



GEORGE FIRESTONE  
SECRETARY OF STATE

## Secretary of State

STATE OF FLORIDA  
THE CAPITOL  
TALLAHASSEE 32304  
(904)488-8472

SEP 4 REC'D

August 31, 1979

John F. Wendel, Esquire  
Post Office Box 5378  
Lakeland, Florida 33803

Dear Mr. Wendel:

Articles of Incorporation for FLORIDA ASSOCIATION OF COUNTY ATTORNEYS, INC., a corporation not for profit, were filed on August 30, 1979, and assigned Charter Number 748731. Your check for \$38.00 has been deposited.

Enclosed is a certified copy of the articles.

If you desire further information please telephone (904)487-1322, Word Processing Section, Mrs. Bobbie Cox, Supervisor.

Sincerely,

D. W. McKinnon, Director  
Division of Corporations


DWM/jh

WP-101  
1/79

RECEIVED APR - 5 1991

"FLORIDA - STATE OF THE ARTS"

# State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of FLORIDA ASSOCIATION OF COUNTY ATTORNEYS, INC., a corporation not for profit organized under the Laws of the State of Florida, filed on August 30, 1979, as shown by the records of this office.

The charter number for this corporation is 748731.



CER 101 Rev. 5-79

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
31st day of August, 1979.

A stylized, handwritten signature in dark ink, likely belonging to George Firestone.

George Firestone  
Secretary of State

ARTICLES OF INCORPORATION  
OF  
FLORIDA ASSOCIATION OF COUNTY  
ATTORNEYS, INC.  
A CORPORATION ORGANIZED UNDER  
THE CORPORATIONS NOT FOR PROFIT ACT

Aug 26 3 41 PM '70  
FILED  
PALM BEACH COUNTY, FLA.

We, the undersigned, for the purpose of forming a corporation under the Corporations Not for Profit Act, Chapter 617 of the Florida Statutes, do hereby adopt the following Articles of Incorporation.

ARTICLE I.

NAME

The name of this corporation is: FLORIDA ASSOCIATION OF COUNTY ATTORNEYS, INC.; and its initial post office address and its principal office for the conduct of business are: 6155 South Florida Avenue, Lakeland, Polk County, Florida 33803. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE II.

PURPOSES

The objects and the purposes for which the corporation is organized are:

(a) To protect, promote and improve the mutual interest of those attorneys who represent the Boards of County Commissioners for counties which are political subdivisions of the State of Florida.

(b) To unite in common organization those professionally engaged in the practice of law and who represent the Boards of County Commissioners which are political subdivisions of the State of Florida.

(c) To promote and encourage sociability and friendship among its members and to manage and conduct excursions, social meetings and business meetings of its members.

(d) To promote education and to advance the cause of education for the benefit of its members.

(e) To engage in no business activities ordinarily carried on for profit.

(f) To conduct its affairs so that no substantial part of the activities of the corporation shall consist of engaging in activities that are not in the furtherance of one or more purposes for which the corporation is organized.

(g) To exercise only such powers as are in furtherance of the exempt purposes of organizations as set forth in Section 501(c) of the Internal Revenue Code and its regulations as the same now exist or as they may be hereafter amended from time to time.

(h) To conduct its affairs in a manner so as not to operate for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code and its regulations as the same now exist or as they may be hereafter amended from time to time.

(i) To formulate and maintain ethical standards for the guidance of its members in their relations with each other and with the public.

(j) To conduct its affairs so that no part of the net earnings of the corporation inures to the benefit of any private individual or member.

(k) To conduct its affairs so that upon the dissolution of this corporation, its remaining assets, if any, shall be distributed to one or more organizations which have qualified for exemption under Section 501(c) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended from time to time, or to the federal government or to a state or local government for a public purpose as the directors of the corporation shall determine. None of the assets will be distributed to any member, officer or director of this corporation.

(1) To promote these purposes by doing and performing every lawful act and thing necessary and expedient to be done or performed which may be convenient or advantageous for the efficient conduct of the affairs of this corporation and to have and exercise all of the powers conferred by the laws of the State of Florida upon corporations not for profit organized under Chapter 617 of the Florida Statutes.

ARTICLE III.

MEMBERSHIP

The members of this corporation shall be limited to such persons or entities as shall be elected to membership in accordance with the By-Laws of the corporation.

ARTICLE IV.

TERMS OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE V.

FINANCES

All revenue, profit, income, dues and money received by this corporation shall be used and employed for the benefit of the corporation.

ARTICLE VI.

SUBSCRIBERS

The names and residence of the subscribers to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Ronald L. Baker	Courthouse Square Crawfordville, Fla. 32327
Warren O. Tiller	137 West Indiana Avenue Deland, Fla. 32720
John F. Wendel	6155 South Florida Avenue Lakeland, Fla. 33803

ARTICLE VII.

DIRECTORS AND OFFICERS

The business of the corporation shall be conducted and managed by the officers of this corporation and a Board of Directors composed of three (3) or more members, which number may be altered from time to time by the By-Laws of

this corporation within the limitations prescribed by law. All corporate officers and all members of the Board of Directors shall be members of this corporation. All corporate officers shall be ex officio members of the Board of Directors of the corporation.

The officers of this corporation shall be a president, such number of vice presidents as is necessary to serve the purposes of the corporation, a secretary, a treasurer and such other officers as the Board of Directors from time to time may decide.

#### ARTICLE VIII.

##### INITIAL BOARD OF DIRECTORS AND OFFICERS

The names and post office addresses of the officers and the members of the Board of Directors of this corporation who, subject to the provisions of these Articles of Incorporation, the By-Laws and the laws of the State of Florida, shall hold office until the first annual meeting of the corporation, or until successors are elected and have been qualified, are as follows:

##### DIRECTORS

<u>Name</u>	<u>Address</u>
Ronald L. Baker	Courthouse Square Crawfordville, Fla. 32327
Warren O. Tiller	137 W. Indiana Avenue Deland, Fla.
John F. Wendel	6155 South Florida Avenue Lakeland, Fla. 33803
Robert L. Nabors	3910 S. Washington Avenue Suite #210 Titusville, Fla. 32780

##### OFFICERS

<u>Name</u>	<u>Address</u>	<u>Office</u>
Ronald L. Baker	Courthouse Square Crawfordville, Fla. 32327	President
Warren O. Tiller	137 W. Indiana Avenue Deland, Fla. 32720	Vice President
John F. Wendel	6155 South Florida Avenue Lakeland, Fla. 33802	Secretary & Treasurer

ARTICLE IX.

INITIAL REGISTERED OFFICE AND  
INITIAL REGISTERED AGENT

The street address of the initial registered office of this corporation and the name of its initial registered agent at such address are as follows:

<u>Name of Initial Registered Agent</u>	<u>Street Address of Initial Registered Office</u>
John F. Wendel	6155 South Florida Avenue Lakeland, Florida 33803

ARTICLE X.

BY-LAWS

The Board of Directors of this corporation shall provide By-Laws for the conduct of its business, and the carrying out of its purposes. Said By-Laws may be amended, altered or rescinded by a majority vote of the Board of Directors only at the annual meeting of the corporation. It is specifically provided, however, that upon proper notice as determined by the By-Laws of the corporation, the By-Laws of the corporation may be amended, altered or rescinded by a unanimous vote of the Board of Directors of the corporation.

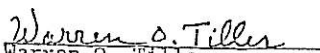
ARTICLE XI.

AMENDMENTS TO  
ARTICLES OF INCORPORATION

The Board of Directors of the corporation may amend or alter the Articles of Incorporation of the corporation by a majority vote of the Board of Directors only at the annual meeting of the corporation. It is specifically provided, however, that upon proper notice as determined by the By-Laws of the corporation, the Articles of Incorporation of the corporation may be amended or altered upon a unanimous vote of the Board of Directors of the corporation.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals for the purpose of forming this corporation not for profit under the laws of the State of Florida.

  
Ronald L. Baker

  
Warren O. Tiller

  
John F. Wendel

STATE OF FLORIDA  
COUNTY OF WAKULLA

Before me, the undersigned authority, this 21<sup>st</sup> day of June, 1979, personally appeared Ronald L. Baker, to me known to be the person described as a subscriber to the foregoing Articles of Incorporation and who executed the same, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 21<sup>st</sup> day of June, 1979.


  
Notary Public, State of Florida  
at Large

My Commission Expires:  
Notary Public, State of Florida  
(NOTARIAL SEAL) My Commission Expires 1/1/80  
Bounded By Other Notarial Instruments 1/1/80

STATE OF FLORIDA  
COUNTY OF VOLUSIA

Before me, the undersigned authority, this 21<sup>st</sup> day of July, 1979 personally appeared Warren O. Tiller, to me known to be the person described as a subscriber to the foregoing Articles of Incorporation and who executed the same, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 21<sup>st</sup> day of July, 1979.

  
Notary Public, State of Florida  
at Large

My Commission Expires:

(NOTARIAL SEAL)



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT FLORIDA ASSOCIATION OF COUNTY ATTORNEYS, INC.  
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,  
WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF Lakeland  
(CITY)

STATE OF Florida, HAS NAMED John F. Wendel  
(STATE) (NAME OF RESIDENT AGENT)

LOCATED AT 6155 South Florida Avenue  
(STREET ADDRESS AND NUMBER OF BUILDING)  
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE

CITY OF Lakeland, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT  
(CITY)

SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE John F. Wendel  
(CORPORATE OFFICER)

TITLE Secretary and Treasurer

DATE August 13, 1979

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 COM-  
PLETE PERFORMANCE OF MY DUTIES.

SIGNATURE John F. Wendel  
(RESIDENT AGENT)

DATE August 13, 1979

CORP. 25  
1/1/76

STATE OF FLORIDA  
COUNTY OF POLK

Before me, the undersigned authority, this 25<sup>th</sup> day of June, 1979, personally appeared John F. Wendel, to me known to be the person described as a subscriber to the foregoing Articles of Incorporation and who executed the same, and acknowledged before me he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 25<sup>th</sup> day of June, 1979.

Eric M. Lane  
NOTARY PUBLIC, STATE OF FLORIDA  
at Large

My Commission Expires: 5/1/83

(NOTARIAL SEAL)

BY-LAWS

FLORIDA ASSOCIATION OF COUNTY ATTORNEYS, INC.,  
a corporation not for profit organized under  
the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is the Florida Association of County Attorneys, Inc., and it is referred to in these By-laws as the Association.

ARTICLE II

PURPOSE

The purpose for which this Association has been organized is reflected in the Articles of Incorporation filed with the office of the Secretary of State on August 30, 1979, and assigned charter no. 748731.

ARTICLE III

MEMBERSHIP

Any person who is engaged or employed to represent the civil interests of a Florida county, who has paid the annual dues as hereinafter provided and who has agreed to be bound by the above-referenced Articles of Incorporation and these By-laws shall be deemed a member of this Association.

ARTICLE IV

BOARD OF DIRECTORS

1. The business of this Association shall be conducted by its Board of Directors. The Board of Directors shall consist of seven (7) persons holding the following positions in the Association who shall be elected or appointed in the manner hereinafter set forth:

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Chairman of the Board  
President  
Vice-President  
Secretary-Treasurer  
Chairman of the Newsletter Committee  
Chairman of the Seminar Committee  
Chairman of the Attorney General's Opinion  
Coordinating Committee

2. The Board of Directors shall meet quarterly in conjunction with the meeting of the Board of Directors of the State Association of County Commissioners and at the call of the Chairman of the Board.

3. A quorum shall consist of at least four (4) members of the Board.

4. The Board of Directors shall act in the name of the Association when it shall be regularly convened by the Chairman of the Board after due notice to all Directors of such meeting.

5. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting of the Board by the individual or collective consent in writing setting forth the action so taken of not less than two-thirds of the Directors. The consents required hereunder shall be filed in the records of the Association.

6. Vacancies in the Board of Directors shall be filled by a majority vote of the remaining Directors.

#### ARTICLE V

##### OFFICERS

1. The Officers of the Association shall consist of:

Chairman of the Board  
President  
Vice-President  
Secretary-Treasurer

2. The immediate past President of the Association shall serve as Chairman of the Board. In the event the immediate past President is unable to serve, the Chairman of the Board shall be elected by the remaining Directors from the membership of the Association. The Chairman of the Board shall preside at all meetings.

3. The President shall be elected by the membership of the Association at its annual meeting. He shall present at each annual meeting of the Association a report of the accomplishments of the Association during the past year. He shall appoint the chairmen and members of all committees, temporary or permanent, and shall have such other powers as may be reasonably construed as belonging to the chief executive of any corporation.

4. The Vice-President shall be elected by the membership of the Association at its annual meeting. He shall perform the duties of President in the absence of the President and shall have such additional responsibilities as the President may assign.

5. The Secretary-Treasurer shall be elected by the membership of the Association at its annual meeting. Secretary-Treasurer shall keep the minutes and records of the Association and shall file any certificate required by any federal or state statute. He shall give and serve all required notices to members of the Association, and the Board of Directors shall be the official custodian of the records of the Association and shall attend to all duties incident to the office of Secretary. Additionally, the Secretary-Treasurer shall have care and custody of all monies belonging to the Association and shall render at each meeting of the Board of Directors and the membership a written account of the finances of the Association. The financial report shall be physically affixed to the minutes of the meeting.

ARTICLE VI  
COMMITTEES

The Association shall have three (3) standing committees who shall perform the functions hereinafter set forth:

1. Newsletter Committee. The Newsletter Committee shall be responsible for supervising the preparation and distribution of the County Attorneys Newsletter to all members of the Association. The Newsletter shall consist of a report on recent litigation, Attorney General's Opinions and such other matters as will be of general interest to the membership.

2. Seminar Committee. The Seminar Committee shall be responsible for the preparation of an educational program for each meeting of the general membership.

3. Attorney General's Opinion Coordinating Committee. The Attorney General's Opinion Coordinating Committee shall be responsible for establishing and maintaining a cooperative relationship with the Office of the Attorney General of the State of Florida and for establishing and maintaining a coordinated system for submission of Attorney General Opinion requests from the general membership.

ARTICLE VII  
MEMBERSHIP MEETINGS

1. The membership of the Association shall meet semi-annually in conjunction with the semi-annual meetings of the State Association of County Commissioners. The annual meeting of the Association shall coincide with that of the State Association of County Commissioners.

2. Those members present at a membership meeting shall be deemed a quorum for the conduct of business or election of officers.

ARTICLE VIII

DUES

The dues of the Association shall be \$50.00 per year payable within thirty (30) days of receipt of an invoice there-  
fore from the Secretary-Treasurer.

ARTICLE IX

AMENDMENTS

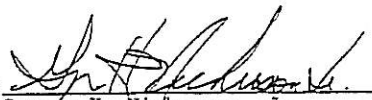
These By-laws may be amended in the manner set forth in Article X of the above-referenced Articles of Incorporation.

SECRETARY'S CERTIFICATE

This is to certify that the foregoing By-laws of the Florida Association of County Attorneys, Inc., a corporation not for profit organized under the laws of the State of Florida have been duly adopted by the Board of Directors of said Association on the 9 day of OCTOBER, A.D., 1980.

IN WITNESS THEREOF, the undersigned duly and acting as Secretary-Treasurer of the Association has signed this certificate dated this 9 day of OCTOBER, A.D., 1980.

FLORIDA ASSOCIATION OF COUNTY  
ATTORNEYS, INC.

By:   
George H. Nidgerson, Jr.  
Secretary-Treasurer