



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 29, 2012

JAMES A.L SCHMIDT  
304 SOUTH PLANT AVENUE  
TAMPA, FL 33606

Pursuant to your recent letter, we are enclosing photocopies as requested.

Should you have any questions regarding this matter you may contact our office at (850) 245-6053.

Margaret Freeman  
Certification Section

Letter No. 412A00008248

Original

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FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
THE FLORIDA CHAPTER NO. 26  
OF  
FARM AND LAND INSTITUTE  
OF  
THE NATIONAL ASSOCIATION OF REALTORS, INC.

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The undersigned, desiring to cause a corporation not-for-profit to be formed pursuant to Chapter 617 of the laws of the State of Florida, do hereby make, subscribe and acknowledge the following articles of incorporation.

ARTICLE I. NAME

The name of this corporation will be THE FLORIDA CHAPTER NO. 26 OF FARM AND LAND INSTITUTE OF THE NATIONAL ASSOCIATION OF REALTORS, INC.

ARTICLE II. PURPOSE

The corporation is formed for the purpose of promoting the common business interests of its membership through the continuing professional education of its members and other activities directed to the improvement of business conditions within the real estate brokerage industry, as distinguished from the performance of particular services for individual persons as successor to the unincorporated "Florida Chapter No 26 of Farm and Land Institute of National Association of Realtors, Inc." ("PREDECESSOR"). It is not organized for profit and no part of its net earnings may inure to the benefit of any private individual. It will not engage in any regular business of any kind ordinarily carried on for profit. The foregoing purposes are not, however, intended

to in any way limit the powers otherwise conferred by law upon corporation so formed.

### ARTICLE III. MEMBERS

The corporation will have members. The qualifications for membership and the procedure for admission of members is set forth in this Article.

#### A. QUALIFICATION.

Persons, firms and corporations must meet the following qualifications to be eligible for membership in the corporation: Applicants must hold some form of membership in a Member Board, affiliated State Association or direct membership in the National Association of Realtors.

#### B. ADMISSION.

Persons, firms and corporations who are qualified for membership will be admitted as members of the corporation in the following manner: By election of the Board of Directors of the corporation.

#### C. CONTINUATION OF MEMBERSHIP.

Persons, firms and corporations, once admitted to membership in the corporation, will continue to be members for as long as they continue to meet the qualifications for membership, are current in the payment of the dues required, from time to time, to be paid by the membership, and meet the following requirements: Ethical standards of practice as set forth in the Bylaws of the corporation.

D. INITIAL MEMBERS.

Initially, the members will be and include all of the persons who are the members of the predecessor.

ARTICLE IV. DURATION

The term of existence of this corporation is perpetual.

ARTICLE V. SUBSCRIBERS

The name and place of residence of the subscribers to the articles of incorporation of this corporation are as follows:

<u>NAME</u>	<u>RESIDENCE</u>
Ronald J. Huffner	830 Cypress Lake Circle, Fort Myers, Florida 33907
Hubbard K. Biggs	241 Volusia Drive, Winter Haven, Florida 33880
Jack T. Gibbs, Jr.	410 No. Mobley Street, Plant City, Florida 33566
Ronald L. Rathbun	1010 Tobago Terrace, Vero Beach, Florida 32960

ARTICLE VI. OFFICERS

The affairs of the corporation will be managed by the Officers of the corporation, each of whom will be elected annually by the membership at the annual meeting of the membership held for that purpose, and serve as such until their successors are elected and qualify.

A. INITIAL OFFICERS.

Initially, the corporation will have only a President, First Vice-President, Second Vice-President, and Secretary/Treasurer. The names of the persons who will hold these offices until the first election of officers under these articles are as follows:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Ronald J. Huffner	3364 Cleveland Avenue Fort Myers, Fl 33901
First Vice President	Hubbard K. Biggs	P. O. Box 3340 Lake Wales, Fl 33853
Second Vice President	Jack T. Gibbs, Jr.	P. O. Box 1179 Plant City, Fl 33566
Secretary/ Treasurer	Ronald L. Rathbun	P. O. Box 1117 Vero Beach, Fl 32960

B. DISTRICT VICE-PRESIDENTS.

The Board of Directors will divide the State of Florida into geographical Districts ("DISTRICTS") as it may, from time to time, deem expedient and reasonable, one member of the corporation whose principal place of business or residence is within each District will be elected by the membership, at the annual meeting of the membership, as the District Vice-President for that District.

(1) INITIAL DISTRICTS.

Initially, there will be eleven (11) Districts, which will be the eleven (11) Districts of the corporation's predecessor.

(2) INITIAL DISTRICT VICE-PRESIDENTS.

Initially, there will be no District Vice-Presidents. However, those persons hereafter elected by the membership of the predecessor as the District Vice-Presidents of the predecessor for the calendar year 1983 will be and become the District Vice-Presidents of the corporation for the calendar year beginning January 1, 1983.

## ARTICLE VII. DIRECTORS

The affairs of the corporation will be managed as prescribed by the Board of Directors, who will be elected annually by the membership of the corporation at the annual meeting thereof.

### A. NUMBER AND COMPOSITION.

The number and composition of the board of directors will be determined annually by the membership of the corporation at the annual meeting thereof; provided, however, that there will never be less than three (3) directors. Until otherwise so determined, the number and composition will be determined as provided in subparagraphs (B) and (C) of this Article.

### B. GENERAL RULE.

The Board of Directors for any calendar year will be composed of the following persons:

(1) The officers of the corporation, including the various District Vice-Presidents;

(2) All past presidents of the corporation and its predecessor who are active members of the corporation; and,

(3) Both the Regional Vice-President of the Farm and Land Institute of the National Association of Realtors for the Region which includes the State of Florida, and the President of the Florida Association of Realtors; provided, however, that neither of such directors will be entitled to vote.

C. INITIAL DIRECTORS.

For the period of time between the filing of these Articles and December 31, 1982, the corporation will have only four (4) directors, whose names and addresses are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
President Ronald J. Huffner	3364 Cleveland Avenue Fort Myers, Fl 33901
First Vice-President Hubbard K. Biggs	P. O. Box 3340 Lake Wales, Fl 33853
Second Vice-President Jack T. Gibbs, Jr.	P. O. Box 1179 Plant City, Fl 33566
Secretary/Treasurer Ronald L. Rathbun	P. O. Box 1117 Vero Beach, Fl 32960

ARTICLE VIII. BYLAWS

The Bylaws of the corporation may be made, altered or rescinded by the Directors of the corporation.

ARTICLE IX. AMENDMENTS TO ARTICLES

These articles of incorporation may be amended by the act of the Directors of the corporation. Such amendments may be proposed by any Directors at any Meeting of Directors and adopted by a majority of the Directors present and voting, provided that a majority of the Directors are present.

ARTICLE X. REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the corporation will be 3364 Cleveland Avenue, Fort Myers, Florida 33901, and its initial registered agent at that address will be Ronald J. Huffner. The corporation may, however, change its registered office and registered agent as provided by law.

ARTICLE XI. DISSOLUTION

Upon the dissolution of the corporation, the Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation then remaining exclusively for the purpose of the corporation in such manner, or to such of the following described organizations as the Directors shall determine:

A. An organization or organizations organized and operated exclusively for purpose which are similar to those of the corporation as at the time qualify as an exempt organization or organizations under section 501(c)(6) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future internal revenue laws of the United States); or,

B. An organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future internal revenue laws of the United States).

Notwithstanding the provisions of Article IX (AMENDMENTS TO ARTICLES) to the contrary, this Article may not be amended if the amendment would adversely affect the exemption of the corporation under section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future internal revenue laws of the United States).



IN WITNESS WHEREOF, The subscribers do hereby make,  
subscribe and acknowledge the foregoing articles of incorporation,  
and the registered agent does hereby accept designation as  
such for the corporation to be hereby correct.

Ronald J. Haffner  
Ronald J. Haffner, Subscriber

Hubbard K. Biggs  
Hubbard K. Biggs, Subscriber

Jack T. Gibbs, Jr.  
Jack T. Gibbs, Jr. Subscriber

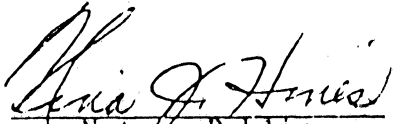
Ronald L. Rathbun  
Ronald L. Rathbun, Subscriber

Ronald J. Haffner  
Registered Agent

STATE OF FLORIDA     )  
                                  )  
COUNTY OF BROWARD    )

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, RONALD J. HUFFNER, to me well known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Hollywood, County of Broward, and State of Florida, this 15<sup>th</sup> day of October, A.D., 19 82.

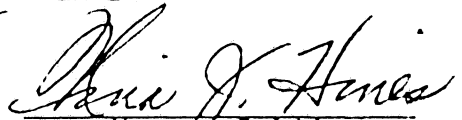
  
Notary Public

My Commission Expires:  
NOTARY PUBLIC STATE OF FLORIDA AT LARGE  
MY COMMISSION EXPIRES JUNE 19 1983  
BONDED THRU GENERAL INS. UNDERWRITERS

STATE OF FLORIDA     )  
                                  )  
COUNTY OF BROWARD    )

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, HUBBARD K. BIGGS, to me well known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Hollywood, County of Broward, and State of Florida, this 15<sup>th</sup> day of October, A.D., 19 82.

  
Notary Public

My Commission Expires:  
NOTARY PUBLIC STATE OF FLORIDA AT LARGE  
MY COMMISSION EXPIRES JUNE 19 1983  
BONDED THRU GENERAL INS. UNDERWRITERS

STATE OF FLORIDA     )  
                                  )  
COUNTY OF BROWARD    )

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, RONALD J. HUFFNER, to me well known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Hollywood, County of Broward, and State of Florida, this 15th day of October, A.D., 19 82.

*Paul J. Hines*  
Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE  
MY COMMISSION EXPIRES JUNE 19 1983  
BONDED THRU GENERAL INS. UNDERWRITERS

STATE OF FLORIDA     )  
                                  )  
COUNTY OF BROWARD    )

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, HUBBARD K. BIGGS, to me well known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Hollywood, County of Broward, and State of Florida, this 15th day of October, A.D., 19 82.

*Paul J. Hines*  
Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE  
MY COMMISSION EXPIRES JUNE 19 1983  
BONDED THRU GENERAL INS. UNDERWRITERS

ARTICLES OF AMENDMENT  
to  
ARTICLES OF INCORPORATION

FILED  
FEB 17 11 24 AM '87  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provision of Chapter 617, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: The name of the corporation is:

THE FLORIDA CHAPTER NO. 26 OF FARM AND LAND INSTITUTE OF THE  
NATIONAL ASSOCIATION OF REALTORS, INC.

SECOND: The following amendment(s) to the articles of incorporation was (were) adopted by the corporation: ARTICLE I. NAME. The name of this corporation will be FLORIDA CHAPTER NO. 26 of the REALTORS LAND INSTITUTE of the NATIONAL ASSOCIATION OF REALTORS, INC.

ARTICLE VI. OFFICERS. The officers of the corporation be amended to read President, President Elect, Vice president, Secretary and Treasurer.  
B. DISTRICT VICE PRESIDENTS.

(1) Initial Districts

Initially, there will be eleven (11) districts, which will be the eleven (11) districts of the corporation's predecessor. As districts are added or renumbered by the FLORIDA ASSOCIATION OF REALTORS, the number eleven (11) will change accordingly, either increasing or decreasing in number.

THIRD: The amendment(s) was (were) adopted by the Board of Directors on the 20th day of June, 1986.

FOURTH: The above amendment(s) was (were) approved by a majority of the members of the corporation on the 20th day of June, 1986.

Dated February 12, 19 87 FLORIDA CHAPTER NO. 26 of the REALTORS LAND INSTITUTE of the NATIONAL ASSOCIATION OF REALTORS, INC.

Corporation Name  
By [Signature]  
President or Vice President

By [Signature]  
Secretary or Assistant Secretary

STATE OF FLORIDA  
COUNTY OF Collier

Before me, the undersigned authority, personally appeared John W. Vaughn Jr, to me well known to be the person(s) who executed the foregoing articles of amendment to articles of incorporation and acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 10th day of February, 1987.

Sharon L. Pitts  
Notary Public

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXP. OCT 30, 1987  
BONDED THRU GENERAL INS. UNO.

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXP. OCT 30, 1987  
BONDED THRU GENERAL INS. UNO.

STATE OF FLORIDA  
COUNTY OF DADE

Before me, the undersigned authority, personally appeared Gloria Pym's Baren, to me well known to be the person who executed the foregoing articles of amendment to articles of incorporation and acknowledged before me, according to law, that she made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12th day of February, 1987.

M. O'Neil  
Notary Public

My commission expires:

Notary Public, State of Florida  
My Commission Expires Jan. 30, 1989  
Security Bond Associates, Inc.