

# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation, as amended to date, of LEADERSHIP LAKE LAND ALUMNI ASSOCIATION, INC., a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is N08785.



CR2EO22 (1-11)

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capital, this the  
Seventh day of February, 2017

*Ken Detzner*

Ken Detzner  
Secretary of State



FLORIDA DEPARTMENT OF STATE

**THE ATTACHED COPIES ARE  
THE BEST AVAILABLE.**

**SOME OR ALL OF THE ORIGINAL  
DOCUMENTS SUBMITTED FOR  
FILING WERE NOT SUITABLE FOR  
MICROFILMING.**



ARTICLES OF INCORPORATION  
OF  
LEADERSHIP LAKELAND ALUMNI ASSOCIATION, INC.  
(a Florida not-for-profit corporation)

The undersigned, acting as incorporators of LEADERSHIP LAKELAND ALUMNI ASSOCIATION, INC. (the "Company") being desirous of forming a not-for-profit corporation under the not-for-profit corporation laws of Florida (Chapter 617, Florida Statutes), do hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME AND LOCATION

The name of the corporation shall be LEADERSHIP LAKELAND ALUMNI ASSOCIATION, INC., with its office and principal place of business located in the City of Lakeland, Polk County, State of Florida.

ARTICLE II. COMMENCEMENT OF EXISTENCE; DURATION

The existence of this corporation will commence on the date of filing of these Articles of Incorporation. The Company is to have perpetual existence.

ARTICLE III. PURPOSES

(a) The Company is formed exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (the "Code") and to promote the common business interests of the Lakeland community. In furtherance of, but not in addition to, such purposes, the Company may

(1) take and hold by bequest, devise, gift, grant, contribution, purchase, lease, or otherwise, any property (real or personal, tangible or intangible) or any undivided interest therein, without limitation as to the amount or value;

(2) sell, convey or otherwise dispose of any such property and to invest, reinvest or deal with the principal or the income thereof in such manner as, in the judgment of the directors, would best promote the purposes of the Company, without limitation, except such limitations (if any) as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Company, or any laws applicable thereto; and

(3) do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors, officers, members, or of any private individual.

(b) No part of the net earnings of the Company shall inure to the benefit of any member, director or officer of the Company, or any private individual (except that reasonable compensation may be paid by the Company for services actually rendered to or for it affecting one or more of its exempt purposes). No member, director, or officer of the Company, and no private individual shall be entitled to share in the distribution of any of the corporate assets on the dissolution or liquidation of the Company. No substantial part of the activities of the Company shall consist of testing for public safety or the carrying on of propaganda, or otherwise attempting to influence legislation. The Company shall not participate or intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office.

(c) If, at any time, the Company is classified as a "private foundation" by the Internal Revenue Service under Section 509 of the Code, or corresponding provision of any subsequent federal tax law, then the following provisions shall become effective:

(1) The Company shall distribute income for each taxable year at such time and in such manner and amount so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provision of any subsequent federal tax law;

(2) The Company shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code which would give rise to any liability for the tax imposed under Section 4941(a) of the Code, or corresponding provision of any subsequent federal tax law;

(3) The Company shall not retain any excess business holdings as defined in Section 4943(c) of the Code which would give rise to any liability for the tax imposed by Section 4943(a) or (b) of the Code, or corresponding provision of any subsequent federal tax law;

(4) The Company shall not make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of Section 4944 of the Code so as to give rise to any liability for the tax imposed by Section 4944(a) or (b) of the Code, or corresponding provision of any subsequent federal tax law; and

(5) The Company shall not make any taxable expenditures as defined in Section 4945(d) of the Code which would give rise to any liability for the tax imposed by Section 4945(a) of the Code, or corresponding provision of any subsequent federal tax law.

(d) Notwithstanding any other provision of these Articles of Incorporation, the Company shall not conduct or carry on any activities not permitted to be conducted or carried on by an organ-



ization exempt under Section 501(c)(3) of the Code and its regulations (as now in existence and effect or as they may from time to time hereafter be amended) or by an organization contributions to which are deductible under Section 170(e)(2)(B) of the Code and its regulations (as now in existence and effect or as they may from time to time hereafter be amended), or corresponding provisions of any subsequent federal tax law.

(e) Upon the dissolution of the Company or the winding up of its affairs, the assets of the Company shall be distributed exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code and its regulations (as now in existence and effect or as they may from time to time hereafter be amended), or shall be distributed to the federal government or to a state or local government for a public purpose.

#### ARTICLE IV. MEMBERSHIP AND QUALIFICATION FOR MEMBERSHIP

The members of the Company shall consist of the persons signing the Articles of Incorporation, those named in the Articles as officers or members of the Board of Directors, and such other persons as the members may elect, by a vote of a majority of all of the members of the Company, at any annual or special meeting of the directors. Qualification for membership shall be satisfied by those persons expressing an interest in the purposes of the Company. The members shall from time to time prescribe the qualifications for membership, as well as the form and manner in which application for membership may be made. New members may be admitted by the vote of the members only.

#### ARTICLE V. RESIDENT AGENT

The resident agent of the Company shall be INTRASTATE REGISTERED AGENT CORPORATION, 1916 South Central Avenue, Lakeland, Florida 33803, which shall be indicated by a Certificate of Designation attached hereto and made a part hereof.

#### ARTICLE VI. OFFICERS AND MANAGEMENT

##### (a) Officers

The affairs of the Company shall be managed by its Board of Directors and, under such delegation of its general management duties as the Board deems advisable, by the following officers: the President, First Vice President, Second Vice President, Secretary, Treasurer and such other officers with such powers and duties not inconsistent with these Articles as may be appointed and determined as provided for in the Company's Bylaws. Election of officers shall be held at each annual meeting of the directors, as set forth in the Bylaws, for a term of one (1) year. The names and addresses of the persons who are to serve as

officers of the Company until the first annual meeting of its directors or until successor officers shall be elected (whichever occurs last) are:

<u>OFFICE</u>	<u>NAME</u>
President	Thomas Samuel Petcoff
First Vice President	James Donald Turk
Second Vice President	James Marshall Magnusen, M.D.
Secretary	Richard B. Stephens, Jr.
Treasurer	Robert Howard Wiggs

(b) Board of Directors

The business and property of the Company shall be managed and controlled by the Board of Directors, who shall be elected annually by the members to hold office until the next annual meeting of the members or until the election and qualification of their respective successors, except as may be otherwise provided for in the Bylaws with respect to the filling of vacancies. The qualifications of the directors, their number, resignation of directors, vacancies in the Board of Directors, the times of holding their annual meeting and special meetings, notices of meetings, election of their Chairman, the constitution of a quorum, and contracts and services entered into and rendered by the directors, their compensation, powers and duties shall be set forth in the Bylaws. The Board of Directors of the Company shall never be less than nine (9) persons nor more than twenty-one (21). The names and addresses of the persons who are to serve as directors until the first annual meeting of the Board of Directors are:

<u>NAME</u>	<u>RESIDENCE ADDRESS</u>
Jere W. Annis, M.D. Watson Clinic	P. O. Box 1429 Lakeland, Florida 33805
John T. Cannon, III Barnett Bank of Polk County	331 S. Florida Avenue Lakeland, Florida 33801
Alan Paul Fisher, O.D.	2025 E. Edgewood Drive Lakeland, Florida 33803
Lyonal B. Lindsey, Jr. Apex Distributing Co.	3730 Ethel Avenue Auburndale, Florida 33823
James Marshall Magnusen, M.D. Watson Clinic	1600 Lakeland Hills Blvd. Lakeland, Florida 33802
Patrick Dale McConnell Alpha Properties, Inc.	1120 Sugartree Dr. N. Lakeland, Florida 33803
Anne D. McLaughlin Junior League of Lakeland	1425 Seville Place Lakeland, Florida 33803



Mark J. Monte De Oza  
Peoples Bank of Lakeland

Michael Ronald O'Connor  
Florida Phosphate Council

Thomas Samuel Petcoff  
Summit Consulting, Inc.

William Tyne Reid  
General Telephone Co.

Edward Thomas Shivers  
Publix Super Markets, Inc.

Richard B. Stephens, Jr.  
Holland & Knight

Eugene S. Strickland  
City of Lakeland

Henry E. Tucker  
President, Lakeland  
Board of Realtors

James Donald Turk  
Mobil Chemical Company

Robert Howard Wiggs  
Flagship State Bank of  
Polk County

Teresa Stetson Wilson  
League of Women Voters

115 S. Missouri Ave  
Lakeland, Florida 33802

4406 S. Florida Avenue  
Lakeland, Florida 33807

2310 A-Z Park Road  
Lakeland, Florida 33801

120 E. Lime  
Lakeland, Florida 33802

1936 George Jenkins Blvd.  
Lakeland, Florida 33801

92 Lake Wire Drive  
Lakeland, Florida 33802

City Hall  
Massachusetts Avenue  
Lakeland, Florida 33801

217 S. Florida Avenue  
Lakeland, Florida 33801

P. O. Box 311  
Nichols, Florida 33863

400 N. Church Street  
Mulberry, Florida 33860

4710 S. Florida Avenue  
Lakeland, Florida 33803

#### ARTICLE VII. SUBSCRIBERS

The names and residence addresses of the subscribers to these Articles are:

##### NAME

Thomas Samuel Petcoff  
Summit Consulting, Inc.

Richard B. Stephens, Jr.  
Holland & Knight

James Donald Turk  
Mobil Chemical Company

##### RESIDENCE ADDRESS

2310 A-Z Park Road  
Lakeland, Florida 33801

92 Lake Wire Drive  
Lakeland, Florida 33802

P. O. Box 311  
Nichols, Florida 33863

#### ARTICLE VIII. BYLAWS

(a) The Board of Directors shall adopt such initial Bylaws as it deems necessary for the conduct of its business and the carrying out of its purposes as set forth herein.

(b) The Bylaws may be added to, amended, altered or rescinded by the Board of Directors by the affirmative vote of a majority of the Board at the regular or special meeting of the Board of Directors, or by the members by the affirmative vote of a majority of the members in good standing and entitled to vote in the Company's affairs at any regular or special meeting of the membership.

(c) Any bylaw made or amended by the Board of Directors shall be effective, and any bylaw rescinded by the Board of Directors shall cease to be effective, only until the next regular annual or special meeting of the membership of the Company, at which time the action taken by the Board shall either be ratified or rescinded.

#### ARTICLE IX. AMENDMENTS TO ARTICLES

Amendments to these Articles of Incorporation may be proposed and adopted in the same manner as is set forth above for the amendment of the Bylaws.



IN WITNESS WHEREOF, we, the undersigned subscribing incorporators have hereunto set our hands and seals on this 11th day of April, 1985.

Witnesses:

Donald D. Carr

Kim Cypher

Barbara B. Hall

Frances M. Brown

James W. Bayless

H. Robinson

Thomas Samuel Petcoff

Thomas Samuel Petcoff

Richard B. Stephens, Jr.

Richard B. Stephens, Jr.

James Donald Turk

James Donald Turk

STATE OF FLORIDA )  
COUNTY OF POLK )

ss.:

I, Valera Rae Clayton, a Notary Public duly authorized in and for the State of Florida to take acknowledgments, do hereby certify that Thomas Samuel Petcoff, party to Articles of Incorporation dated April 1, 1985, attached hereto, personally appeared before me this 1 day of April, 1985, that he is personally known to me as the person who executed the said Articles of Incorporation, and that he acknowledged to me the same as his acts and deeds.

Valera Rae Clayton  
Notary Public

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXP. FEB 23, 1992  
BONDED THRU GENERAL INS. UND.

STATE OF FLORIDA )  
COUNTY OF POLK )

ss.:

I, Barbara B. Hall, a Notary Public duly authorized in and for the State of Florida to take acknowledgments, do hereby certify that Richard B. Stephens, Jr., party to Articles of Incorporation dated April 1, 1985, attached hereto, personally appeared before me this 12th day of March, 1985, that he is personally known to me as the person who executed the said Articles of Incorporation, and that he acknowledged to me the same as his acts and deeds.

Barbara B. Hall  
Notary Public

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXP. APR. 2, 1992  
BONDED THRU GENERAL INS. UND.



STATE OF FLORIDA )

) ss.:.

COUNTY OF POLK )

I, Way E. Robinson, a Notary Public duly authorized in and for the State of Florida to take acknowledgments, do hereby certify that James Donald Turk, party to Articles of Incorporation dated April 1, 1985 attached hereto, personally appeared before me this 1st day of April, 1985, that he is personally known to me as the person who executed the said Articles of Incorporation, and that he acknowledged to me the same as his acts and deeds.

Way E. Robinson  
Notary Public  
NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXPIRES NOV 28 1986  
BOLDED JUDICIAL GENERAL INSURANCE CO.

ARTICLES OF AMENDMENT

OF

LEADERSHIP LAKELAND ALUMNI ASSOCIATION, INC.

January 15, 1989

The Articles of Incorporation of Leadership Lakeland Alumni Association, Inc., a non-profit corporation organized under Chapter 617, Florida Statutes, as filed with the Secretary of State of Florida on April 18, 1985, are hereby amended as follows:

Article III of the Articles of Incorporation is hereby deleted in its entirety and the following new Article III shall be added in lieu thereof:

ARTICLE III. PURPOSES

(a) The Company is formed exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1954, as amended (the "Code") and to promote the common business interests of the Lakeland community. In furtherance of, but not in addition to, such purposes, the Company may

(1) take and hold by bequest, devise, gift, grant, contribution, purchase, lease, or otherwise, any property (real or personal, tangible or intangible) or any undivided interest therein, without limitation as to the amount or value;

(2) sell, convey or otherwise dispose of any such property and to invest, reinvest or deal with the principal or the income thereof in such manner as, in the judgment of the directors, would best promote the purposes of the Company, without limitation, except such limitations (if any) as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Company, or any laws applicable thereto; and

(3) do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but



not for the pecuniary profit or financial gain of its directors, officers, members, or of any private individual.

(b) No part of the net earnings of the Company shall inure to the benefit of any member, director or officer of the Company, or any private individual (except that reasonable compensation may be paid by the Company for services actually rendered to or for it affecting one or more of its exempt purposes). No member, director, or officer of the Company, and no private individual shall be entitled to share in the distribution of any of the corporate assets on the dissolution or liquidation of the Company. No substantial part of the activities of the Company shall consist of testing for public safety or the carrying on of propaganda, or otherwise attempting to influence legislation. The Company shall not participate or intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office.

(c) If, at any time, the Company is classified as a "private foundation" by the Internal Revenue Service under Section 509 of the Code, or corresponding provision of any subsequent federal tax law, then the following provisions shall become effective:

(1) The Company shall distribute income for each taxable year at such time and in such manner and amount so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provision of any subsequent federal tax law;

(2) The Company shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code which would give rise to any liability for the tax imposed under Section 4941(a) of the Code, or corresponding provision of any subsequent federal tax law;

(3) The Company shall not retain any excess business holdings as defined in Section 4943(c) of the Code which would give rise to any liability for the tax imposed by Section 4943(a) or (b) of the Code, or corresponding provision of any subsequent federal tax law;

(4) The Company shall not make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of Section 4944 of the Code so as to give rise to any liability for the tax imposed by Section 4944(a) or (b) of the Code, or corresponding provision of any subsequent federal tax law; and

(5) The Company shall not make any taxable expenditures as defined in Section 4945(d) of the Code which would give rise to any liability for the tax imposed by Section 4945(a) of the Code, or corresponding provision of any subsequent federal tax law.

(d) Notwithstanding any other provision of these Articles of Incorporation, the Company shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(6) of the Code and its regulations (as now in existence and effect or as they may from time to time hereafter be amended).

(e) Upon the dissolution of the Company or the winding up of its affairs, the assets of the Company shall be distributed exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code and its regulations (as now in existence and effect or as they may from time to time hereafter be amended), or shall be distributed to the federal government or to a state or local government for a public purpose.

The foregoing amendment was adopted pursuant to a meeting of the Board of Directors of Leadership Lakeland Alumni Association, Inc. duly called and held on December 22, 1988, in Lakeland, Florida.



IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment on and as of this 17th day of January, 1989.

LEADERSHIP LAKELAND  
ALUMNI ASSOCIATION, INC.

J. Greg Ruthren  
President

ATTEST:

John Wallis  
Secretary

(Corporate Seal)

STATE OF FLORIDA

COUNTY OF POLK

The foregoing instrument was acknowledged before me this 17th day of January, 1989, by J. Greg Ruthren, as President of Leadership Lakeland Alumni Association, Inc.

Carol Ann Williams  
Notary Public

My commission expires:

(Affix notarial seal)

NOTARY PUBLIC, STATE OF FLORIDA.  
MY COMMISSION EXPIRES JULY 27, 1990.  
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

STATE OF FLORIDA

COUNTY OF POLK

The foregoing instrument was acknowledged before me this 17th day of January, 1989, by John Wallis, as Secretary of Leadership Lakeland Alumni Association, Inc.

Carol Ann Williams  
Notary Public

My commission expires:

(Affix notarial seal)

NOTARY PUBLIC, STATE OF FLORIDA.  
MY COMMISSION EXPIRES JULY 27, 1990.  
BONDED THRU NOTARY PUBLIC UNDERWRITERS.