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Florida Department of State

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

Ties That Bind Genealogical Society, Inc.

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**ARTICLES OF INCORPORATION
OF
TIES THAT BIND GENEALOGICAL SOCIETY, INC.
A FLORIDA CORPORATION**

Division of Corporations
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

The undersigned Incorporator desires to form a corporation under the laws of the State of Florida by delivering to the Division of Corporations of the State of Florida these Articles of Incorporation, in accordance with the provisions of Chapter 607, Florida Business Corporation Act (Act).

**ARTICLE ONE
NAME**

The name of the Corporation is Ties That Bind Genealogical Society, Inc.

**ARTICLE TWO
REGISTERED AGENT**

Section 2.01 Registered Agent and Registered Office

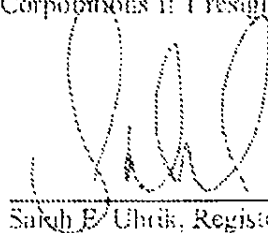
The Corporation's initial Registered Office address in the State of Florida is: 1028 Lake Sumter Landing, The Villages, FL 32162.

The name of the Corporation's initial Registered Agent at that office is Sarah E. Uhrik.

Section 2.02 Registered Agent Consent

I, Sarah E. Uhrik, a natural person and resident of Florida, accept the appointment as Registered Agent of Ties That Bind Genealogical Society, Inc., a Florida Corporation. Process, notices, and demands may be served upon me at the Registered Office address stated above. I understand that as Registered Agent, my responsibilities are to receive service of process, to forward mail, and to immediately notify the Division of Corporations if I resign or if the Registered Office address changes.

Dated: September 11, 2025.



Sarah E. Uhrik, Registered Agent

ARTICLE THREE STOCK

The total number of shares of stock that the Corporation has authority to issue will be:

- 2,500 shares of Class A Common Stock of the par value of \$15 per share.
- 2,500 shares of Class B Common Stock of the par value of \$100 per share.
- 4,000 shares of Class C Non-Voting Common Stock without par value.

The preferences, qualifications, limitations, restrictions, and the special or relative rights, including convertible rights, in respect of the shares of each class are as follows:

1. Except as provided below with respect to voting powers, the rights, preferences, and limitations of the Corporation's Class A Common Stock and Class B Common Stock will be identical in all respects.
2. With respect to voting powers, except as otherwise required by the Act, the holders of Class A and Class B Common Stock shares will have voting rights at 100 votes per share and 10 votes per share, respectively.
3. The holders of Class C Common Stock will have no voting power whatsoever, and no holder of Class C Common Stock will vote on or otherwise participate in any proceedings in which actions are taken by the Corporation or its Shareholders. Holders of Class C Common Stock are not entitled to notification of any meeting of the Board of Directors or of the Shareholders.

The Board of Directors, acting without the Shareholders, may:

- reclassify any unissued shares of any authorized class or series into one or more existing or new classes or series; and
- create one or more new classes or series of shares, specifying the number of shares to be included in each class, the distinguishing designation of each class, and the preferences, limitations, and relative rights applicable to each class.

But the Board of Directors may not approve an aggregate number of authorized shares of all classes and series that exceeds the total number of authorized shares specified in the Articles of Incorporation or approved by the Shareholders.

ARTICLE FOUR STOCK TRANSFER RESTRICTIONS

Except as otherwise provided in the Bylaws or in a separate agreement among the Shareholders, no Shareholder may sell, assign, pledge, or otherwise transfer any of the Corporation's shares of stock or any right or interest in them, whether voluntarily, by operation of law, by gift, or otherwise.

**ARTICLE FIVE
PREEMPTIVE SHAREHOLDER RIGHTS**

The preemptive right of a Shareholder to acquire additional shares is affirmed.

**ARTICLE SIX
INCORPORATOR**

The name and residence of the Incorporator is as follows.

Name:	Address:
William Arlie Carlisle	P.O. Box 247 Webster, Florida 33597

**ARTICLE SEVEN
PRINCIPAL OFFICE ADDRESS**

The place in this state where the principal office of the corporation is to be located is:

535 Bellissimo Place
Howey-in-the-Hills, FL 34737

**ARTICLE EIGHT
BOARD OF DIRECTORS**

The first Board of Directors will have 4 Directors. Thereafter, the number of Directors will be determined by the Bylaws, but in no event less than four.

The names of the initial Directors are:

Sharon Ann Langford----President
Erin Michelle Lewis----Vice President
Sandra Goodson McClanahan----Secretary
William Arlie Carlisle----Treasurer

The entire number of Directors will be divided into three classes, as nearly equal in number as possible, with respect to the time for which each Director will hold office. Directors of Class A first chosen will hold office for one year or until the first annual election following their election. Directors of Class B first chosen will hold office for two years or until the second annual election following their election. Directors of Class C will hold office for three years or until the third annual election following their election. The successors to each class of Directors will hold office

for a three-year term, so that the term of office of one class of Directors expires in each year. A Director will hold office until his or her successor is elected and qualified.

Newly created directorships resulting from any increase in the authorized number of Directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office, or other cause will be filled by a majority vote of the remaining Directors, though less than a quorum. These interim Directors will hold office for a term that expires at the next annual meeting of Shareholders, at which time the Shareholders will elect the successors.

Directors may not receive any stated salary for their services, but each Director will be reimbursed for all out-of-pocket expenses reasonably incurred in connection with performing the duties of a Director.

ARTICLE NINE LIMITATIONS ON AUTHORITY OF BOARD OF DIRECTORS

Even after due authorization, approval, or advice of an action by the Board of Directors as required by law, all of the following corporate actions also require approval by the Shareholders by a unanimous vote of the votes entitled to be cast to be effective and valid:

- (a) Issuing shares of stock of any class now or later authorized, or any securities exchangeable for, or convertible into such shares, warrants or other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares.
- (b) Redeeming shares of its own stock, or purchasing or otherwise acquiring its own shares.
- (c) Making any loans or advances other than to employees and suppliers in the ordinary course of business.
- (d) Amending the Corporation's Bylaws.
- (e) Amending these Articles of Incorporation.

ARTICLE TEN DURATION

The Corporation's duration is perpetual.

ARTICLE ELEVEN PURPOSES

The Corporation is formed to engage in any lawful business permitted under the laws of the State of Florida.

**ARTICLE TWELVE
MISSION STATEMENT**

The mission of the Ties That Bind Genealogical Society, Inc. is to continue the legacy of the Linden Cemetery and its annual picnic, and to preserve the rich history of its community with the "Ties That Bind" books and materials, of the Act, as amended from time to time.

**ARTICLE THIRTEEN
RELEASE FROM PERSONAL LIABILITY**

A Director will not be personally liable to the Corporation or its Shareholders for monetary damages for breach of fiduciary duty as a Director, except liability for:

- the amount of a financial benefit received by a Director to which he or she is not entitled under Florida law;
- an intentional infliction of harm on the Corporation or the Shareholders, individually or collectively;
- any distribution for which a Director votes or approves that is not lawful under Florida law; or
- an intentional violation of criminal law.

**ARTICLE FOURTEEN
INDEMNIFICATION**

The Corporation must indemnify every Director or officer—and his or her heirs, executors, and administrators—against expenses actually and reasonably incurred by him or her, as well as any amount paid upon judgment, in connection with any civil or criminal action, suit, or proceeding to which he or she may be made a party by reason of having been a Director or officer of the Corporation. But this indemnification excludes any action resulting in the liability of the Corporation for:

- a financial benefit received by a Director or officer to which he or she is not entitled under Florida law;
- an intentional infliction of harm on the Corporation or the Shareholders, individually or collectively;
- any distribution for which a Director or officer votes or approves that is not lawful under Florida law; or
- an intentional violation of criminal law.

These Articles of Incorporation will become effective on September 11, 2025.

William A. Carlisle

William Arlie Carlisle, Incorporator

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MAILBOXES