

N990000003673  
**JERALD D. BRYANT**

*Attorney at Law*  
Certified Civil Mediator  
Certified Family Mediator

605 West South Park Street  
Suite 214  
Okeechobee, FL 34972-4173  
Telephone (941)467-5318  
Fax (941)467-2711

June 11, 1999

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-06/14/99--01134--006  
\*\*\*\*122.50 \*\*\*\*\*78.75

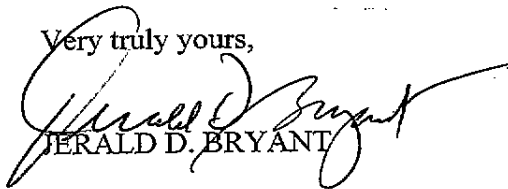
RE: Filing of Articles of Incorporation, not-for-profit corporation:  
**CHARACTER COUNTS! IN OKEECHOBEE, INC.**

Dear Sir or Madam:

Enclosed please find the original and a copy of the articles of incorporation for the above named not-for-profit corporation, together with check number 6366 in the amount of \$122.50 for the filing fees. Please file these articles and forward a certified copy to me at the above address.

Thank you for your kind assistance in this matter.

Very truly yours,

  
JERALD D. BRYANT

JDB:hs

Enclosures

cc: Dick Gillen, Chairman  
Jeanne Enfinger, Secretary

FILED  
99 JUN 14 AM 8:03  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

B. BROCK JUN 16 1999

**FILED**  
99 JUN 14 AM 8:03  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**CHARACTER COUNTS! IN OKEECHOBEE, INC.**

**[A Corporation not for profit pursuant to IRC 501(c)(3)]**

In compliance with the requirements of Chapter 617 of the Laws of the State of Florida and Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), the undersigned all of whom are of age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit, and do hereby certify:

**ARTICLE I**

**NAME**

The name of this Corporation shall be "**CHARACTER COUNTS! IN OKEECHOBEE, INC.**" The principal office of the Corporation is located at: 1600 Highway 70 East, Okeechobee, Florida 34974, and the mailing address is P. O. Box 2632, Okeechobee, FL 34973.

**ARTICLE II**

**OBJECTS AND PURPOSES**

The Corporation does not contemplate pecuniary gain or profit to the members thereof, and the general nature of the objects and purposes of this Corporation shall be as follows:

1. The coordination, integration, and stimulation of efforts designed to accomplish the mission of the organization, to wit: to develop quality individual character and to positively impact the quality of life in Okeechobee County and society through the development of individual character.

2. The coordination, integration, and stimulation of efforts designed to accomplish any other goals and objectives of this organization as provided in the by-laws of the organization.

3. This Corporation shall at all times be operated and conducted exclusively for the purposes hereinabove set forth, and all of the property of this Corporation shall at all times be operated and conducted in conformity with the following additional provisions:

(a) No part of the net earnings of this Corporation shall inure to the benefit of any private member or individual or to the benefit of any member, director or officer of this Corporation.

(b) No substantial part of the activities of this Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except as permitted by Section 501(c) of the Internal Revenue Code.

(c) This Corporation shall not participate or intervene in or campaign on behalf of any candidate for public office, except as may be permitted by pertinent provisions of the Internal Revenue Code.

(d) The affairs of this Corporation shall be conducted in such manner that, under the laws of the United States of America from time to time in force, (i) this Corporation will constitute an organization exempt from federal income taxation and (ii) any and all gifts, bequests and other transfers of property made to this Corporation will be deductible for federal estate and gift tax purposes.

The foregoing paragraphs of this ARTICLE II are to be construed both as objects and powers, and it is hereby expressly provided that the objects and powers specified therein shall be in no sense limited or restricted by reference to or from the terms of any other paragraph or article of the Articles of Incorporation, but the objects and powers specified shall be regarded as independent objects and powers, and the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the Corporation; PROVIDED, HOWEVER, that nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business, or to exercise any power, or to do any act which a corporation formed under chapter 617 of the Laws of the State of Florida and Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as amended from time to time, may not at the time lawfully carry on or do.

### ARTICLE III

#### ORGANIZATION AND MEMBERSHIP

1. The Corporation is organized upon a nonstock basis and shares of stock shall not be issued. Membership in the Corporation shall be evidenced by the membership roll of the organization. No dividends shall be paid to members and no part of the net income of the Corporation shall be distributed to the members, directors, or officers of the Corporation.

2. Every person who applies for membership who meets the qualifications for membership of the organization according to the requirements and provisions of by-Laws duly adopted by the organization is entitled to membership in this organization.

ARTICLE IV

COMMENCEMENT AND TERM

The date of commencement of the existence of the Corporation shall be upon the filing of these articles by the Department of State and the Corporation shall have perpetual existence.

ARTICLE V

INCORPORATORS

1. The names and addresses of the original incorporators and subscribers to these Articles are as follows:

Richard Gillen	1600 Highway 70 East Okeechobee, FL 34974
Louise Gopher	Rt. 6, Box 597 Okeechobee, FL 34974
Jeanne Enfinger	2342 S. W. 22nd Circle Okeechobee, FL 34974
Thomas Jones	1690 N. W. 9th Avenue Okeechobee, FL 34972

2. The initial membership of the corporation consists of those persons whose names appear on the membership roll of the organization as of the date of these Articles.

ARTICLE VI

OFFICERS AND TRUSTEES

1. The affairs of the corporation shall be managed by a Board of Directors consisting

of not less than three (3) members of the organization. The Board of Directors shall consist of all those members of the organization who, from time to time, shall have been duly elected in accordance with the by-laws of the organization. The terms of office of officers and directors shall be in accordance with the by-laws of the organization.

2. The names and addresses of the first Board of Directors of the corporation, and of the Chairman, Vice Chairperson, Secretary, and Treasurer of the corporation, who shall hold office until their successors are duly elected and shall have qualified are:

Chairman/director	Richard Gillen	1700 Highway 70 East Okeechobee, FL 34974
Vice Chairperson/ director	Louise Gopher	Rt. 6, Box 597 Okeechobee, FL 34974
Secretary/director director	Jeanne Enfinger	2342 S. W. 22nd Circle Okeechobee, FL 34974
Treasurer/director	Thomas Jones	1690 N. W. 9th Avenue Okeechobee, FL 34972

## ARTICLE VII

### BY-LAWS

The initial By-Laws of the corporation shall be those By-Laws adopted by the Board of Directors of this corporation and the Board of Directors may amend, alter, or rescind such By-Laws for the conduct of its business and the carrying out of its purposes as it may deem necessary from time to time; however, such action shall only be taken in the manner provided for such adoption, amendment, alteration, or rescission in the By-Laws of this organization.

## ARTICLE VIII

### AMENDMENTS

These Articles of Incorporation may be amended by vote of two-thirds (2/3) of the members of the corporation attending a regular meeting or a special meeting called for that purpose; provided that the proposed amendment shall have been submitted in writing and read at one previous regular meeting of the membership and further provided that the notice requirements for amendment of the By-Laws, as contained therein have been strictly complied with.

## ARTICLE IX

### DISSOLUTION

Should the Corporation be dissolved, other than incident to merger or consolidation, the Officers and Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation by transfer, assignment, conveyance or delivery in a manner permitted under Section 501 (c) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law). Any of such assets not disposed of shall be disposed of by the proper Court of the County in which the principal office is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X

DESIGNATION OF REGISTERED AGENT

In accordance with Chapter 48.091, Florida Statutes, the above named corporation, **CHARACTER COUNTS! IN OKEECHOBEE, INC.**, has named **JERALD D. BRYANT, 605 West South Park Street, Suite 214, Okeechobee, Florida 34972**, as its initial Registered Agent to accept service of process within the State of Florida.



IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, WE, the undersigned, constituting the incorporators of this Corporation, have executed these Articles of Incorporation this 10<sup>th</sup> day of June, 1999.

  
RICHARD GILLEN

  
LOUISE GOPHER

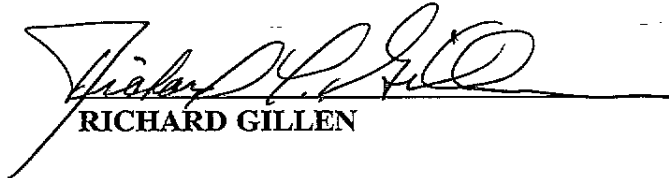
  
JEANNE ENFINGER

  
THOMAS JONES

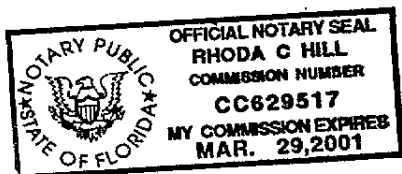
ACKNOWLEDGMENT


STATE OF FLORIDA  
COUNTY OF OKEECHOBEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of Florida and County of Okeechobee to take acknowledgments, personally appeared RICHARD GILLEN, who is personally known to be one of the subscribers to the foregoing Articles of Incorporation who, after by me first duly sworn, acknowledged that he signed the same for the purposes herein expressed.

  
RICHARD GILLEN

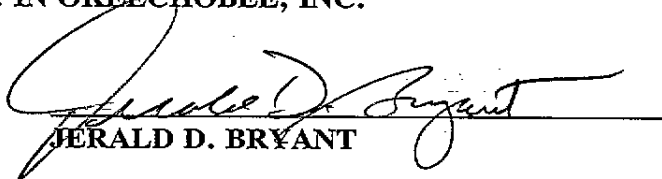
WITNESS my Hand and Seal at Okeechobee County, Okeechobee, Florida, this 10<sup>th</sup> day of June, 1999.



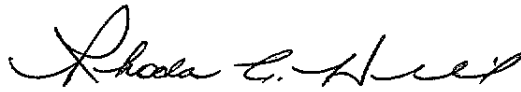
  
NOTARY PUBLIC  
My Commission Expires:  
☒ Personally known ☐ Produced identification  
Oath given: ☐ yes ☒ no

ACCEPTANCE OF REGISTERED AGENT

I hereby accept the position of Registered Agent for service of process upon the corporation, **CHARACTER COUNTS! IN OKEECHOBEE, INC.**

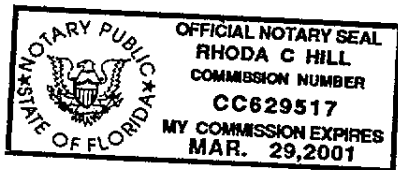
  
JERALD D. BRYANT

SWORN TO & SUBSCRIBED before me this 10<sup>th</sup> day of June, 1999, by JERALD D. BRYANT, who is personally known to me and who did not take an oath.



NOTARY PUBLIC

My Commission Expires:



**FILED**  
99 JUN 14 AM 8:03  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA