

FLORIDA CHAPTER
OF
THE WILDLIFE SOCIETY

2820 East University Avenue
Gainesville, Florida 32601

21 July 1981

Division of Corporations
Florida Department of State
The Capitol
Tallahassee, FL 32301

Gentlemen:

I would appreciate your sending the following, if possible:

- 1) An example of the format to be used in drafting Articles of Incorporation per Section 607.164 Florida Statutes
- 2) Form to be used in designating Registered Agent per Section 617.023
- 3) Other forms which may be necessary or helpful in filing for incorporation not for profit.

Thank you for your cooperation.

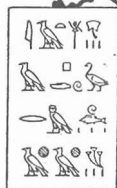
Sincerely,



Paul W. Lefebvre
Secretary-Treasurer

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DEPARTMENT OF STATE
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA





Secretary of State

STATE OF FLORIDA
THE CAPITOL
TALLAHASSEE 32304

GEORGE FIRESTONE
SECRETARY OF STATE

D. W. McKINNON, DIRECTOR
DIVISION OF CORPORATIONS

This will acknowledge receipt of your recent request for information concerning the formation of a corporation.

This office does not have forms for filling out and filing Articles of Incorporation. All documents must be drawn up in compliance with the respective Florida Statute.

Printed on the reverse side of this letter is a copy of Section 607.164, Florida Statutes, which provides information concerning the filing of articles of incorporation for a Florida profit corporation. Articles of incorporation must be prepared and executed in compliance with this section and delivered to the Bureau of Corporation Records with the appropriate fees and taxes outlined on the attached schedule of fees.

Section 607.034, Florida Statutes, requires the designation of a registered office and registered agent at that address for service of process. This designation must be contained within the body of the articles of incorporation, and the registered agent must sign accepting the designation as such.

All fees and taxes should be totaled and one check submitted with the articles of incorporation. The check should be made payable to the Department of State of Florida. Please include a covering letter containing your return address in order that the filing acknowledgement may be delivered promptly.

Any further inquiries on this matter should be directed to the Bureau of Corporation Records at the above address.

BUREAU OF CORPORATION RECORDS
Charter Section

'607.164 Articles of incorporation; execution; content; delivery and filing.—

(1) The articles of incorporation shall be executed by the incorporator or incorporators and acknowledged by one of the incorporators signing such articles, and shall set forth:

(a) The name of the corporation.

(b) The duration of the corporation, if other than perpetual, and the date and time of the commencement of the corporate existence if other than the time of the filing of the articles of incorporation by the Department of State.

(c) The general purpose or purposes for which the corporation is initially organized, which may be stated to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.

(d) The aggregate number of shares which the corporation shall have authority to issue. If such shares are to consist of one class only, ²[the articles of incorporation shall set forth] the par value of each of such shares or a statement that all of such shares are without par value or, if such shares are to be divided into classes, the number of shares of each class and a statement of the par value of the shares of each such class or that such shares are to be without par value.

(e) If the shares are to be divided into classes, the designation of each class and a statement of the preferences, limitations, and relative rights in respect of the shares of each class.

(f) If the corporation is to issue the shares of any preferred or special class in series, then the designation of each series and a statement of the variations in the relative rights and preferences as between series insofar as the same are to be fixed in the articles of incorporation and a statement of any authority to be vested in the board of directors to establish series and fix and determine the variations in the relative rights and preferences as between series.

(g) If any preemptive right is to be granted to shareholders, the provision therefor.

(h) The street address of its initial registered office and the name of its initial registered agent at such address.

(i) The number of directors constituting the initial board of directors, if any, and the name and address of each person who is to serve as a member thereof.

(j) The name and address of each incorporator.

(2) The articles of incorporation may, as a matter of election, also set forth any provision, not inconsistent with law, which the incorporator or incorporators may elect to set forth in the articles of incorporation for the regulation of the business and for the conduct of the affairs of the corporation and any provision creating, defining, limiting, and regulating the powers of the corporation, the directors, and the stockholders or any class of the stockholders, including, but not limited to, any provision restricting the transfer of shares, any provision for cumulative voting for directors, and any provision which under this chapter is required or permitted to be set forth in the bylaws. Any such provision set forth in the articles of incorporation need not be set forth in the bylaws.

(3) It shall not be necessary to set forth in the articles of incorporation any of the corporate powers enumerated in this chapter.

(4) The articles of incorporation shall be delivered to the Department of State. If the Department of State finds that the articles of incorporation conform to law, it shall, when all fees have been paid as prescribed in this chapter, file the articles of incorporation in accordance with this chapter.



Secretary of State

STATE OF FLORIDA
THE CAPITOL
TALLAHASSEE 32304

GEORGE FIRESTONE
SECRETARY OF STATE

D. W. McKINNON, DIRECTOR
DIVISION OF CORPORATIONS

This will acknowledge receipt of your recent request for information concerning the formation of a corporation.

This office does not have forms for filling out and filing of any document. All Documents must be drawn up in compliance with the respective Florida Statute.

Printed on the reverse side of this letter is a copy of Section 617.013, Florida Statutes, which provides information concerning the filing of articles of incorporation for a Florida nonprofit corporation. Articles of incorporation must be prepared in compliance with this section and delivered to the Bureau of Corporation Records with the appropriate fees.

Section 607.034 Florida Statutes, requires the designation of a registered office and registered agent at that address for service of process. This designation must be contained within the body of the articles of incorporation, and the registered agent must sign accepting the designation as such.

The filing fee for the articles of incorporation is \$30, with a \$3 filing fee for the designation of registered agent. Certified copies are \$5 each. All fees should be totaled and one check submitted with the articles of incorporation. The check should be made payable to the Department of State of Florida. Please include a covering letter containing your return address in order that the filing acknowledgment may be delivered promptly.

Any further inquiries on this matter should be directed to the Bureau of Corporation Records at the above address.

BUREAU OF CORPORATION RECORDS
Charter Section

617.013 Manner of incorporation.—

(1) Corporations may be organized hereunder by any three or more persons who shall make, subscribe, acknowledge and file articles of incorporation in the office of the secretary of state, and shall obtain approval thereof by the secretary of state.

(2) The articles of incorporation shall contain:

(a) The name of the proposed corporation, which shall include the word "incorporated" or "inc." The name shall be such as will distinguish the corporation from any other domestic corporation, or any foreign corporation admitted to conduct its affairs in this state; provided, however, that all corporations heretofore organized under part I of this chapter may reincorporate under §617.012, with their same corporate names notwithstanding duplication of names.

(b) The purpose or purposes for which the corporation is organized.

(c) The qualification of members and the manner of their admission.

(d) The term for which it is to exist, which may be perpetual.

(e) The names and residences of the subscribers.

(f) By what officers the affairs of the corporation are to be managed, and the times at which they will be elected or appointed.

(g) The names of the officers who are to serve until the first election or appointment under the articles of incorporation.

(h) The number of persons constituting the first board of directors, managers, or trustees, which shall not be less than three, and the names and addresses of the persons who are to serve as directors, managers, or trustees until the first election thereof.

(i) By whom the by-laws of the corporation are to be made, altered or rescinded.

(j) By whom and in what manner amendments to the articles of incorporation may be proposed and adopted.

(k) Any provision which the incorporators may choose to insert for the conduct of the affairs of the corporation and any provision creating, dividing, limiting and regulating the powers of the corporation, the directors, managers or trustees, and the members, including, but not limited to, provisions establishing classes of membership and limiting voting rights to one or more of such classes.

(3) The articles of incorporation shall be in writing, subscribed by not less than three natural persons competent to contract and acknowledged by all of the subscribers before an officer authorized to take acknowledgments, and filed in the office of the secretary of state for approval. A duplicate copy so subscribed and acknowledged may also be filed.