



**ARTICLES OF INCORPORATION  
AND  
AMENDMENTS**

**Florida Association of Counties**  
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**ARTICLES OF INCORPORATION  
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As of: September 2013**

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**ARTICLES OF INCORPORATION**  
**OF**  
**FLORIDA ASSOCIATION OF COUNTIES, INC.**

We, the undersigned, for the purpose of forming a corporation not for profit, pursuant to Chapter 617, Florida Statutes (1975), do hereby certify as follows:

**ARTICLE I**  
**NAME**

The name of this corporation shall be:

FLORIDA ASSOCIATION OF COUNTIES, INC.

**ARTICLE II**  
**OBJECT, PURPOSE, POWERS**

The object of incorporation shall be to form a non-profit, public purpose organization to serve as an instrumentality of Florida County Governments and as an agent for counties, county officials and county commissioners, the purpose of which shall be:

1. To provide a non-political, non-partisan organization to aid and assist Florida counties in carrying out their public purposes and functions.
2. To conduct and plan research and disseminate results and conclusions.
3. To work in cooperation with all public officials and public organizations, with private citizens and private organizations at the national, state, and local levels; to stimulate and encourage the development of programs in furtherance of the corporation's above-stated purposes.

As a means of accomplishing the foregoing purposes, the corporation shall have the following powers:

1. To accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree or otherwise, for any of its objects and purposes, and property, both real and personal of whatever kind, nature or description and wherever situated.

2. To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law.

3. To apply for, register, obtain, purchase, lease, take licenses in respect of, or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, and to introduce, sell, assign, mortgage, pledge, or otherwise dispose of, and in any manner deal with and contract with reference to copyrights, designs, and similar rights granted by or recognized under the laws of the United States or of any state or subdivision thereof, or of any foreign country or subdivision thereof, and all rights connected therewith or appertaining thereunto.

4. To borrow money, and, from time to time, to make, accept, endorse, execute, and issue promissory notes and other obligations of the corporation for moneys borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired.

5. To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as the Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift.

6. To retain or to disburse and distribute materials, property and funds in accordance with the purpose of this corporation and the specific directions of donors with regard to property donated by them, except where such directions would impair the classification of the corporation as a tax exempt, non-profit organization under the laws of the United States or the State of Florida.

7. In general, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject only to such limitations as are or may be prescribed by law, and these Articles of Incorporation.

Notwithstanding anything herein appearing to the contrary, no part of the assets of the net earnings of this corporation shall inure to the benefit of any member association or individual and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

**ARTICLE III**  
**TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE IV**  
**SUBSCRIBERS**

The names and residence of those subscribing to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Wayne Godwin	Rt. 2, Box 654-A Jay, FL 32565
Jack Moss	Room 248, Courthouse Ft. Lauderdale, FL 33301
Zearl Lancaster	P. O. Drawer 1591 Pensacola, FL 32597

**ARTICLE V**  
**MEMBERSHIP**

Membership in the corporation shall be limited to Florida county governments. Membership may be conditioned upon the payment of such single, periodic or special dues and assessments to the corporation as the Board of Directors shall provide in the Bylaws.

**ARTICLE VI**  
**BOARD OF DIRECTORS**

The corporate powers of the corporation shall be vested in a Board of Directors, consisting of the number of directors prescribed in the Bylaws, as amended from time-to-time but not less than three (3) and not more than forty (40) members, as shall be provided in the Bylaws. Where not inconsistent with the express provisions of these Articles, the Board of Directors shall have the rights, powers and privileges prescribed by law for directors of non-profit corporations.

The Board of Directors shall appoint an individual to serve as executive director of the corporation, and shall prescribe the manner of appointment, term of office, duties and compensation of the executive director. The executive Director shall be an ex officio member of the Board of Directors and shall attend its meetings. The executive director

may be removed only by concurrence of a majority of the members of the Board of Directors.

The first Board of Directors shall consist of the following individuals who shall serve until the first annual meeting of the corporation, which shall be in September 1978:

<u>NAME</u>	<u>ADDRESS</u>
Wayne Godwin	Rt. 2, Box 654-A Jay, FL 32565
Jack Moss	Room 248, Courthouse Ft. Lauderdale, FL 33301
Zearl Lancaster	P. O. Drawer 1591 Pensacola, FL 32597

The Board of Directors, by majority vote at any properly constituted meeting, shall fill such vacancies as may occur on the Board, and may remove members of the Board in accordance with the Bylaws of the corporation. The Board of Directors, by majority vote of those present at any properly constituted meeting, may appoint advisory committees for such purposes as the Board shall deem necessary.

## **ARTICLE VII** **OFFICERS**

The corporation shall have a President, Vice President, and a Secretary-Treasurer; there shall be such additional vice-presidencies and assistant officerships as the Board of Directors shall, in its discretion, determine. The offices of President and Secretary may not be filled by the same individual; otherwise, individuals may hold dual offices. The President, Vice President and Secretary-Treasurer shall manage the affairs of the corporation.

Each of the following named individuals shall serve in the office set opposite his name below, until the First Annual Meeting of the Board of Directors, which shall be in September 1978:

Acting President	Wayne Godwin
Acting Vice President	Jack Moss
Acting Secretary-Treasurer	Zearl Lancaster

The duties, qualifications, manner and time of election, and terms of office of all officers of the corporation shall be as prescribed in the Bylaws of the corporation.

**ARTICLE VIII**  
**INDEMNIFICATION**

The corporation shall indemnify and save harmless any and all persons who shall serve, or who shall have served at any time as Directors, members of the Executive Committee or officers, their respective heirs, administrators, successors, and assigns from and including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced and when approved by the Association), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding which may be asserted against them, or any of them, by reason of their actions taken as being or having been directors, members of the Executive Committee, or officers, except in relation to matters as to which any such trustee director, members of the Executive Committee or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his/her own negligence or misconduct in the performance of duty and/or is the subject of an action, suit or proceeding for actions that are outside the scope of his/her official capacity with the Association. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any Bylaws, agreements, or otherwise.

**ARTICLE IX**  
**AMENDMENTS**

These Articles of Incorporation may be amended by a concurrence of two-thirds of those present at any regular or special meeting of the Board of Directors, provided a quorum is present and ratified by the membership at its next regular meeting, and provided, also, in the case of a special meeting, that said meeting shall have been called for the purpose of each amendment.

**ARTICLE X**  
**BYLAWS**

Bylaws of the corporation shall be approved, altered, rescinded, or amended by concurrence of two-thirds of those present at any regular or special meeting of the Board of Directors, provided a quorum is present, and ratified by two-thirds of the membership at its next regular meeting, and provided also, in the case of a special meeting, that said meeting shall have been called for the purpose of such amendment.

**ARTICLE XI**  
**REGISTERED OFFICE**

The street address of the initial registered office of the corporation is 109 South Adams Street, Tallahassee, Florida, 32301. The name of the initial registered agent of the corporation at such address is John Thomas.

**ARTICLE XII**  
**REGISTERED AGENT**

JOHN THOMAS does, by his signature hereunder, accept designation as initial Registered Agent of the foregoing corporation.

---

JOHN THOMAS  
Executive Director  
State Association of County  
Commissioners of Florida, Inc.  
Registered Agent

**ARTICLE XIII**  
**DISSOLUTION**

Upon dissolution of this corporation, all of its assets remaining after payment of its debts and obligations and the costs and expenses of such dissolution shall be distributed exclusively for public purposes to Florida county governments which are members in good standing of this corporation on the date of distribution.

IN WITNESS WHEREOF, we have hereunto set our hands and seals the date and year hereinafter written on the acknowledgments.

---

WAYNE GODWIN  
County Commissioner  
Santa Rosa County

---

JACK MOSS  
County Commissioner  
Broward County

---

ZEARL LANCASTER  
County Commissioner  
Escambia County



STATE OF FLORIDA :  
COUNTY OF LEON :

Before me, the undersigned authority, personally appeared JOHN THOMAS, to me well known to be the person designated in Article XII of the foregoing Articles of Incorporation of the State Association of County Commissioners of Florida, Inc., as Registered Agent, and by his signature above acknowledges acceptance of said designation.

WITNESS my hand and official seal this 28<sup>th</sup> day of April, 1978.

Marie J. Pelt  
NOTARY PUBLIC

My Commission expires:

STATE OF FLORIDA :  
COUNTY OF LEON :

Before me, the undersigned authority, personally appeared WAYNE GODWIN, to me well known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes herein expressed.

WITNESS my hand and official seal this 28<sup>th</sup> day of April, 1978.

Marie J. Pelt  
NOTARY PUBLIC

My Commission expires:

STATE OF FLORIDA :  
COUNTY OF LEON :

Before me, the undersigned authority, personally appeared JACK MOSS, to me well known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes herein expressed.

WITNESS my hand and official seal this 28<sup>th</sup> day of April, 1978.

Marie J. Pelt  
NOTARY PUBLIC

My Commission expires:

STATE OF FLORIDA :  
COUNTY OF LEON :

Before me, the undersigned authority, personally appeared ZEARL LANCASTER, to me well known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes herein expressed.

WITNESS my hand and official seal this 28<sup>th</sup> day of April, 1978.

Marie J. Pelt  
NOTARY PUBLIC

My Commission expires:

FILED

ARTICLES OF AMENDMENT OF 1986 NOV 17 PM 2:25

ARTICLES OF INCORPORATION SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE ASSOCIATION OF COUNTY COMMISSIONERS OF FLORIDA

Pursuant to the provisions of Section 607.177(a), Florida Statutes, the undersigned, being all of the directors of the STATE ASSOCIATION OF COUNTY COMMISSIONERS OF FLORIDA, a Florida corporation, hereby request that Article I of the Articles of Incorporation be amended to change the corporation name to:

FLORIDA ASSOCIATION OF COUNTIES, INC.

*Barbara Green Todd*  
Director, President

*[Signature]*  
Director - Vice President

*[Signature]*  
Director - Secretary-Treasurer

Sworn to and subscribed before me this 12<sup>th</sup> day of ~~October~~ November, 1986.

*[Signature]*  
NOTARY PUBLIC

My commission expires: Every Public State of Florida  
My Commission expires July 2, 1987  
Renewal fee for notary public, etc.

STATE ASSOCIATION OF COUNTY COMMISSIONERS  
OF FLORIDA

RESOLUTION CHANGING CORPORATION NAME

RESOLVED AS FOLLOWS:


That the name of the corporation be changed to that of Florida Association of Counties, Inc.

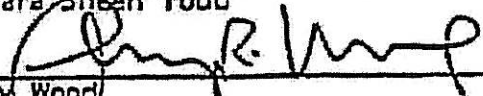
That the President and Secretary be and they are hereby authorized and directed to execute Articles of Amendment of the Articles of Incorporation and to have said instrument filed in the office of the Secretary of State in Tallahassee, Florida.

3. That the Secretary be and is hereby authorized to execute a Certificate of Amendment of the Bylaws of this corporation evidencing the change of the corporate name as authorized hereby and to affix said certificate to the bylaws of this corporation.

4. That the President and Secretary be and they are hereby authorized and directed to execute any further documents, pay the necessary fees and costs, and do any and all things that may be necessary to effectuate the foregoing resolutions.

DATED: 22 November 1956

  
Barbara Stuen Todd

  
Terry Wood

**FLORIDA ASSOCIATION OF COUNTIES, INC.**

**RESOLUTION REGARDING AMENDMENT OF ARTICLES OF INCORPORATION**

Resolved as follows:

1. That the Articles of Incorporation of the Florida Association of Counties, Inc. be changed as follows:

**Article V, Membership, is amended as follows:**

**ARTICLE V**  
**MEMBERSHIP**

Membership in the corporation shall be limited to Florida county governments. Membership may be conditioned upon the payment of such single, periodic or special dues and assessments to the corporation as the Board of Directors shall provide in the Bylaws.

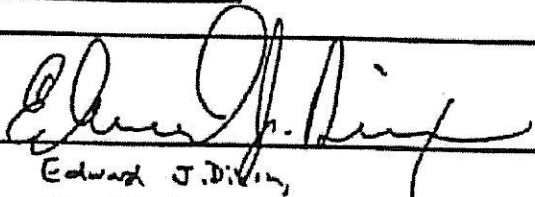
**A new Article XIII, Dissolution, is added, as follows:**

**ARTICLE XIII**  
**DISSOLUTION**

Upon dissolution of this corporation, all of its assets remaining after payment of its debts and obligations and the costs and expenses of such dissolution shall be distributed exclusively for public purposes to Florida county governments which are members in good standing of this corporation on the date of distribution.

2. That the President be and is hereby authorized and directed to execute Articles of Amendment of the Articles of Incorporation and to have said instrument filed in the office of the Secretary of State in Tallahassee, Florida.
3. That the President be and is hereby authorized and directed to execute any further documents, pay the necessary fees and costs, and do any and all things that may be necessary to effectuate the foregoing resolutions.

DATED: 11-19-99

  
\_\_\_\_\_  
Edward J. Divin,  
President

Resolution No. 04-01

Board of Directors  
FLORIDA ASSOCIATION OF COUNTIES, INC.

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE FLORIDA ASSOCIATION OF COUNTIES, INC. APPROVING THE AMENDMENT OF THE ARTICLE VIII, THE INDEMNIFICATION PROVISION IN THE ARTICLES OF INCORPORATION; DIRECTING THE PRESIDENT TO EFFECTUATE OR CAUSE TO BE EFFECTUATED THE AMENDMENT; AND PROVIDING AN EFFECTIVE DATE.**

**WHEREAS**, Florida law allows Florida not-for-profit corporations to indemnify their officers and directors;

**WHEREAS**, the Florida Association of Counties, Inc. already has provision for such indemnification under certain circumstances in its Articles of Incorporation; and

**WHEREAS**, the Florida Association of Counties, Inc. desires to clarify the circumstances under which it will indemnify its officers and directors.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE FLORIDA ASSOCIATION OF COUNTIES, INC.:**

**SECTION 1. ARTICLES OF INCORPORATION AMENDMENT.** The Articles of Incorporation of the Florida Association of Counties, Inc. shall be amended as follows:

Article VIII, Indemnification, is amended as follows:

ARTICLE VIII  
INDEMNIFICATION

The corporation shall indemnify and save harmless any and all persons who shall serve, or who shall have served at any time as Directors, members of the Executive Committee or officers, their respective heirs, administrators, successors, and assigns from and including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced and when approved by the Association), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding which may be asserted against them, or any of them, by reason of their actions taken as being or having been directors, members of the Executive Committee, or officers, except in relation to matters as to which any such trustee director, members of the Executive Committee or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his/her own negligence or misconduct in the performance of duty and/or is the subject

of an action, suit or proceeding for actions that are outside the scope of his/her official capacity with the Association. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any Bylaws, agreements, or otherwise.

**SECTION 2. ADMINISTRATIVE DELEGATION.**

(A) The President is hereby authorized and directed to execute Articles of Amendment of the Articles of Incorporation, substantially in the form attached hereto as Appendix A, and to have said instrument filed in the office of the Secretary of State in Tallahassee, Florida.

(B) The President is hereby authorized and directed to execute any further documents to do or cause to have done any and all things that may be necessary to effectuate this resolution.

**SECTION 3. EFFECTIVE DATE.** This resolution shall be effective as of the date of its adoption, as affixed below.

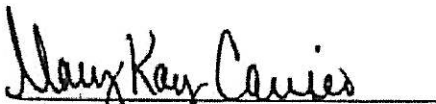
FLORIDA ASSOCIATION OF COUNTIES, INC.



Cliff Thael, President  
Florida Association of Counties, Inc.

Date: December 1, 2004

Attest:



Mary Kay Caliseo  
Executive Director

Article VI, Board of Directors, is amended as follows:

ARTICLE VI  
BOARD OF DIRECTORS

The corporate powers of the corporation shall be vested in a Board of Directors, consisting of the number of directors prescribed in the Bylaws, as amended from time-to-time but not less than three (3) ~~and not more than forty (40)~~ members, as shall be provided in the Bylaws. Where not inconsistent with the express provisions of these Articles, the Board of Directors shall have the rights, powers and privileges prescribed by law for directors of non-profit corporations.

*Note: Double underlined text represents additions and strike-through text represents deletions. All remaining portions of Article VI remains unchanged.*



**Florida Association of Counties, Inc.**  
**Doc. No. 744233**  
**Attachment to Articles of Amendment to Articles of Incorporation Form**  
**June 27, 2013**

Article VII, Officers, is amended as follows:

**Article VII - Officers**

The corporation shall have a President, Vice President, a Secretary, and a Treasurer and a ~~Secretary-Treasurer~~; there shall be such additional vice-presidencies and assistant officerships as the Board of Directors shall, in its discretion, determine. The offices of President and Secretary may not be filled by the same individual; otherwise, individuals may hold dual offices. The President, Vice President, Secretary and Treasurer and ~~Secretary-Treasurer~~ shall manage the affairs of the corporation.

\* \* \*

*Note: Double underlined text represents additions and strike-through text represents deletions. All remaining portions of Article VII remain unchanged.*

Article XIII, Dissolution, is amended as follows:

**Article XIII - Dissolution**

Upon dissolution of this corporation, all of its assets remaining after payment of its debts and obligations and the costs and expenses of such dissolution shall be distributed exclusively for public purposes to Florida county governments, which are members in good standing of this corporation on the date of distribution, proportional to the amount of each county's annual dues and applicable special assessments.

\* \* \*

*Note: Double underlined text represents additions and strike-through text represents deletions. All remaining portions of Article XIII remain unchanged.*