation, assets shall be distributed as determined by the bylaws; provided that no distribution shall be made to any officer, director, member or their affiliates in excess of such person's contributions to the corporation and further provided that no distributions shall be made that would violate any laws of the State of Florida applicable to not-for-profit corporations or any provisions of, or regulations under, the Internal Revenue Code of 1986, as amended.

ARTICLE VII INITIAL REGISTERED OFFICE AND AGENT

Section 7.1 Name and Address. The street address of the initial registered office of this corporation is 200 Laura Street, Third Floor, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is F&L Corp.

ARTICLE VIII INCORPORATOR

Section 8.1 Name and Address. The name and street address of the incorporator(s) of the corporation are as follows:

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<u>Name</u>	<u>Street Address</u>
John W. Caven, Jr.	200 Laura Street Jacksonville, FL 32201

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation for the purposes therein set forth, all as of the 10 day of December, 1998.



John W. Caven, Jr., Incorporator

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, 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. I am familiar with and I accept the obligations of a registered agent.

F&L CORP., Registered Agent

Charles V. Hedrick

By: Charles V. Hedrick, Authorized Signatory

Date: December 10, 1998

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