

How To Form a Florida Nonprofit Corporation

A Guide for Lawyers

James W. Martin

HOW TO FORM A FLORIDA NONPROFIT CORPORATION

A Guide for Lawyers

By
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PREFACE

In my 48 years as a Florida lawyer, I have seen too many nonprofit corporations improperly formed and maintained. Some failed to file for tax-exempt status after incorporation; some failed to hold annual meetings and file annual reports; some failed to prepare meeting minutes and maintain records; and some failed to follow statutory procedures. Failure to comply with the basics of nonprofit corporation law can result in real estate title problems, litigation, taxes, penalties, and potential personal liability.

My hope for this book is to provide a step-by-step process for forming and maintaining Florida nonprofit corporations to avoid these problems. Other types of entities in Florida, such as business corporations, limited liability companies (LLCs), and partnerships, are the subject of other books. You can check my website www.jamesmartinpa.com for their availability.

This book, with its forms and checklists, is primarily directed to lawyers and their staffs because nonprofit corporations are legal entities created under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, so having a law degree really should be a prerequisite to forming and maintaining nonprofit corporations.

However, I realize that we live in an age where nonlawyers freely access these materials on the Internet, so I have written this book in plain language that does not require a law degree to understand. But, my message for nonlawyers reading this book is to be sure to engage a Florida-licensed lawyer on your behalf to review any document before it is signed or filed. You can verify a lawyer is in good standing with The Florida Bar at www.floridabar.org.

Not every form or procedure relating to nonprofit corporations is included in this book. In order to keep the the process of forming and maintaining a Florida nonprofit corporation as simple as possible, I have included only those forms and procedures that are used in most cases.

Although the forms should meet the usual requirements, they are primarily included to illustrate the procedures of forming and maintaining a Florida nonprofit corporation. No form should be used and no procedure should be followed unless the reader understands it and decides that it applies to his or her situation, and as noted above, if the reader is not a lawyer, then the form should be reviewed by his or her own lawyer before signing or filing it. Each situation differs in

some respects, so readers should plan to make changes to these forms and procedures accordingly.

Please remember that this book was created for general background and educational purposes, it is not legal advice, and it does not create an attorney-client relationship.

I have tried to make this book complete and accurate, so any corrections, comments, or suggestions that the reader may have will be appreciated and may be sent to me at the email address below.

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DEDICATION AND ACKNOWLEDGEMENT

The author dedicates this book to his wife Catherine B. Martin, Assistant Dean for Career and Professional Development at Stetson University College of Law, Gulfport, Florida.

The author also acknowledges that Cathy has graciously allowed reprinting some of her writings on nonprofit organizations, which appear in this book as the initial chapter *Background Concepts for Nonprofit Corporations*. By way of background, Cathy Martin attended Ohio University, University of Pittsburgh, and Stetson University, earning a bachelor's degree in psychology and a master's degree in business administration. Her work in human resources at such global businesses as Colgate-Palmolive and Smith & Nephew had spanned three decades when she was hired by Jack Eckerd as a leadership executive for his nonprofit juvenile justice provider in seven states. Then in 2000 Cathy was appointed to Workforce Florida's board of directors where she served as chair of the First Jobs/First Wages Council and as chair of the Targeted Jobs Task Force. In 2011 Cathy redirected her focus to helping law students at Stetson University College of Law find their place in the world of law, lawyers, and law firms.

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James W. Martin earned his undergraduate and law degrees from Stetson University, which later awarded him the Ben C. Willard Award for humanitarian achievements and, in 2013, inducted him into the Stetson University College of Law Hall of Fame. Since 2009 he has taught contract drafting and law practice management as an adjunct professor of law at Stetson, while continuing his private law practice.

He is Board Certified in Real Estate Law by The Florida Bar, and for over forty years his practice areas have been real property, wills, trusts, probate estates, corporations, nonprofits, and business law. He began working as a law clerk fifty years ago in a small St. Petersburg, Florida law office while attending Stetson College of Law. He researched and drafted wills, trusts, articles of incorporation, leases, and contracts. He became a partner in that office after graduating. Over the remainder of the decade, he drafted hundreds of wills and living trusts, handled real estate closings as a title insurance agent for Lawyers Title, litigated construction contract claims, and formed and advised business and nonprofit corporations.

As a young attorney in 1980, Martin was instrumental in bringing the Salvador Dali Museum to St. Petersburg, Florida, after reading the Wall Street Journal article “U.S. Art World Dillydallies over Dalis”, which described the search by the Morse family for a permanent home for their collection of Salvador Dali paintings, the most comprehensive Dali collection in the world. Martin had just opened his own law office in the Plaza Building in downtown St. Petersburg, the city’s first new high-rise office building in twenty years. It was from his 10th floor office view of Tampa Bay that he described St. Petersburg to anyone who would listen. After reading the article, Martin contacted the Morses and suggested St. Petersburg, in the phone call that led to the 1982 opening of the Salvador Dali Museum in St. Petersburg, with world-wide media attention. Today Martin remains an officer and trustee of the Museum, and in 2011 he assisted his wife Cathy Martin (Stetson Law Assistant Dean for Career and Professional Development) as a co-chair of the grand opening of its famous new building, again to world-wide media attention.

Martin has written eight books and published over thirty articles on contracts, real estate, probate, legal management, business organizations, legal forms and nonprofit organizations. He

received The Florida Bar's Barbara Sanders Memorial Writing Competition Award for his article Fifty Tips for Writing the Contract That Stays Out of Court. His books on real estate transactions, business organizations, specialized forms, and nonprofit organizations were published over a period of twenty years by West Publishing (Thomson-Reuters) and comprise over 5,000 pages of legal forms, including multiple editions of West's Legal Forms, Volume 29, Nonprofit Organizations.

Martin served for six years on The Florida Bar Probate Rules Committee and two terms as chair of the St. Petersburg Bar Association Probate Section. He was the first lawyer in St. Petersburg to e-file probate pleadings under a pilot program established by the probate court.

Martin has volunteered with more than 25 community organizations, served on the St. Petersburg City Council, and represented St. Petersburg on the Tampa Bay Regional Planning Council and Pinellas County Arts Council. He helped launch Stetson's Constitution Hall exhibit at the Stavros Institute's Finance Park in Pinellas County to teach middle school students about their constitutional rights and the U.S. government.

James Martin was an early adopter of technology in the practice of law. Having worked as a computer programmer while attending Stetson, a skill he learned as a Georgia Tech / Defense Department co-op student, he knew the value of computers and introduced them as productivity tools in his law office years before most lawyers. In the early 1980s he applied systems techniques to forming corporations and self-published the book Florida Corporations System, which was acquired by West Publishing as its first electronic publication.

As advances in technology made a paperless law office possible, Martin's law office completed its conversion from paper to electronic files, and by 2012 most work was being done remotely. When the coronavirus pandemic arrived in 2020, Martin already had a virtual, paperless law office.

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BACKGROUND CONCEPTS FOR NONPROFIT CORPORATIONS

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The Nonprofit Organizations Concept

Starting Nonprofit Organizations

Sustaining Nonprofit Organizations

Changing Nonprofit Organizations

Stakeholders, Strategy and Accountability of Nonprofit Organizations

Development in Nonprofit Organizations

THE NONPROFIT ORGANIZATIONS CONCEPT

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In his book, *Managing the Non-profit Organization: Principles and Practices*, Peter Drucker points out that the common thread among nonprofit organizations, whether they are churches, schools, or hospitals, museums, or social service suppliers, is that their product is a changed human being. Though we most often define a nonprofit by what it is not (hence the term nonprofit), he writes: “The non-profit institutions are human-change agents.”

As world events and technological advances affect our lives faster and more frequently than ever, the burden on our nonprofit community to keep pace, stay ahead of the need, and to sustain itself or be sustained by a reliable support system is growing larger and more complex.

In the past we relied on government to take care of many social service needs, if not all of them. What the government did not do for the community, the volunteer community took care of on behalf of the cities and towns across the country. Today, the definition of community has moved past even the broadest definition that we could have imagined a decade ago, as online communities have sprung forth from interest groups and transportation and accessibility advances have expanded our physical reach as well. Today the nonprofit community is the community, dispensing transformation, information, and education along with traditional services. The nonprofit sector is a growth industry, and has been well on its way to becoming sophisticated business for at least four decades.

Though most nonprofits have a public purpose, some do not, such as country clubs and fraternal organizations. There are some for profit organizations that have a public purpose, so that having a public purpose does not define an organization’s status. The difference between a for profit and a nonprofit organization is the distribution and handling of financial resources. A nonprofit’s organized governance structure must ensure that officers, directors, and employees including executives do not enjoy private financial gain in the application of the organization’s resources.

In recent years we have seen remarkable changes to the nonprofit sector:

— The aftereffects of the events of September 11, 2001 have had a significant change on the giving patterns of the philanthropic community. Though the late 1980s and 1990s yielded many cautionary tales of nonprofit ineffectiveness, inefficiency, private inurement, and excessive risk taking that inspired caution on the part of the philanthropic community, 9/11 changed it forever.

Beginning with the tacit redirection of funds to the disaster relief that was the need of the day and continuing as the subsequent deepening recession shrank endowments and available funds for new nonprofit ventures, the nonprofit community had to turn to other sources for sustainability and start-up capital.

— The increased privatization of government functions has resulted in new forms of nonprofit organizations and new service delivery methodologies. Public-private partnerships, research institutes, charter schools, social enterprises, and other new forms of corporate governance have emerged with creative purposes and determination to thrive and grow. The governance is not always clear, and case law is scant.

— The concept of Social Entrepreneurship debuted via seminars, the investment and economic development communities, prestigious business schools, and several well-publicized success stories. Social entrepreneurship, according to Boardsource, comes in a variety of forms:

- Generating sustainable new resources to support the organization’s mission;
- Working with existing markets to generate revenue for nonprofits;
- Securing unrestricted funding to allow greater flexibility;
- Decreasing dependence on traditional funding sources to become more self-sufficient; and
- Finding new ways to leverage existing assets.

— The point of Social Entrepreneurship is the funding strategy and its reliability once the initial risk has been overcome, though the risk is also the point. Social Entrepreneurship, like all other entrepreneurship, involves more risk than accepting philanthropy, government funds, or charitable gifts from the public. It does, however, have the benefit of building organizational strength.

— Increased availability and use of technology has changed the nonprofit sector as well. Access to information, both on the part of the organization and the funding community, through which comparative services may be made available, has diminished the usefulness of the emotional case for support and funding. The resulting reliance on outcome and efficiency measures, description of best practices, and other evaluative and assessment data is transformational. Even legislators are using quantitative information about performance, and regarding grants and contributions as investments, as they make funding decisions that affect the privatized service community.

— Along with more information comes the need to collect it in an organized way in order to make informed decisions. Nonprofit infrastructure is one of the issues of the day. Now required to look like and act like a service business, yet having few unrestricted funds to apply to infrastructure improvements, today’s nonprofits face growing requirements for data collection, data management, data distribution, performance management capacity, and an abiding awareness that the nonprofit world will never be the same, nor be able to utilize the kind of impassioned and committed workforce it used to rely upon.

With all of the increased community expectations that come with enhanced community awareness, the challenge of the day remains as it always was: do more with less, steward your assets and put them to best possible use, and find a sustainability strategy that works for you. Resources — people, time, information, and dollars — are in short supply and the need for each grows greater each day.

STARTING NONPROFIT ORGANIZATIONS

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“Never doubt that a small group of thoughtful, committed people can change the world. Indeed, it is the only thing that ever has.” ---Margaret Mead

Starting a nonprofit organization is often the first step to solving a community problem, curing a disease, or putting a simple idea into action. Whether the founder is a frustrated philanthropist seeking exactly the right strategy to invest in or a frustrated entrepreneur with an idea that won't go away, frustration is often the motivator, hope is the accelerant, and it is an attorney who actually gets the job of creating the right entity.

Nonprofits operate in the public domain but usually originate with an individual or group of individuals who seek credibility, financial resources, like-minded others to work with to tackle an important goal, stability and sustainability, and who wish to make a mark on the world for themselves, their cause, or in memory of someone else. Whatever the inspiration, the decision to start a nonprofit organization carries with it certain assumptions.

One assumption is that the originators, the board, the partners, whoever participates in the start up or later phases of operation cannot own the organization or any part of it. There is no equity in a nonprofit, because the nonprofit cannot be owned by anyone. Nonprofits exist only for public purpose and any money that they make must be used for that purpose—so starting a nonprofit involves relinquishing the rights to it, as a direct function of its strategy.

Another assumption is that a nonprofit organization is based on community needs and community purpose. As these needs change, so will the nonprofit business, so much so that it may eventually cease operations as a matter of community interest as well. While for profit organizations may choose wholesale transformation in order to leverage assets and build new wealth as new opportunities become available, the nonprofit is somewhat restricted by its specific purpose and the intentions stated in its mission, vision, values, and IRS exemption. Of course, the nonprofit may extend its mission as times change, adapt to community needs, and remain vital to its community and loyal to the intention of the founders at the same time, but will find that it is a chronic issue to contemplate, and it should be contemplated often and carefully.

Two documents bring a nonprofit into the world, a charter (articles of incorporation) and bylaws, which are created and approved by the board of directors. The charter sets out the reason for the

organization's existence, what it will do, who it will serve, and how it fits into the state's policies and requirements. The bylaws set forth how the organization will conduct itself, what will be documented, what meetings will take place, how the directors will conduct themselves, and what policies apply specifically to the nonprofit enterprise. The bylaws specify who does what on the board, and what the board should do to ensure effective governance of the corporation, so that staff can run the operation and deliver the services that the community can expect.

SUSTAINING NONPROFIT ORGANIZATIONS

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The founding of a nonprofit organization may be the easiest phase of its life. As the chosen structure for the strategy of a few committed individuals, the nonprofit organization comes into being conceptually, and then legally, each step the product of the hard work and dedication of its founders, whether they are board or staff. But sustainability depends on more than inspiration, and it takes more than money, time, people and information to accomplish.

A successful nonprofit operation is the result of good planning, collaboration among board and staff, and intentional focus on important matters. A robust nonprofit measures process as well as results, communicates often and effectively with critical stakeholders, and uses resources creatively and wisely. Whether staff-driven or board-driven, policies emerge from a clear and agreed understanding of the work of the organization, adequate time is spent in evaluating prospective actions, and stakeholder viewpoints are considered.

In order to operate a nonprofit organization successfully, specific decisions about who does what have to be made at the outset. If the founder or founders intend to be on staff to the organization, then a board must still be selected, the members of which should be philosophically aligned with management and supportive of the organization's purpose. The board should be willing to contribute at least their time and expertise, and many nonprofit organizations select board members based on the prospective member's willingness to contribute or raise funds.

The board members should be knowledgeable about the purpose of the organization. For example, if the organization's reason for being is to cure a disease, then the board members should know something, or be willing to spend time learning something, about the history, symptoms, diagnostic patterns, course, and prospects for curing the disease over time. The board members should actively support the political purpose of the organization in its broadest sense, as well, by helping to establish its priority in the minds of others who are influential.

If the founder or founders do not intend to staff the organization but rather to hire staff and participate as board members and volunteers, it is critical to choose highly knowledgeable staff to run the organization. Staff leadership should not only be subject matter experts but should be adequately competent to steward and grow the organization into the future. The leader of a nonprofit organization wears many hats, and must be able to address the needs of multiple stakeholders, and go back and forth between board governance issues and operating issues with grace and skill.

Formal systems and processes built around who is to do what will help everyone who has the organization's interest at heart to get their own job done and to avoid stepping on everyone else's toes. Documentation is extremely important, including formal agendas, written reports of meetings and discussions, minutes of meetings, formal resolutions, documents that reflect decisions, and agreements among stakeholders.

Each organization should designate individuals responsible for finances and risk management, human resources, governance, and program services, at minimum.

Whereas the board deals with policies that generally apply to the position that the organization will take on strategic matters, public policy, speed of growth, and image, staff has day-to-day decisions to make about matters that cannot wait for board meetings, and should have the authority and ability to get program services done.

Meeting time management is facilitated by efficient performance measurement systems. Within the operation of the organization, good measurement systems provide simple feedback on how the operation is performing and allow for straightforward communication among staff. Similarly, if agreed between staff and board, effective measurement provides for focused and efficient meetings, easily read reports, and the ability for everyone to use their time for what is important instead of being drawn into discussion of minutiae and day-to-day operations, for which the board inevitably has inadequate preparation.

It is not a good idea for board members to try to be volunteers within the operating organization or to serve too many roles. As the direct supervisor to the top operating executive, the board member cannot be both subordinate and superior at the same time. Board members deal with strategy and strategic policy decisions that have bearing on the external public; staff members run the organization and ensure its services and practices conform to that policy. When the two get together, the discussion should be rich with information, the activities documented, and the purpose should be to review, plan and document activities.

CHANGING NONPROFIT ORGANIZATIONS

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Changing the design, structure, constituency, mission, strategic plan, or governance of a nonprofit organization is just as complicated and harrowing an undertaking as any other organizational change, and has the tendency to create havoc with stakeholders, especially if not managed carefully and delicately and very formally. In a nonprofit organization, the change being contemplated should emerge from the organization's intention to meet specific needs of one or more stakeholder groups.

The best way to initiate change in a nonprofit organization is in a formal collaboration between board and staff. As the result of active dialogue, the intended change should become a matter of policy, directed by the board. In the course of the foregoing dialogue, outcomes, objectives, goals, and other specific intentions and ambitions should be documented and made clear to stakeholder groups, beginning with staff and flowing outward into the community. In this set of activities, nothing is more important than accurate and specific documentation, in the form of amendments, resolutions, conversions, merger documents and other formal legal filings.

In the case of a merger, very specific attention should be paid to the staff and to staff beliefs about the value of the merger to the organization's clients. In most mergers, some staff will be displaced and some services become redundant, so maintaining reasonable morale and aligning the change with improved conditions for the population being served is necessary to protect the assets of both organizations. Merging organizations is often necessary to streamline operations, preserve the availability of services in a geographic area, create more efficient infrastructure, and to create a continuum of services that are philosophically aligned. Mergers should be designed strategically to deal with each organization's assets and liabilities intelligently and, to the extent possible, be facilitated objectively using the help of outside experts who bring an objective point of view to the table.

Spin-offs are becoming increasingly common in the nonprofit community. When an organization reaches the point where the needs of a specific stakeholder group simply cannot be met within the community, it becomes necessary to form another organization, spin off a subsidiary, or create a partner organization out of another community initiative. More often, organizations in this position attempt to stretch the organization's mission to include the needed services, supply the service in a less than optimal format, or rationalize away the apparent need. Though these tactics may work temporarily, in the end, what is needed is needed, and if the organization is clear headed, the opportunity to spin off a new entity focused on its own mission

to fulfill a public purpose should be seriously considered. Through such opportunities, otherwise dead-ended staff may gain renewed interest along with room to grow, the community gains expanded services, the client population gains new services, and the organization fulfills its purpose to add value.

That said, spin-off entities are also gaining a reputation for the risk they represent when the assets of the parent organization are used to originate their financial base, or to collateralize their start-up costs. If the funds utilized for the spin-off were provided to the organization through its own donor base, funding source, or from any source that believes it restricted their specific use, it may not be ethical or prudent to use them to start up a new organization, no matter how necessary the service.

Especially in this age of social enterprise, wherein a nonprofit may see nothing wrong in forming a for profit subsidiary to meet client and infrastructure needs, problems may arise from a decision that seems defensible but may not be easily explained later. Often the insurmountable problem arises when a donor with a narrower view of the organization than it has of itself fails to understand how his or her gift was parlayed into a retail venture, manufacturing shop, staffing agency, brake shop or cafeteria, despite the fact that clients are receiving highly beneficial training, the organization has reached new levels of revenue generation for services, and staff have extraordinary, high morale and retention as yet another result. The donor did not contemplate such a use, and therefore unwelcome consequences have accrued.

Change is an important feature of the nonprofit — it exists only to effect change and transformation of people, for the most part. On occasion, it brings about so much change that it puts itself out of business entirely through its remarkable success. Nonprofits that are formed to solve a problem — cure a disease, fight addiction, get relief from a disaster, provide a time-bound service — have to make a decision when they have been successful, or when it becomes clear that they never will be and that other organizations have moved in to the sphere of influence and have far greater likelihood of success.

The conscious decision to end the operation of a nonprofit after contemplation of specific indicators of success is called organized abandonment, and is an affirmative process whereby an evaluation of the organization's relevance is made and documented. In fact, this process should be applied throughout the life of the organization, beginning with its beginning and becoming a part of the fabric of the planning cycle.

STAKEHOLDERS, STRATEGY AND ACCOUNTABILITY OF NONPROFIT ORGANIZATIONS

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The strategies surrounding the use of the nonprofit enterprise to accomplish social purpose have changed over the last two decades, primarily in response to changes in the communities they serve. What used to distinguish the nonprofit entity from the government and for-profit entities was its reliance on mission and values to drive performance and guide decision-making. In the mid-1980s and throughout the 1990s, American business began to discover the power of “Mission, Vision, Values” in motivating a workforce and sought to develop workplaces with the kind of passion and commitment found among nonprofit volunteers. Ironically, the nonprofit community is moving rapidly in the other direction, using business language and applying business principles in managing organizational performance.

Now, savvy nonprofit executives, board members, and senior staff live by the words, “No margin, no mission.” It has become very clear that nonprofits have a business case to make to the public constituencies they serve, and are expected to make robust and business-like decisions when deciding how to use resources, whether or not to grow and in what direction, and how to build a support system that is sustainable over the life of the public need.

Peter Brinkerhoff notes in *Social Entrepreneurship: the Art of Mission Based Venture Development* that, “The use of for-profit business techniques in the not for profit environment is an accelerating reality in most parts of the philanthropic sector.” He goes on to say that the notion of applying business practice to mission based organization is regarded as wrong by many organizations in the nonprofit sector, a perception he declares is “inaccurate, outdated, and harmful to [an] organization’s ability to do [its] mission more effectively in increasingly competitive times.”

New organizational structures are being created, tried, and tested for usefulness in the interest of accomplishing the mission and sustaining the ability to do so. For-profit subsidiaries, partnerships with for-profits, cooperative retail and manufacturing ventures that build sustainable revenue streams, therapeutic work environments in which the client is the employee, infrastructure-sharing among organizations, and other novel concepts have potential pitfalls and significant risk associated with implementing them without legal guidance.

Nonprofit stakeholder groups, whose input to strategic planning and accountability include Trustees or Board Members, Officers, Employees, Partners or Co-op members, Clients or Customers, Funders, Client Referral Sources, the Government, and the Public at large. All of these groups have a reason to care about the policies, practices, ethics, and performance of the organization. All of these groups have a reason and a right to hold each other accountable for sustaining and adequately supporting the nonprofit organization.

Because the nonprofit exists in a public domain, unlike a for profit organization, all decisions are more arguable and priorities more difficult to set and sustain in the presence of new and pressing needs on the part of one stakeholder, which may well compete with those pressing just as heavily on another.

No better case can be made for clear and comprehensive strategic planning and annual goal setting activity. Each stakeholder group should be involved in some way in regular discussion about the nonprofit and its performance, and data driven performance measures should be used to quantify the discussion.

It is not only in the area of financial resource management that assets can be misused, misdirected, or inadequately protected. In today's complex climate, issues related to accurate performance data, upon which funding depends, adequacy of staffing and staff preparation and training, safety, mission creep (in which the organization provides increasingly off-spec services or increasingly serves a clientele for which it was not formed or prepared), and board insufficiency are encountered more frequently than ever before.

It is incumbent upon an organization's leadership and governance to develop policies and practices that ensure good stewardship, ethical behavior, and focused organizational performance. All decisions should be data driven, difficult though that may be for organizations formed out of passion and strong belief and value systems, and for stakeholders who may be overwhelmed with the volume of material that must be learned in order to interpret data and perform the job — whichever it is — effectively.

DEVELOPMENT IN NONPROFIT ORGANIZATIONS

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The current term for generating organizational resources, usually unrestricted financial contributions, is “development”. It refers to the process of building relationships for mutual gain, to the iterative challenge of creating a growing awareness of an organization’s social purpose, and it serves also to replace the often misunderstood presence of either marketing or business development or both in the infrastructure of a nonprofit organization.

Funding agencies, philanthropists, donors and prospective partners are known to prefer to see their contributed resources used specifically for program services. Since the 1980s’ scandals associated with individuals in various nonprofit enterprises that misused funds for personal gain, philanthropic foundations and individuals have increasingly placed conditions on their contributions, either restricting them to specific uses or requiring data as to the value and performance of what they have come to regard as their investment.

The use of the term “development” also allows for broader and deeper activities than perfection of the art of the “ask.” In small communities with few individuals to serve on an increasing number of focused boards, many individuals who don’t have financial resources are solicited because of their expertise, connection to the field, connection to a client, willingness to perform a specific volunteer task, speak on behalf of the organization, or willingness to guard the organization’s assets in a way that no one else is able.

There are still only a few things that can be defined as a resource, and only resources can be contemplated in the process of development: people, information, money, and time. The process of development has as its goal the acquisition of one or more or all of these resources for the use and betterment of the organization in its pursuit of its mission and goals.

Development includes grant writing, which is usually a specific focused request for money or opportunity to begin a new venture or take a venture to a new step, or to test an idea or concept on a population that is already being served. It may be for research that opens a new door in a field, or to apply research in a new way. Typically the results of a grant must be reported to the funding organization.

Development includes marketing, getting the word out among prospective supporters of the mission, and learning what different constituencies believe about the organization and/or its mission and purpose or its performance. It may be important to know how an organization’s

reputation compares to the rest of the nonprofits that do the same thing or a similar thing in the geographical area or field. Nonprofits are typically not regarded as having competitors, but rather tend to regard each other as partners in the work, though they may well compete for grants and funding streams. And, they obviously compete with organizations with unrelated missions in the same vicinity for community attention and dollars.

It is very important to have a well-balanced plan for developing resources, and a strong focus on a resource development strategy. If your nonprofit does not take advantage of its strategic choice to be a nonprofit organization, opportunities to advance the mission are being lost and the organization is behaving ineffectively. It's important to remember that through development, other members of the public have the opportunity to share in the work of the organization and it's important that they have the opportunity — that is the purpose of the nonprofit designation: to blend community resources and community needs.

HOW TO USE THIS BOOK

How to Use This Book

Checklist of Things To Do (Before Using This Book)

Explanation of Parts

Useful Supplies and Equipment

Fees of Florida Division of Corporations

HOW TO USE THIS BOOK

This book provides a process by which a lawyer may efficiently form and maintain Florida nonprofit corporations and prepare related legal documentation through the use of pre-programmed Document Forms selected from Checklists and Fact Sheets. The Document Forms can be saved as Word files or they may be pre-printed for use as paper forms.

Checklists are provided to outline each step to be followed in forming and maintaining a Florida nonprofit corporation. The Checklists will refer the user to the appropriate Fact Sheets, Document Forms, Reminders, and Procedures involved in each step.

Because the lawyer has the ethical responsibility for the work product, the lawyer should study each of the forms and checklists before using them. Each lawyer, legal assistant, and secretary involved in the process should also do so prior to the first use. It is suggested that the lawyer and staff undertake a dry run by using a fictitious nonprofit corporation and client to try the process in the lawyer's own practice. Any adjustments, such as changing or adding forms and paragraphs, can then be made to fit the process to the lawyer's particular desires and requirements.

In order to become familiar with the book, a Checklist of Things To Do before using this book is included on the next page.

CHECKLIST OF THINGS TO DO

1. Print this Checklist so that each step can be checked off as it is completed.
2. The lawyer and staff should review:
 - Explanation of Parts
 - Useful Supplies and Equipment
 - Checklists I through V
 - Fact Sheets I through III
3. The lawyer should study the Document Forms and the Law References which explain them, and the Procedures and Reminders.
4. The staff should study the Procedures and Reminders and review the Document Forms and Law References.
5. The Checklists, Fact Sheets and Reminders should be copied for use with individual clients.
6. The Document Forms should be saved as Word files.
7. A dry run should be performed using a fictitious client and completing Fact Sheets I and II; the staff should complete and follow Checklists I and II.
8. The Checklists, Fact Sheets, and Document Forms should be revised by the lawyer if the dry run shows any Checklist, Fact Sheet, Document Form or other part of the book to be inappropriate for his or her practice.
9. Set a Reminder (tickler) to review the operation of the process in three months to make additional revisions.
10. The process is now ready for use.

EXPLANATION OF PARTS

This book consists of the following elements:

CHECKLISTS are to show what is to be done and what has been done and by whom. There is one Checklist for each of the five parts of the process:

- I Incorporation
- II Organizational Meeting
- III Annual Meeting
- IV Quarterly Report and Special Meeting
- V Annual Report to State

Each Checklist places in order the steps which are to be done for each part. The steps refer to the written Procedures and Reminders. As each step in the Checklist is completed, the person doing that step fills in the date done, his or her initials, and the date for which any Reminder is prepared.

FACT SHEETS are present to gather information from the client that will be used to produce documents. There is one Fact Sheet for each of the following parts of the process:

- I Incorporation
- II Organizational Meeting
- III Annual Meeting

There is no Fact Sheet for Part IV (Quarterly Report and Special Meeting) because the Quarterly Corporation Action Report (Document Form No. 400), which is mailed to the client to complete, acts as the Fact Sheet for that Part. There is no Fact Sheet for Part V (Annual Report) because no additional information is needed for that Part.

The information gathered in the Fact Sheets corresponds directly with the information needed to complete the blanks in the Document Forms. The Fact Sheets also include a list of all Document Forms from which the lawyer can choose those to be prepared. Thus, completion of the Fact Sheet will generate all of the information and instructions required for the staff to prepare the documents.

The Fact Sheets provide the specific information to be inserted into the Document Forms wherever it appears in parentheses. Some systems use numbering techniques for such "variable" information that will be merged into template forms. This system uses names for variables instead of numbers because one can add more variables to a form without renumbering the entire system, making the system more flexible.

DOCUMENT FORMS are to be used in preparation of the documents for the client. The Document Forms are separately named and numbered to correspond with each Part to which they primarily relate:

<u>Part #</u>	<u>Doc #</u>	<u>Part</u>
I	101-199	Incorporation
II	200-299	Organizational Meeting
III	300-399	Annual Meeting
IV	400-499	Quarterly Report and Special Meeting
V	500-599	Annual Report
VI	600-699	Corporate Resolution Paragraphs
VII	700-799	Miscellaneous

Note that a number of corporate resolutions, which may be adopted in the organizational, annual or special meetings, are included as Document Form number 600, a series of paragraphs numbered consecutively beginning with 601.

Also note that the places in Document Forms to insert optional paragraphs are designated as follows: *INSERT OPTIONAL PARAGRAPHS HERE. This designation is different from the designations in the Document Forms for the places to insert variable information in that the optional paragraph designations have asterisks before, whereas the variable information blanks, designated as follows, do not: (Variable Information Blank).

REMINDERS are used to designate future work. Each Reminder is numbered and referred to in the Checklists. Each Reminder is to be filed in a Reminder System which is further described in Reminders.

PROCEDURES are descriptions and instructions on how to perform certain steps and prepare certain documents. Each procedure is numbered and referred to in the Checklists.

LAW REFERENCES explain the Document Forms and cite the laws on which the forms are based. Each Law Reference is numbered and corresponds to the Document Form which it explains. The Law References are not intended to constitute a legal discourse on nonprofit corporation law, but are intended to explain why that particular form was used.

USEFUL SUPPLIES AND EQUIPMENT

The following equipment and supplies are helpful in using this book:

Corporation Kit. The usual corporation kit consists of a minute book, corporate seal, printed membership certificates, and binder. A pocket seal is usually obtained since it is easier to use than a desk seal. The year on the seal should be the year of incorporation. Corporate kits can be purchased from a number of suppliers, such as blumberg.com and blackstonelegal.com.

Report Covers. The client should be given a copy of every document prepared for the nonprofit corporation so that the client has a copy for its reference. Documents may be emailed to the client as PDF files or mailed to the client as paper documents. If on paper, they can be bound in report covers with the lawyer or law firm name printed on them. (They are also useful in providing a closing package of documents for real estate closings.) Some report covers come with plastic channel grips to bind the contents at the top or the side without the need for special binding machines. Court reporter transcript covers are ideal for this purpose. One supplier for these report covers is pengad.com.

Envelopes. The standard envelope for most correspondence is the number 10 business envelope. These can be purchased from the U.S. Postal Service as pre-stamped and pre-printed envelopes with the return address of the law firm. They are handy because it is not necessary to affix stamps. Here is the link to USPS pre-printed and pre-stamped envelopes: store.usps.com/store/pse/

Tax Forms. IRS Form SS-4 (Application for Employer Identification Number - See Document Form 102) and other IRS Forms are available from the Internal Revenue Service. Here is a link to IRS forms: www.irs.gov/forms-instructions

Department of State Forms. Document Forms # 501 - Annual Report and # 708 - Statement of Change of Registered Agent or Office are available from the Department of State, Division of Corporations, here: dos.myflorida.com/sunbiz/forms/corporations/

FEES OF FLORIDA DIVISION OF CORPORATIONS

Fees for corporations can be found on the Florida Division of Corporations website here:
dos.myflorida.com/sunbiz/forms/fees/corporate-fees/

Here is a list of fees as of May 1, 2022:

\$35.00	Filing fee
\$35.00	Registered Agent Designation
\$8.75	Certified Copy (optional)*
\$78.75	Total (Filing Fee, Registered Agent Designation, and Certified Copy)
\$35.00	Amendment of any record
\$35.00	Name Reservation
\$150.00	Profit Annual Report (& Supplemental Fee)
\$550.00	Profit Annual Report (Received after May 1)
\$61.25	Amended Profit Annual Report
\$35.00	Articles of Correction
\$61.25	Nonprofit Annual Report
\$8.75	Certificate of Status
\$8.75	Certified Copy*
\$10.00	Photocopies**
\$35.00	Change of Registered Agent
\$35.00	Dissolution & Withdrawal
\$87.50	Foreign Name Registration
\$87.50	Foreign Name Renewal
\$35.00	Merger (per party)
\$35.00	Certificate of Conversion (in addition to New Entity Filing Fees, if applicable)
\$600.00	Reinstatement (profit) (plus each year annual report fee)
\$175.00	Reinstatement (nonprofit) (plus each year annual report fee)
\$87.50	Resignation of Registered Agent (active corporation)
\$35.00	Resignation of Registered Agent (inactive corporation)
\$35.00	Revocation of Dissolution
\$8.75	Substitute Service of Process (F.S. Chapter 48)

*Certified Copies are \$8.75 for the first 8 pages and \$1.00 for each additional page, not to exceed a maximum of \$52.50. This fee is applied only to requests that are done in person. All mail-in requests are charged a flat \$8.75.

**Photocopies are \$1.00 per page for requests that are brought in to their office. All mail-in requests are charged a flat \$10.00.

CHECKLISTS

- I Incorporation
- II Organizational Meeting
- III Maintenance — Annual Meeting
- IV Maintenance — Quarterly Report and Special Meeting
- V Maintenance — Annual Report to State

CHECKLIST I - INCORPORATION

Name of Nonprofit Corporation: _____

Date: _____

Code: A = Attorney LA = Legal Assistant or Secretary # = Document Form number

Step	Who	Date	What
1	_____	A	Meet with client and complete Fact Sheet I.
2	_____	LA	Review Fact Sheet I to be sure fully filled in.
3	_____	LA	Open files. (See Procedure 1)
4	_____	LA	Check name availability. (See Procedure 2)
5	_____	LA	Optional: Reserve name with Secretary of State using # 150 - Application to Reserve Corporation Name; Set Reminder 1. (See Procedure 3)
6	_____	LA	Type all documents for Part I per Fact Sheet I. (See Procedure 4)
7	_____	A	Review typed documents; make any desired changes.
8	_____	LA	Make changes requested by Attorney.
9	_____	LA	Optional: Send # 151 - Letter Thanking Referral.
10	_____	LA	Have clients sign # 101 - Articles of Incorporation and # 102 - IRS Form SS-4.
11	_____	LA	Give clients # 104 - Engagement Letter and collect fee retainer and cost deposit. (See Procedure 6)
12	_____	LA	Send Articles with # 105 - Letter to Secretary of State; Set Reminder 2 for 2 weeks. (See Procedure 7)
13	_____	LA	When copy of filed Articles received from State: Send # 102 - Form SS-4 to IRS with # 106 - Letter (See Procedure 8); Set Reminder 3 for 4 weeks; Send # 103- Corporation Kit Order Letter with check; Set Reminder 4 for 2 weeks; Send copy of Articles to client with # 107 - Letter; (See Procedure 27-Using Return Address Envelopes); Send copy of Articles to those who receive copies; Set Reminder 5 for 1 week.
14	_____	LA	Update # 108 - Corporation Directory and # 109 - Corporation Status Sheet. (See Procedure 9)

CHECKLIST II - ORGANIZATIONAL MEETING

Name of Nonprofit Corporation: _____

Date: _____

Code: A = Attorney LA = Legal Assistant or Secretary # = Document Form number

Step	Who	Date	What
1	A	_____	Meet with clients & hold Organizational Meeting & complete Fact Sheet II. (See Procedure 10)
2	LA	_____	Review Fact Sheet II to be sure fully filled in.
3	LA	_____	Optional: Set Reminder 6 for IRS Form 1023 tax exemption application. (See Procedure 11)
4	LA	_____	Type all documents for Part II per Fact Sheet II. (See Procedure 12)
5	LA	_____	Assemble all typed documents into Minutes & Documents Books. (See Procedure 13)
6	A	_____	Review Minutes & Documents Books and make any changes desired.
7	LA	_____	Make changes requested by Attorney.
8	A	_____	Optional: Prepare documents not in system, such as copyright and trademark registrations, contracts, etc.
9	LA	_____	Set appointment for clients to see Attorney to review and sign documents.
10	A	_____	Meet with clients and review and sign Minutes and Documents Books (See Procedure 14); Present # 217 - Bill for Incorporation; Explain process for corporate maintenance (Part III); Give client # 215- Letter to Client After Incorporation and #400 - Quarterly Corporation Action Report; Set Reminder 7.
11	LA	_____	Optional: Accountant send # 254 - IRS Form 1023 application for tax exempt status to IRS; Set Reminders 8 and 9. (See Procedure 11)
12	LA	_____	Optional: Send # 256 - Fictitious Name Notice and # 257 - Letter to newspaper to publish; Set Reminder 10. (See Procedure 15)
13	LA	_____	Affix seal to all Minutes and documents. (See Procedure 16)
14	LA	_____	Send copy of all documents to client & others and put copy in file. (See Procedure 19)
15	LA	_____	Set Reminder 12 for next calendar quarter for Quarterly Corporation Action Report; Set Reminder 15 for one year for Annual Meeting; Set Reminder 18 for next January 2nd for Annual Report to State.
16	LA	_____	Update # 108 - Corporation Directory and # 109 - Corporation Status Sheet. (See Procedure 9)
17	LA	_____	Put IRS Employer Identification Number into Documents Book when received from client.

- 18 LA _____ Optional: Attach completed Schedules to Leases.
- 19 LA _____ Optional: Put copy of IRS recognition of tax exempt status into Documents Book; Send copy to client, CPA and others. (See Procedure 11)
- 20 LA _____ Optional: File # 258 - Application for Registration of Fictitious Name with Florida Division of Corporations; Set Reminder 11. (See Procedure 15)
- 21 LA _____ Optional: File proof of registration of fictitious name in Documents Book; Send copy to client. (See Procedure 15)

CHECKLIST III - MAINTENANCE - ANNUAL MEETING

Name of Nonprofit Corporation: _____

Date: _____

Code: A = Attorney LA = Legal Assistant or Secretary # = Document Form number

<u>Step</u>	<u>Who</u>	<u>Date</u>	<u>What</u>
1	LA	_____	Send # 300-Letter to Client re Annual Meeting; Set Reminder 16.
2	A	_____	Meet with clients & hold Annual Meeting of Members & Directors & complete Fact Sheet III. (See Procedure 17)
3	LA	_____	Review Fact Sheet III to be sure fully complete.
4	LA	_____	Type # 301 & # 302 - Annual Meeting Minutes & other documents per Fact Sheet III. (See Procedure 18 and Optional Procedures 21, 22, & 23)
5	A	_____	Review typed Minutes & documents & make any changes.
6	LA	_____	Type any changes requested by Attorney.
7	LA	_____	Send # 303 - Letter with Annual Meeting Minutes & documents to client to sign; Send copy to others per Corporation Directory; Send # 304 - Bill for Annual Meeting to Client; Set Reminder 17. (See Procedures 19 & 27)
8	LA	_____	Set Reminder 15 for next Annual Meeting.
9	LA	_____	When client returns signed Minutes & documents: Affix seal to all Minutes and documents; Put signed Minutes & documents into Books; Update # 108- Corporation Directory, # 109 - Corporation Status Sheet and # 208 - List of Current Officers and Directors; Update Tables of Contents in Books. (See Procedures 9 & 20)

CHECKLIST IV - MAINTENANCE - QUARTERLY REPORT AND SPECIAL MEETING

Name of Nonprofit Corporation: _____

Date: _____

Code: A = Attorney LA = Legal Assistant or Secretary # = Document Form number

Step	Who	Date	What
1	LA	_____	Send # 400 - Quarterly Corporation Action Report to client; Set Reminder 13.
2	A	_____	Review Quarterly Report prepared by client; Draft any documents or minutes not in system; Check off Document Forms to prepare from list below.
3	LA	_____	Review Quarterly Report to be sure complete; if no activity, just file Report in office file.
4	LA	_____	Type Special Meeting Minutes and other documents. (See Procedure 25)
5	A	_____	Review Minutes & documents & make any changes desired.
6	LA	_____	Type any changes requested by attorney.
7	LA	_____	Send # 403 - Letter to Client with Special Meeting Minutes & documents to sign; Send copy to others per Corporation Directory; Send # 404 - Bill for Special Meeting to client; Set Reminder 14. (See Procedures 19 & 27)
8	LA	_____	Set Reminder 12 for next calendar quarter for next Quarterly Report.
9	LA	_____	When client returns signed Minutes & documents: Affix seal to all Minutes and documents; Put signed Minutes & documents into Books; Update # 108 - Corporation Directory, # 109 - Corporation Status Sheet and # 208 - List of Current Officers and Directors; Update Table of Contents in Books. (See Procedures 9 & 20)

STANDARD DOCUMENTS TO BE TYPED: (Strike through any documents not desired)

Doc # Document Name

402 Minutes of Special Meeting of Directors
 Date of Special Meeting of Directors: _____
 Time of Special Meeting of Directors: _____
 Place of Special Meeting of Directors: _____
 Purpose of Special Meeting of Directors: _____
 Directors at Special Meeting of Directors: _____
 Attorneys at Special Meeting of Directors: _____
 Others at Special Meeting of Directors: _____

Chairman of Special Meeting of Directors: _____

Secretary of Special Meeting of Directors: _____

403 Letter to Client with Special Meeting Minutes

404 Bill for Special Meeting Minutes

OPTIONAL DOCUMENTS TO BE TYPED: (Place a check next to those desired)

<u>Doc #</u>	<u>Document Name</u>
253	_____ Promissory Note from Corporation
254	_____ IRS Form 1023 - Application for Recognition of Exemption Under Section 501(c) (3) of the Internal Revenue Code (accountant to prepare)
255	_____ Florida Solicitation of Contributions Registration Application
256	_____ Notice of Fictitious Name
257	_____ Letter to Newspaper to Publish Fictitious Name Notice
258	_____ Application for Registration of Fictitious Name
259	_____ Letter to Florida Division of Corporations to File Application for Registration of Fictitious Name
260	_____ Lease Agreement for Realty
261	_____ Assignment of Lease (Realty)
262	_____ Lease Agreement for Personalty
263	_____ Lease Agreement for Motor Vehicles
264	_____ Pledge Agreement
265	_____ Employment Agreement
702	_____ Proxy
705	_____ Amendment to Bylaws
706	_____ Amendment to Employment Agreement
707	_____ Resignation of Director
708	_____ Statement of Change of Registered Office or Agent

CHECKLIST V - MAINTENANCE - ANNUAL REPORT TO STATE

Name of Nonprofit Corporation: _____

Date: _____

Code: A = Attorney LA = Legal Assistant or Secretary # = Document Form number

<u>Step</u>	<u>Who</u>	<u>Date</u>	<u>What</u>
-------------	------------	-------------	-------------

1	LA	_____	Send # 500 - Letter to Client re Annual Report to State; Set Reminder 19. (See Procedure 26)
---	----	-------	---

2	LA	_____	Optional: File # 501 - Annual Report to Dept. of State; Give client bill; Set Reminder 20. (See Procedure 26)
---	----	-------	--

3	LA	_____	Put copy of Annual Report in Documents Book & office file.
---	----	-------	--

4	LA	_____	Update # 108 - Corporation Directory and # 109 - Corporation Status Sheet; Update Table of Contents in Documents Book. (See Procedure 9)
---	----	-------	---

5	LA	_____	Set Reminder 18 for next Annual Report.
---	----	-------	---

FACT SHEETS

- I Incorporation
- II Organizational Meeting
- III Annual Meeting

FACT SHEET I - INCORPORATION

Name of Nonprofit Corporation: _____

Interview Date: _____

CODENAMES - (initials or other abbreviations of names of persons involved) These Codenames and addresses are entered here so that they may be used in completing the remainder of this form instead of writing out the entire names.

NOTE: Circle address to use for correspondence.

Codename: _____

Full Name: _____

Address: _____

Phone: _____

Email: _____

Codename: _____

Full Name: _____

Address: _____

Phone: _____

Email: _____

Codename: _____

Full Name: _____

Address: _____

Phone: _____

Email: _____

Codename: _____

Full Name: _____

Address: _____

Phone: _____

Email: _____

Codename: _____

Full Name: _____

Address: _____

Phone: _____

Email: _____

INFORMATION FOR DOCUMENT FORM # 101 - ARTICLES OF INCORPORATION

Name of Nonprofit Corporation:

First Choice: _____

Second Choice: _____

Third Choice: _____

Purpose Clause: _____

Registered Office: _____

Registered Agent: _____

Members names and addresses:

A. _____
B. _____
C. _____
D. _____
E. _____
F. _____

Directors names and addresses (must be at least three):

A. _____
B. _____
C. _____
D. _____
E. _____
F. _____

Incorporators names and addresses (must be at least one):

A. _____
B. _____
C. _____
D. _____
E. _____
F. _____

OPTIONAL ARTICLES:

_____ Rights of initial Directors.

_____ Corporation's existence to commence on date Articles signed, per F.S. § 617.0203.

(Articles must be filed by Florida Division of Corporations within five (5) business days. See Procedure 7)

_____ Check here if other Articles have been drafted & attached.

INFORMATION FOR DOCUMENT FORM # 102 - IRS FORM SS-4 APPLICATION FOR EMPLOYER ID NUMBER

Address for IRS Forms: _____
County: _____
Nature of Business: _____

INFORMATION FOR DOCUMENT FORM # 103 - CORPORATION KIT ORDER LETTER

Name of Corporation Kit Supplier: _____
Address of Kit Supplier: _____
Type of Kit: _____
Total Price of Kit: _____

OTHER STANDARD DOCUMENTS TO BE TYPED: (Strike through any documents not desired)

- | <u>Doc #</u> | <u>Document Name</u> |
|--------------|---|
| 104 | Engagement Letter to Client |
| 105 | Letter to Secretary of State to File Articles |
| 106 | Letter to IRS to File SS-4 |
| 107 | Letter to Client with Copy of Filed Articles |
| 108 | Corporation Directory |
| 109 | Corporation Status sheet |

OPTIONAL DOCUMENTS TO BE TYPED: (Place a check next to those desired)

- | <u>Doc #</u> | <u>Document Name</u> |
|--------------|---|
| 150 | _____ Application to Reserve Corporate Name with Secretary of State |
| 151 | _____ Letter Thanking Referral |

ADMINISTRATIVE FACTS:

CPA Name: _____
CPA Address: _____
CPA Phone: _____
CPA Email: _____

Correspondent Name (addressee of letters): _____
Correspondent Address: _____

Persons to Receive Copies of Letters and Documents: _____

Minimum Fee: \$ _____
Total Maximum Fee Plus Costs: \$ _____
Fee Retainer: \$ _____
Cost Deposit: \$ _____

Person Who Referred Client: _____

Address of Person Who Referred Client: _____

Legal Assistant: _____

Attorney: _____

FACT SHEET II - ORGANIZATIONAL MEETING

Name of Nonprofit Corporation: _____

NOTE: Use Codenames in place of full names to complete this form.

Date of Organizational Meeting: _____

Time of Organizational Meeting: _____

Place of Organizational Meeting: _____

Persons present at meeting:

Directors at Organizational Meeting: _____

Attorneys at Organizational Meeting: _____

Others at Organizational Meeting: _____

Chairman of Organizational Meeting: _____

Secretary of Organizational Meeting: _____

Date Incorporated: _____

Election of Officers:

President: _____

Vice President: _____

Secretary: _____

Treasurer: _____

Other Officers:

_____	Name	_____	Title
-------	------	-------	-------

A.

B.

C.

D.

Bank Accounts:

Bank Name: _____

Number of Signatures Required: _____

Persons Authorized to Sign Checks: _____

Tax Year End (check one):

_____ Month and day: _____

_____ "Left open for later decision"

OPTIONAL PARAGRAPHS FOR MINUTES: (Place a check next to those desired)

Par. # Paragraph title:

601 Assignment by Incorporators of any rights they may have as Incorporators

602 Loans to Corporation:

Interest on Loans: % per annum

Interest Payable on Loans (check one):

monthly; quarterly; annually; at principal maturity;

other: _____

Principal Due on Loans: _____

Name of Lender Principal Amount

A.

B.

C.

D.

E.

F.

603 Corporate borrowing without separate board approval:

Total Loan Limit of Officers: \$ _____

Officers Authorized to Borrow: _____

604 IRS tax exempt status considered (choose one):

604.1 No, do not file IRS Form 1023 for tax exemption

604.2 Yes, file IRS Form 1023 for tax exemption

605 Activities - Nature of Activities: _____

Date Operations to Commence: _____

606 Licenses to be considered (check those applicable): municipal;

county; Florida sales tax; professional regulation; business regulation;

other: _____

607 Signs, stationery, etc., to be obtained by Officers.

608 Insurance to be considered (check those applicable): workers comp;

general liability; vehicle; property and casualty; valuable documents;

employer; directors and officers; personal injury; advertising;

malpractice; umbrella; office overhead; key man life; group life;

group medical; group disability; other: _____

Insurance Agent: _____

609 Fictitious Name: _____

Address of Fictitious Name: _____

County of Fictitious Name: _____

Newspaper for Fictitious Name: _____

Address of Newspaper for Fictitious Name: _____

- 610 Trademarks (check those applicable):
- 610.1 Show common law claim to Corporation's trademarks by placing "TM" next to marks wherever they appear in ads, etc.
- 610.2 Apply for federal registration of Corporation's trademarks.
- 610.3 Apply for Florida registration of Corporation's trademarks.
- 611 Copyrights (check those applicable):
- 611.1 Place copyright notice on Corporation's copyrightable works.
- 611.2 Register Corporation's copyrights with U.S. Copyright Office.
- 612 Lease of Realty:
- Lessor of Realty: _____
- Address of Realty Lessor: _____
- Address of Leased Realty: _____
- County of Leased Realty: _____
- Term of Realty Lease: _____ months _____ years
- Date Realty Lease Starts: _____
- Monthly Rent for Realty: _____
- Date First Rent for Realty Due: _____
- Authorized Use for Leased Realty: _____
- 613 Assignment of Lease of Realty:
- Lessee of Realty Presently Leased: _____
- Lessor of Realty Presently Leased: _____
- Date of Present Realty Lease: _____
- Address of Realty Presently Leased: _____
- Present Lessee if released from lease (check one):
- No, not released. (Standard clause)
- Yes, is released. (Alternate clause)
- 614 Lease of Personalty:
- Lessor of Personalty: _____
- 615 Purchase of Personalty at discretion of Officers.
- 616 Lease of Motor Vehicles:
- Lessor Motor Vehicles: _____
- 617 Purchase of Motor Vehicles at discretion of Officers.
- 618 Legal Forms to be prepared or reviewed by legal counsel: _____
- 619 Pledge Agreement
- 620 Florida Solicitation of Contributions Registration
- 621 Employment Agreements
- | Employee | Job | Term | Start Date | Base Salary | Salary Period |
|----------|-----|------|------------|-------------|---------------|
| A. | | | | | |
| B. | | | | | |
| C. | | | | | |
| D. | | | | | |
| E. | | | | | |
| F. | | | | | |

- 622 _____ Compensation of employees without employment agreements:
Employee _____ Compensation
 A.
 B.
 C.
 D.
 E.
 F.
- 623 _____ Whistleblower Protection Policy adopted.
- 624 _____ Document Destruction and Retention Policy adopted.
- 625 _____ Employees to be hired at discretion of Officers.
- 626 _____ Employee benefit plan feasibility to be studied by Officers.
- 627 _____ Management of Institutional Funds

_____ Check here if other resolutions for Minutes have been prepared and attached.

STANDARD DOCUMENTS TO BE TYPED: (Strike through any documents not desired)

Doc # Document Name

- 200 Authentication of Minute Book
- 201 Table of Contents of Minute Book
- 202 Minutes of Organizational Meeting of Directors
- 203 Authentication of Documents Book
- 204 Table of Contents of Documents Book
- 205 Authentication of Bylaws
- 206 Bylaws
- 207 Acknowledgment by Corporate Officers
- 208 List of Current Officers and Directors
- 209 Bank Account Resolution and Signature Cards
- 210 IRS Employer Identification Number
- 211 [Reserved]
- 212 Membership Register
- 213 [Reserved]
- 214 Specimen Form of Membership Certificate
- 215 Letter to Client After Incorporation
- 216 [Reserved]
- 217 Bill for Incorporation
- 218 Employee's Request for Reimbursement from Corporation

OPTIONAL DOCUMENTS TO BE TYPED: (Place a check next to those desired)

<u>Doc #</u>	<u>Document Name</u>
250	<input type="checkbox"/> Whistleblower Protection Policy
251	<input type="checkbox"/> Document Destruction and Retention Policy
252	<input type="checkbox"/> Assignment of Rights by Incorporators
253	<input type="checkbox"/> Promissory Note from Corporation
254	<input type="checkbox"/> IRS Form 1023 - Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code (accountant to prepare)
255	<input type="checkbox"/> Florida Solicitation of Contributions Registration Application
256	<input type="checkbox"/> Notice of Fictitious Name
257	<input type="checkbox"/> Letter to Newspaper to Publish Fictitious Name Notice
258	<input type="checkbox"/> Application for Registration of Fictitious Name
259	<input type="checkbox"/> Letter to Florida Division of Corporations to File Application for Registration of Fictitious Name
260	<input type="checkbox"/> Lease Agreement for Realty
261	<input type="checkbox"/> Assignment of Lease (Realty)
262	<input type="checkbox"/> Lease Agreement for Personalty
263	<input type="checkbox"/> Lease Agreement for Motor Vehicles
264	<input type="checkbox"/> Pledge Agreement
265	<input type="checkbox"/> Employment Agreement

FACT SHEET III - MAINTENANCE - ANNUAL MEETING

Name of Nonprofit Corporation: _____

NOTE: Use Codenames in place of full names to complete this form.

Date of Annual Meeting of Members: _____

Time of Annual Meeting of Members: _____

Place of Annual Meeting of Members: _____

Persons present at Members meeting:

Members at Annual Meeting: _____

Attorneys at Annual Meeting of Members: _____

Others at Annual Meeting of Members: _____

Chairman of Annual Meeting of Members: _____

Secretary of Annual Meeting of Members: _____

Election of Directors:

Director

A.

B.

C.

D.

E.

F.

Was Annual Meeting of Directors held immediately after Members' meeting?

_____ Yes, go to "Persons present" below.

_____ No, complete the following:

Date of Annual Meeting of Directors: _____

Time of Annual Meeting of Directors: _____

Place of Annual Meeting of Directors: _____

Persons present at Directors meeting:

Directors at Annual Meeting: _____

Attorneys at Annual Meeting of Directors: _____

Others at Annual Meeting of Directors: _____

Chairman of Annual Meeting of Directors: _____

Secretary of Annual Meeting of Directors: _____

Election of Officers:

President: _____

Vice President: _____

Secretary: _____

Treasurer: _____

Other Officers _____ Other Officers' Titles

- A.
- B.
- C.
- D.
- E.
- F.

OPTIONAL PARAGRAPHS FOR MINUTES: (Place a check next to those desired)

Par. # Paragraph title:

650 _____ Change name of Corporation to (New Name of Corporation):

651 _____ Amend Articles of Incorporation. Attach amendment on separate sheet.

652 _____ Amend Bylaws. Attach amendment on separate sheet.

653 _____ Bank account authorized signatures were changed. Attach copy of new bank account signature cards and bank~ corporate resolution form.

654 _____ New bank account opened:

Bank Name: _____

Number of Signatures Required: _____

Persons Authorized To Sign Checks: _____

(Attach copy of new bank's signature cards and corporate resolution form to place in Documents Book)

655 _____ Account opened with investment broker:

Broker Name: _____

656 _____ Change of Registered Agent and Office:

Registered Agent: _____

Registered Office: _____

602 _____ Corporation borrowed money (Prepare # 253 - Promissory Notes from Corporation)

Interest on Loans: _____ % per annum

Interest Payable on Loans (check one):

_____ monthly; _____ quarterly; _____ annually; _____ at principal maturity;

_____ other: _____

Principal Due on Loans: _____

Name of Lender _____ Principal Amount

- A.
- B.
- C.
- D.
- E.
- F.

- 603 _____ Corporate borrowing without separate Board approval:
 Total Loan Limit of Officers: \$ _____
 Officers Authorized to Borrow: _____
- 604.2 _____ Elect to file IRS Form 1023 for tax exemption
- 609 _____ Corporation began using fictitious name:
 Fictitious Name: _____
- 612 _____ Corporation leased real estate from Member or Director:
 Lessor of Realty: _____
 Address of Realty Lessor: _____
 Address of Leased Realty: _____
 County of Leased Realty: _____
 Term of Realty Leased: _____ months _____ years
 Date Realty Lease Starts: _____
 Monthly Rent for Realty: _____
 Date First Rent for Realty Due: _____
 Authorized Use for Leased Realty: _____
- 613 _____ Corporation leased motor vehicles from Member or Director.
 Lessor of Motor Vehicles: _____
- 617 _____ Corporation may purchase motor vehicles.
- 614 _____ Corporation leased other personalty (equipment, etc.) from Members or Directors:
 Lessor of Personalty: _____
- 619 _____ Pledge Agreement
- 620 _____ Florida Solicitation of Contributions Registration
- 621 _____ Employment agreements entered into:

Employee	Job	Term	Start Date	Base Salary	Salary Period
A.					
B.					
C.					
D.					
E.					
F.					
- 622 _____ Compensation of employees without employment agreements:

Employee	Compensation
A.	
B.	
C.	
D.	
E.	
F.	
- 623 _____ Whistleblower Protection Policy adopted.
- 624 _____ Document Destruction and Retention Policy adopted.
- 625 _____ Employees to be hired at discretion of Officers.
- 657 _____ Base salary of Employee(s) changed:

Date Salary Change Effective: _____

Employee _____ New Base Salary

- A.
- B.
- C.
- D.
- E.
- F.

- 658 _____ [Reserved]
- 626 _____ Employee benefit plan feasibility to be studied by Officers.
- 627 _____ Management of Institutional Funds
- 659 _____ Employee benefit plan adopted.
- 660 _____ [Reserved]
- 661 _____ Engaged Employee Benefit Plan Consultant: _____
- 662 _____ [Reserved]
- 663. _____ [Reserved]
- 664 _____ [Reserved]
- 665 _____ [Reserved]

_____ Check here if other resolutions for Minutes have been prepared & attached.

STANDARD DOCUMENTS TO BE TYPED: (Strike through any documents not desired)

Doc # Document Name

- 300 Letter to Client re Annual Meeting
- 301 Minutes of Annual Meeting of Members
- 302 Minutes of Annual Meeting of Directors
- 303 Letter to Client with Annual Meeting Minutes
- 304 Bill for Annual Meeting and Minutes

OPTIONAL DOCUMENTS TO BE TYPED: (Place a check next to those desired)

Doc # Document Name

- 250 _____ Whistleblower Protection Policy
- 251 _____ Document Destruction and Retention Policy
- 253 _____ Promissory Note from Corporation
- 254 _____ IRS Form 1023 - Application for Recognition of Exemption Under Section 501(c)
(3) of the Internal Revenue Code (accountant to prepare)
- 255 _____ Florida Solicitation of Contributions Registration Application
- 256 _____ Notice of Fictitious Name
- 257 _____ Letter to Newspaper to Publish Fictitious Name Notice
- 258 _____ Application for Registration of Fictitious Name
- 259 _____ Letter to Florida Division of Corporations to File Application for Registration of
Fictitious Name

260	_____	Lease Agreement for Realty
261	_____	Assignment of Lease (Realty)
262	_____	Lease Agreement for Personalty
263	_____	Lease Agreement for Motor Vehicles
264	_____	Pledge Agreement
265	_____	Employment Agreement
700	_____	Notice of Annual Meetings
702	_____	Proxy
703	_____	Articles of Amendment to Articles of Incorporation
704	_____	List of Who to Notify After Corporate Name Changed
705	_____	Amendment to Bylaws
706	_____	Amendment to Employment Agreement
708	_____	Statement of Change of Registered Office or Agent

DOCUMENT FORMS

PART I INCORPORATION

1. Standard Documents

Document Form # 101 — Articles of Incorporation

ARTICLES OF INCORPORATION OF (Name of Nonprofit Corporation), A Florida Nonprofit Corporation

The undersigned incorporators, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, as amended from time to time (the “Act”), do hereby make and adopt the following Articles of Incorporation:

1. **Name.** The name of the Corporation is: (Name of Nonprofit Corporation).
2. **Principal Place of Business and Mailing Address.** The street address of the initial principal office of the Corporation is _____, and the mailing address of the Corporation is _____.
3. **Initial Registered Office and Initial Registered Agent.** The street address of the initial Registered Office of the Corporation is (Registered Office), and the name of its initial Registered Agent at that address is (Registered Agent).
4. **Not For Profit.** The Corporation is a not for profit corporation under the Act. The Corporation is not formed for pecuniary profit. No dividends or pecuniary profits shall be declared to the Members. No part of the income, net earnings, or assets of the Corporation will inure to the benefit of or be distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under these Articles, under law, and under Section 501(c)(3) of the United States Internal Revenue Code as amended from time to time or the corresponding provision of any future federal tax code (the "Code"). No Member shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation.
5. **Duration.** The duration of the Corporation is perpetual.
6. **Purposes.** The Corporation is organized exclusively for, and shall be operated exclusively for, charitable, religious, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The specific purposes of the Corporation include the following:

***SAMPLE CLAUSES:**

- A. _____.
- B. Sponsoring, organizing, administering, enhancing, and operating _____ that benefit the public through public exhibition and other activities.
- C. Establishing, sponsoring, organizing, administering, enhancing and operating a _____.
- D. Educating the public regarding _____ and other forms of _____.
- E. Providing scholarships and other financial aid to students of _____ and other forms of _____.
- F. Providing for cultural exchanges involving _____ and other forms of _____.
- G. Making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.
- H. Engaging in other charitable, scientific and educational activities that support the foregoing purposes and are not otherwise prohibited by these Articles or applicable law.

7. **Powers.** Solely for the foregoing Purposes, the Corporation shall have all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including but not limited to those set forth in the Act, and the following powers:

- A. To acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value;
- B. To hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of property and the income, principal and proceeds of property;
- C. To engage in and transact any other lawful activity, solely in furtherance of the foregoing Purposes, for which nonprofit corporations may be incorporated under the Act.
- D. To do such other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the Purposes of the Corporation.

8. **Limitation.** No part of the net earnings of the Corporation shall inure directly or indirectly to the benefit of or be distributable to its Members, Directors, Officers, or other private

persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Purposes set forth in these Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

9. **Tax Exempt Status.** It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code and which is other than a private foundation as defined in Section 509 of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

10. **Dissolution.** Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

11. **Members.** The Corporation shall have Members. Members shall be admitted by the Board of Directors. The manner of admission of Members shall be as provided in the Bylaws. Membership dues, if any, shall be as provided in the Bylaws. The names and addresses of the initial Members are as follows:

(Member A), (Member A's Address)
(Member B), (Member B's Address)
(Member C), (Member C's Address)
(Member D), (Member D's Address)
(Member E), (Member E's Address)
(Member F), (Member F's Address)

12. **Board of Directors.** The management of the Corporation shall be vested in a Board of Directors of not less than three (3) individuals. Each Director shall be elected by majority vote of the Board of Directors Members in the manner and at the times set forth in the Bylaws. A Director may be removed from office in accordance with the Act. The names and addresses of the initials Directors are as follows:

(Director A), (Director A's Address)

(Director B), (Director B's Address)
(Director C), (Director C's Address)
(Director D), (Director D's Address)
(Director E), (Director E's Address)
(Director F), (Director F's Address)

13. **Officers.** The Officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers and Assistant Officers as may be provided for in the Bylaws or by resolution of the Board of Directors. Each Officer shall be elected by majority vote of the Board of Directors at such time and in such manner as set forth in the Bylaws or by law. An Officer may be removed from office in accordance with the Act. The names, titles and addresses of the initial Officers are as follows:

President: (President), (President's Address)
Vice President: (Vice President), (Vice President's Address)
Secretary: (Secretary), (Secretary's Address)
Treasurer: (Treasurer), (Treasurer's Address)
(Other Officer A's Title): (Other Officer A), (Other Officer A's Address)
(Other Officer B's Title): (Other Officer B), (Other Officer B's Address)
(Other Officer C's Title): (Other Officer C), (Other Officer C's Address)
(Other Officer D's Title): (Other Officer D), (Other Officer D's Address)

14. **Incorporators.** The name and street address of each Incorporator is as follows

(Incorporator A), (Incorporator A's Address)
(Incorporator B), (Incorporator B's Address)
(Incorporator C), (Incorporator C's Address)
(Incorporator D), (Incorporator D's Address)
(Incorporator E), (Incorporator E's Address)
(Incorporator F), (Incorporator F's Address)

15. **Bylaws.** The Bylaws of the Corporation shall be made and adopted by the Board of Directors, and may be altered, amended or repealed by the Members in the manner set forth in the Bylaws.

16. **Amendment.** These Articles of Incorporation may be amended by the Members at a meeting of the Members by a majority vote of all of the Members. Articles of amendment shall be filed with the Florida Department of State in accordance with the Act.

17. **Indemnification.** The Corporation shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Section 617.0831, as amended.

18. **Civil Liability Immunity.** It is intended that the Corporation be an organization the Officers and Directors of which are immune from civil liability to the extent provided under Florida Statutes Section 617.0834, as amended, and other similar laws.

19. **Management of Institutional Funds.** The Corporation shall comply with F.S. § 617.2104 (Florida Uniform Prudent Management of Institutional Funds Act), as amended, to the extent that law is legally applicable to the Corporation.

***INSERT OPTIONAL ARTICLES HERE:**

IN WITNESS WHEREOF, the undersigned Incorporators have signed these Articles of Incorporation on the ____ day of _____, 20____.

(Incorporator A)

(Incorporator B)

(Incorporator C)

(Incorporator D)

(Incorporator E)

(Incorporator F)

**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE BY REGISTERED AGENT**

Pursuant to the provisions of Florida Statutes Section 617.0501, the undersigned Corporation organized under the not for profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the Corporation in the State of Florida:

The name of the corporation is: (Name of Nonprofit Corporation).

The name and address of the initial registered agent and initial registered office are: (Registered Agent), (Registered Office).

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this ____ day of _____, 20____.

(Registered Agent),
Registered Agent

(OPTIONAL ARTICLES FOR ARTICLES OF INCORPORATION)

***OPTION 1:**

Rights of Initial Directors. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Member of the Corporation. Each Member agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the position of Director as long as that Director is a Member of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Member of the Corporation at the time of the amendment.

***OPTION 2:**

Commencement of Corporate Existence. The date when corporate existence shall commence is the date of signing of these Articles of Incorporation, and these Articles of Incorporation shall be filed within five business days thereafter.

Document Form # 102 — IRS Form SS-4 Application for Employer Identification Number

This number can be applied for online at the Internal Revenue website here: <https://www.irs.gov/businesses/small-businesses-self-employed/apply-for-an-employer-identification-number-ein-online>

This form can be downloaded from the Internal Revenue website here: <https://www.irs.gov/pub/irs-pdf/fss4.pdf>

Instructions can be downloaded from the Internal Revenue website here: <https://www.irs.gov/pub/irs-pdf/iss4.pdf>

Information regarding this form is on the IRS website here: <https://www.irs.gov/forms-pubs/about-form-ss-4>

Document Form # 103 — Corporation Kit Order Letter

[Law firm letterhead]

Date: _____

(Name of Corporation Kit Supplier)

(Address of Kit Supplier)

RE:	Name of Corporation:	(Name of Nonprofit Corporation)
	State of Incorporation:	Florida
	Year of Incorporation:	(Date Incorporated)
	Additional Wording:	Corporation Not For Profit

To Whom It May Concern:

Please send us one type (Type of Kit) corporate kit for the above nonprofit corporation. The kit shall consist of the following items: pocket seal, printed membership certificates, minute book and container box.

Please note that Florida Statutes Section 617.0302(3) requires that the seal contain the words "CORPORATION NOT FOR PROFIT".

Please process this order at your earliest opportunity. We have enclosed our check for \$(Total Price for Kit) payable to you.

If you have any questions, please call us.

Very truly yours,

(Legal Assistant), Legal Assistant

Document Form # 104 — Engagement Letter to Client

[Law firm letterhead]

Date: _____

(Correspondent Name)
(Correspondent Address)

Re: Incorporation of (Name of Nonprofit Corporation)

Dear (Correspondent Name):

Thank you for selecting this law firm to form your nonprofit corporation. The Articles of Incorporation have been prepared for your review and signature. After they are signed, we will file the Articles with the Secretary of State and order a corporate minute book, membership certificates, and seal. We will notify you when the Articles are filed so that you can open a corporate bank account and set an appointment to hold the Organizational Meeting.

This letter confirms our understanding that you will reimburse costs advanced by this firm during incorporation, including filing fees, corporation book, membership certificates, seal, photocopies, postage, and other such costs. In addition, you will pay our fees for attorney and staff services which we estimate will be a minimum of \$(Minimum Fee). We estimate that the total fees and costs of incorporation through and including the Organizational Meeting will not exceed \$(Total Maximum Fee Plus Costs).

The policy of this firm is to accept a fee retainer and cost deposit at the commencement of work. We understand that you are paying a fee retainer of \$(Fee Retainer) and a cost deposit of \$(Cost Deposit) at this time, to be applied against your next bill. This letter also confirms the policy of this firm that all bills are due upon presentation. However, if you ever need additional time to pay a bill, please contact us when you receive it.

I appreciate your trust and confidence in choosing this firm.

Very truly yours,

(Attorney)

cc: (Persons to Receive Copies)

Document Form # 105 — Letter to Secretary of State to File Articles

[Law firm letterhead]

Date: _____

Mailing Address:

New Filing Section

Department of State

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32314

Phone (850) 245-6052

Street Address:

New Filing Section

Department of State

Division of Corporations

The Centre of Tallahassee

2415 N. Monroe Street, Suite 810

Tallahassee, FL 32303

Phone (850) 245-6052

RE: (Name of Nonprofit Corporation)

To Whom It May Concern:

Enclosed is the signed original of the Articles of Incorporation of the above nonprofit corporation. We have also enclosed a check payable to Florida Department of State in the amount of \$_____ for the filing and certified copy fees.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call us.

Very truly yours,

(Legal Assistant), Legal Assistant

Enclosures

Document Form # 106 — Letter to IRS to File SS-4

[Law firm letterhead]

Date: _____

Internal Revenue Service
Attn: EIN Operation
Cincinnati, OH 45999

Fax: 855-641-6935

RE: (Name of Nonprofit Corporation)

To Whom It May Concern:

Enclosed is Form SS-4 Application for Employer Identification Number for the above corporation.

Please process this at your earliest opportunity.

Very truly yours,

(Legal Assistant), Legal Assistant

Enclosure

Document Form # 107 — Letter to Client with Copy of Filed Articles

[Law firm letterhead]

Date: _____

(Correspondent Name)

(Correspondent Address)

RE: (Name of Nonprofit Corporation)

Dear (Correspondent Name):

Enclosed is a copy of the Certificate and Articles of Incorporation for the above corporation. The Articles have been filed with the Secretary of State, and the corporation is now in existence.

In order to legally maintain the corporation, you must file an Annual Report with the Secretary of State every January. That office usually sends you a reminder to file the form, but even if it does not, you are still responsible for filing it. If you do not file the Annual Report, the State may involuntarily dissolve the corporation.

The Application for Employer Identification Number has been filed with the Internal Revenue Service. IRS will send the number to the corporation's address listed on the Application. Please send us the number so that we can place it in the Corporate Book. You should also furnish the number to your accountant.

Please open a checking account for the corporation at this time. You should take the enclosed Articles of Incorporation with you for the bank to copy for their records. Please obtain a copy of the bank's resolution form and signature cards so that we can put them in the corporate Documents Book.

Finally, please call us now for an appointment to hold the Organizational Meeting of the Corporation. I look forward to seeing you then.

Very truly yours,

(Attorney)

cc: (Persons to Receive Copies)

Enclosures

Document Form # 108 — Nonprofit Corporation Directory

NONPROFIT CORPORATION DIRECTORY

Last Updated: _____

Name of Corporation: _____

Address: _____

Phone: _____

MEMBERS, DIRECTORS, OFFICERS, REGISTERED AGENT:

Codename Full Name Address & Phone Offices Held

CPA Name: _____

CPA Address: _____

CPA Phone: _____

CPA to receive copies of all documents? _____ yes; _____ no

CPA to attend meetings? _____ yes; _____ not

Correspondent Name (addressee of letters): _____

Correspondent Address: _____

Correspondent Phone: _____

Persons to Receive Copies of letters and documents: _____

Person Who Referred Client: _____

Insurance Agent: _____

Document Form # 109 — Nonprofit Corporation Status Sheet

NONPROFIT CORPORATION STATUS SHEET

Last Updated: _____

Name of Corporation: _____

Date Incorporated: _____

Florida Document Number: _____

IRS Tax ID No.: _____

IRS Tax-Exempt Status Applied For? _____ yes; _____ no

Tax Year End: month ___ day ___

Bank Name: _____

Fictitious Name: _____

Articles give initial Directors right to be elected as long as are Members? _____ yes; _____ no

Unpaid loans to Corporation by Members? _____ yes; _____ no

Lease of Realty? _____ yes; _____ no

Renewal date: _____

Lease of Personalty? _____ yes; _____ no

Renewal date: _____

Lease of Motor Vehicle? _____ yes; _____ no

Renewal date: _____

Pledge Agreement? _____ yes; _____ no

Employee Benefit Plan adopted? _____ yes; _____ no

Employment Agreements with:

<u>Employee</u>	<u>Base Salary</u>	<u>Renewal Date</u>
-----------------	--------------------	---------------------

- A.
- B.
- C.
- D.

Compensation Set by Minutes Without Employment Agreement:

<u>Employee</u>	<u>Base Compensation</u>
-----------------	--------------------------

- E.
- F.
- G.
- H.

Quarterly Corporation Action Reports received for these quarters: _____

Annual Meetings held for these years: _____

Other Comments and Information: _____

2. Optional Documents

Document Form # 150 — Application to Reserve Corporate Name

[Law firm letterhead]

APPLICATION TO RESERVE CORPORATE NAME

Date: _____

Mailing Address:

New Filing Section

Department of State

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32314

Phone (850) 245-6052

Street Address:

New Filing Section

Department of State

Division of Corporations

The Centre of Tallahassee

2415 N. Monroe Street, Suite 810

Tallahassee, FL 32303

Phone (850) 245-6052

RE: (Name of Nonprofit Corporation)

The undersigned hereby requests that you reserve the above nonprofit corporation name for the statutory period of 120 days. A check in payment of your \$_____ fee is enclosed. Please stamp and return the enclosed copy of this letter to indicate that the name is reserved.

Very truly yours,

(Attorney)

Document Form # 151 — Letter Thanking Referral

[Law firm letterhead]

Date: _____

(Person Who Referred Client)

(Address of Person Who Referred Client)

Dear (Person Who Referred Client):

This short note is to thank you for referring (Correspondent Name) to me. They will receive my special attention.

Very truly yours,

(Attorney)

Document Form # 201 — Table of Contents of Minute Book

TABLE OF CONTENTS OF MINUTE BOOK

Minutes of Organizational Meeting of Board of Directors (Date of Organizational Meeting)

Document Form # 202 — Minutes of Organizational Meeting

**CALL AND WAIVER OF NOTICE OF ORGANIZATIONAL
MEETING OF BOARD OF DIRECTORS OF
(Name of Nonprofit Corporation)**

We the undersigned, being all of the initial Directors of the above Corporation, hereby call the organizational meeting of the Board of Directors of the Corporation to be held at the following place, date and time, and hereby waive notice of the place, date, time and purposes of the meeting and consent that the meeting be held as set forth below for the purpose of transacting any business whatsoever that may be brought before the meeting, including without limitation adoption of bylaws and electing of officers.

Meeting Date: (Date of Organizational Meeting)
Meeting Time: (Time of Organizational Meeting)
Meeting Place: (Place of Organizational Meeting)

(Director A) (Director B)

(Director C) (Director D)

(Director E) (Director F)

**MINUTES OF ORGANIZATIONAL
MEETING OF BOARD OF DIRECTORS OF
(Name of Nonprofit Corporation)
(Date of Organizational Meeting)
(Time of Organizational Meeting)
(Place of Organizational Meeting)**

The Organizational Meeting of the initial Board of Directors of the above Corporation was held on the above date at the above time and place. The following persons were present at the meeting:

Directors: (Directors at Organizational Meeting)
Attorneys: (Attorneys at Organizational Meeting)
Others present by invitation: (Others at Organizational Meeting)

Waiver of Notice. The Call and Waiver of Notice of this meeting signed by all of the Directors was presented and is filed preceding these Minutes.

Chairman and Secretary. The Board of Directors elected (Chairman of Organizational Meeting) to be Chairman and (Secretary of Organizational Meeting) to be Secretary for this meeting.

Certificate of Incorporation. The certificate of incorporation for the Corporation, issued by the Florida Secretary of State, was presented to and examined by the Directors and is filed in this Minute Book. It was noted that the Corporation's existence commenced on (Date Incorporated).

Bylaws. Bylaws for the Corporation were then proposed and discussed by the Board of Directors. After discussion and upon motion duly made and carried, Bylaws were adopted by the Board of Directors and are filed in this Minute Book.

Seal. The Directors discussed a seal for the Corporation. Upon motion duly made and carried, the corporate seal impressed on the margin of this page adjacent to these words was adopted as the corporate seal of the Corporation.

Membership Certificates. The Directors discussed membership certificates. Upon motion duly made and carried, the Board of Directors adopted the form of membership certificate found in this minute book and marked "SPECIMEN" as the form of membership certificate to be used by the Corporation.

Members. The Directors reviewed the designation in the Articles of Incorporation of the following persons as the initial Members, and, upon motion duly made and carried, the Board of Directors confirmed the admission of the following persons as Members of the Corporation and directed the Officers to issue membership certificates to them:

(Member A), (Member A's Address)
(Member B), (Member B's Address)
(Member C), (Member C's Address)
(Member D), (Member D's Address)
(Member E), (Member E's Address)
(Member F), (Member F's Address)

Officers. The election of officers of the Corporation was then declared to be in order, and the following persons were duly elected by the Board of Directors to their respective offices:

President	(President)
Vice President	(Vice President)
Secretary	(Secretary)
Treasurer	(Treasurer)
(Other Officer A's Title)	(Other Officer A)
(Other Officer B's Title)	(Other Officer B)
(Other Officer C's Title)	(Other Officer C)
(Other Officer D's Title)	(Other Officer D)

Acknowledgment of Bylaws by Officers. The Directors discussed the advisability of having each Officer of the Corporation sign a written acknowledgment that the Officer is aware of and familiar with the Bylaws of the Corporation. Upon motion duly made and carried, the Board of Directors decided that each Officer of the Corporation should sign such a written statement to be filed in the Documents Book of the Corporation. Each Officer present at this meeting acknowledged familiarity with the Bylaws and agreed to sign the statement.

Bank Accounts. The Board of Directors discussed the necessity of setting up bank accounts in the name of the Corporation. After discussion and upon motion duly made and carried, it was resolved that the Officers of the Corporation are authorized and directed to establish corporate bank accounts with (Bank Name); that the bank's signed form of corporate resolution, a copy of which has been placed in the Documents Book, is hereby adopted and incorporated into these Minutes by reference; and that the following persons are authorized to sign checks and withdraw funds on the Corporation's accounts with the signature of (Number of Signatures Required) of them: (Persons Authorized To Sign Checks).

Tax Number. The Board of Directors discussed the necessity of applying for an employer identification number from the Internal Revenue Service. Upon motion duly made and carried, the Board of Directors authorized and directed the Officers to do so by filing IRS Form SS-4.

Taxable Year. The Board of Directors discussed selection of a year end for tax purposes of the Corporation. Upon motion duly made and carried, the Board of Directors decided that the tax year end would be (Tax Year End).

Promoters' Acts. The Board of Directors reviewed the acts of the promoters and Incorporators of the Corporation as reported by them at this meeting. After discussion and upon motion duly made and carried, the Board of Directors ratified and approved all reported actions of the promoters and Incorporators in organizing and incorporating the Corporation, including without limitation the engagement of attorneys, accountants and other consultants, and directed that the promoters and Incorporators be reimbursed by the Corporation for any expenses incurred by them for such efforts.

Registered Agent and Office. The Board of Directors reviewed the designation of Registered Agent and Registered Office of the Corporation that was made in the Articles of Incorporation. After discussion and upon motion duly made and carried, the Board of Directors ratified and approved the designation of Registered Agent and Registered Office.

Email and Websites. Upon motion duly made and carried, the Board of Directors resolved that the Officers are authorized and directed to obtain such email addresses, websites, email hosting services, and web hosting services as are necessary or proper for the Corporation's activities.

IRS Tax-Exemption Application. Upon motion duly made and carried, the Board of Directors resolved that the Corporation shall apply to the Internal Revenue Service for recognition of the Corporation as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code and as an organization other than a private foundation.

Florida Sales Tax Exemption Application. Upon motion duly made and carried, the Board of Directors resolved that the Corporation shall apply to the Florida Department of Revenue for exemption from sales tax, if available.

Purposes. Upon motion duly made and carried, the Board of Directors resolved that the Corporation is organized, and shall be operated exclusively for charitable, scientific and educational purposes, as set forth in the Articles of Incorporation, and the Corporation shall immediately proceed with its purposes by taking such actions as are reasonably necessary and proper in pursuance thereof.

Charitable Solicitation Registration. Upon motion duly made and carried, the Board of Directors resolved that the Officers shall cause the Corporation to comply with such state and county laws and ordinances regarding solicitation of charitable contributions as may be applicable to the Corporation.

***INSERT OPTIONAL RESOLUTION PARAGRAPHS HERE:**

There being no further business to come before the Organizational Meeting, the meeting was adjourned upon motion duly made and carried.

(Chairman of Organizational Meeting),
Chairman

(Secretary of Organizational Meeting),
Secretary (Corporate Seal)

Document Form # 204 — Table of Contents of Documents Book

**TABLE OF CONTENTS OF DOCUMENTS BOOK
OF
(Name of Nonprofit Corporation)**

Authentication of Bylaws
Bylaws
Acknowledgment by Corporate Officers
List of Current Officers and Directors
Bank Account Resolution and Signature Cards
IRS Employer Identification Number
Membership Register
Specimen Form of Membership Certificate

Document Form # 205 — Authentication of Bylaws

**AUTHENTICATION OF BYLAWS
OF
(Name of Nonprofit Corporation)**

The undersigned hereby acknowledge that the attached Bylaws were adopted by the Board of Directors of the above Corporation on this date.

Date: _____

(Director A)

(Director B)

(Director C)

(Director D)

(Director E)

(Director F)

Document Form # 206 — Bylaws

BYLAWS OF (Name of Nonprofit Corporation), A Florida Nonprofit Corporation

1. **Authority.** These Bylaws constitute provisions for regulation and management of the affairs of the Corporation and are adopted pursuant to and are subject to the provisions of the Articles of Incorporation as amended from time to time (the “Articles”), and of the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, as amended from time to time (the “Act”). In case of any conflict between them, the Act shall control over the Articles and Bylaws, and the Articles shall control over the Bylaws.

2. **Offices.**

A. **Principal Office.** The principal office of the Corporation will be located in Florida.

B. **Registered Office.** The registered office of the Corporation in the State of Florida is set forth in the Articles of Incorporation. Such registered office will be continuously maintained in the State of Florida for the duration of this Corporation, except that the Board of Directors may from time to time change the address of the registered office by duly adopted resolution and filing the appropriate statement with the Florida Division of Corporations.

3. **Membership.**

A. **Qualifications.** Membership in the Corporation shall be open to _____ and who meet any of the following qualifications and any other person, firm or organization accepted for membership by the Board of Directors: _____.

B. **Admission.** Persons seeking membership in the Corporation must submit a membership form and pay dues to the Treasurer and be admitted to membership by majority vote of the Board of Directors.

C. **Dues.** The dues for membership shall be assessed on a monthly or quarterly basis at a rate determined by the Board of Directors.

D. **Voting.** There shall be just one class of Membership. All Members shall be voting Members.

E. **Annual Meeting.** The Annual Meeting of the Members of the Corporation shall be held at such time as may be determined by the Board of Directors or majority vote of the Members.

F. **Special Meetings.** Special meetings of the Members of the Corporation may be called at the discretion of the President or the Board of Directors or twenty-five percent (25%) of the Members.

G. **Quorum.** At all meetings of the Members of the Corporation, except as may be provided elsewhere in these Bylaws or in the Articles or the Act, it shall be necessary that at least _____ percent of the Members, but no fewer than _____ voting Members, be present to constitute a quorum.

H. **Proxy Voting.** A Member who is entitled to vote may vote in person or may vote by proxy executed in writing by the Member or by his or her duly authorized attorney in fact. Any copy, facsimile transmission, or other reliable reproduction of the original proxy may be substituted or used in lieu of the original proxy for any purpose for which the original proxy could be used if the copy, facsimile transmission, or other reproduction is a complete reproduction of the entire proxy. An appointment of a proxy is not valid after eleven (11) months following the date of its execution unless otherwise provided in the proxy.

I. **Majority Vote.** A majority of the votes cast at any meeting of the Members of the Corporation at which a quorum is present shall be sufficient to take or authorize action upon any matter, question or proposal which may properly come before the meeting except on those matters, questions or proposals wherein the required portion of votes cast necessary to take or authorize action is specified by the Act or other applicable law, these Bylaws or the Articles to be greater than a simple majority.

J. **Notice.** Notice of the Annual Meeting of the Members and of any other regular meeting of the Members of the Corporation shall be given no less than seven (7) days prior to said meetings. Notice of Special meetings of the Members shall be given no less than two (2) days before the date of such meetings and such notice shall include a statement of the specific purpose for which the meeting is called. Notices shall state the place, day and hour of the meeting. Notice must be delivered to each Member personally, by first class U.S. mail, by courier, by facsimile, by telegram, by email or otherwise in accordance with the Act, by or at the direction of the President, the Secretary, or other person calling the meeting.

K. **Waiver.** Notice of the time, place, and purposes of any meeting of Members may be waived in writing, either before or after the holding of such meeting, by any Member, which writing shall be filed with or entered upon the records of the meeting. Attendance of a Member at a meeting, either in person or by proxy, constitutes waiver of notice and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has

been called or convened, unless the Member attends a meeting solely for the purpose of stating, at the beginning of the meeting, any such objection or objections to the transaction of affairs.

L. **Meeting Place.** Meetings of Members shall be held at the principal office or the registered office of this Corporation in Florida, or at any other place in _____, Florida, as provided in the notice of the meeting.

M. **Remote Communication.** If authorized by the Board of Directors, and subject to such guidelines and procedures as the Board of Directors may adopt, Members and proxy holders who are not physically present at a meeting may, by means of remote communication participate in the meeting and be deemed to be present in person and vote at the meeting if:

(1) The corporation implements reasonable means to verify that each person deemed present and authorized to vote by means of remote communication is a Member or proxy holder; and

(2) The corporation implements reasonable measures to provide such Members or proxy holders with a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Members, including an opportunity to communicate and to read or hear the proceedings of the meeting substantially concurrent with the proceedings.

(3) If any Member or proxy holder votes or takes other action by means of remote communication, a record of that Member's participation in the meeting must be maintained by the corporation in accordance with Florida Statutes Section 617.1601.

N. **Action Without Meeting.** Action required or permitted to be taken at an Annual or Special meeting of Members may be taken without a meeting, without prior notice, and without a vote if the action is taken by the Members entitled to vote on such action and having not less than the minimum number of votes necessary to authorize such action at a meeting at which all Members entitled to vote on such action were present and voted. The following shall apply, pursuant to Florida Statutes Section 617.0701:

(1) To be effective, the action must be evidenced by one or more written consents describing the action taken, dated and signed by approving Members having the requisite number of votes and entitled to vote on such action, and delivered to the Corporation to its principal office in this state, its principal place of business, the corporate Secretary, or another Officer or agent of the Corporation having custody of the book in which proceedings of meetings of Members are recorded.

(2) Written consent to take the corporate action referred to in the consent is not effective unless the consent is signed by Members having the requisite number of votes necessary to authorize the action within 90 days after the date of the earliest dated consent and is delivered in the manner required by this Section.

(3) Any written consent may be revoked prior to the date that the Corporation receives the required number of consents to authorize the proposed action. A revocation is not effective unless in writing and until received by the Corporation at its principal office in this state or its principal place of business, or received by the corporate Secretary or other officer or agent

of the Corporation having custody of the book in which proceedings of meetings of Members are recorded.

(4) Within 30 days after obtaining authorization by written consent, notice must be given to those Members who are entitled to vote on the action but who have not consented in writing. The notice must fairly summarize the material features of the authorized action.

(5) A consent signed under this Section has the effect of a meeting vote and may be described as such in any document.

(6) If the action to which the Members consent is such as would have required the filing of articles or a certificate under any other section of the Act if such action had been voted on by Members at a meeting, the articles or certificate filed under such other section must state that written consent has been given in accordance with this Section.

(7) Whenever action is taken pursuant to this Section, the written consent of the Members consenting to such action or the written reports of inspectors appointed to tabulate such consents must be filed with the minutes of Member proceedings.

O. Termination, Expulsion, and Suspension. Pursuant to Florida Statutes Section 617.0607:

(1) A Member of the Corporation may not be expelled or suspended, and a Membership in the Corporation may not be terminated or suspended, except pursuant to a procedure that is fair and reasonable and is carried out in good faith.

(2) Any written notice regarding termination, expulsion or suspension given by mail must be delivered by certified mail or first-class mail to the last address of the Member shown on the records of the corporation.

(3) Any proceeding challenging an expulsion, suspension, or termination, including a proceeding in which the defective notice is alleged, must be commenced within one (1) year after the effective date of the expulsion, suspension, or termination.

(4) A Member who has been expelled or suspended may be liable to the corporation for dues, assessments, or fees as a result of obligations incurred or commitments made before expulsion or suspension.

P. No Liability. A Member of the Corporation is not, as such, personally liable for any act, debt, liability, or obligation of the Corporation.

Q. Membership Book. The Corporation shall keep a membership book containing, in alphabetical order, the name and address of each Member, as required by Florida Statutes Section 617.0601.

4. Board of Directors.

A. Duties. All corporate powers must be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of, the Board of Directors, subject to any limitation set forth in the Articles of Incorporation.

B. **Initial Board.** The initial Board of Directors designated in the Articles of Incorporation shall serve until their successors are elected at the first annual meeting of the Board of Directors.

C. **Qualifications of Directors.** Directors must be natural persons who are 18 years of age or older but need not be residents of Florida.

D. **Number of Directors.** The Board of Directors shall be comprised of not fewer than three (3) nor more than _____ Directors.

E. **Term of Director.** The term of office of each Director shall be _____ year(s) or until his or her successor is elected.

F. **Election of Directors.** The Members shall elect Directors annually at the annual meeting by majority vote.

G. **Resignation of Director.** A Director may resign at any time by delivering written notice to the Board of Directors or its chair or to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date.

H. **Removal of Director.** A Director may be removed from the Board of Directors with or without cause in accordance with Florida Statutes §617.0808, as follows:

(1) A Director may be removed from office with cause by a majority of all votes of the Directors then in office. The Director may cast a vote.

(2) A Director may be removed without cause by a vote of two-thirds (2/3) of the Directors then in office. The Director may cast a vote.

(3) The notice of a meeting to remove a Director shall state removal as a purpose of the meeting and shall state the specific Directors sought to be removed.

(4) A proposed removal of a Director at a meeting shall require a separate vote for each Director whose removal is sought. Where removal is sought by written consent, a separate consent is required for each Director to be removed.

(5) If removal is effected at a meeting, any vacancies created shall be filled by the Directors eligible to vote for the removal.

(6) Any Director who is removed is not eligible to stand for reelection until the next annual meeting at which Directors are elected.

(7) Any Director removed from office shall turn over to the Board of Directors within seventy-two (72) hours any and all records of the Corporation in his or her possession.

(8) If a Director who is removed does not relinquish his or her office or turn over records as required under this section, the Circuit Court in the county where the

Corporation's principal office is located may summarily order the Director to relinquish his or her office and turn over corporate records upon application of any Director or Officer.

I. **Board Vacancy.** Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of the majority of the remaining Directors, even though the remaining directors constitute less than a quorum, or by the sole remaining Director or, if the vacancy is not so filled or if no Director remains by the Circuit Court of the county where the registered office of the Corporation is located. However, a Director who is removed from the Board is not eligible to stand for reelection until the next annual meeting at which Directors are elected. The term of a Director elected or appointed to fill a vacancy expires at the next annual meeting at which Directors are elected. Any Directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors, but only for a term of office continuing until the next election of Directors. A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date or otherwise, may be filled before the vacancy occurs, but the new Director may not take office until the vacancy occurs.

J. **No Compensation.** No compensation shall be paid by the Corporation to the Directors for their services as Directors of the Corporation. No Director shall be prevented from receiving compensation for other services to the Corporation by reason of the fact that he or she is a Director of the Corporation.

K. **Meetings.** There shall be an annual meeting of the Board of Directors at least once a year. There shall be regular and special meetings of the Board of Directors as called from time to time.

L. **Call of Meetings.** Annual meetings of the Board of Directors shall be called by the President or Secretary. Regular and special meetings of the Board of Directors shall be called by any Officer or majority of the Directors. The Executive Director, if any, may call any meeting.

M. **Place of Meetings.** Regular, special and annual meetings of the Board of Directors may be held in or out of Florida.

N. **Notice of Meetings.**

(1) Regular meetings of the Board of Directors may be held without notice of the date, time, place, or purpose of the meeting.

(2) A special meeting of the Board of Directors must be preceded by at least two (2) days' notice of the date, time, and place of the meeting.

(3) An annual meeting of the Board of Directors must be preceded by at least ten (10) days and not more than sixty (60) days' notice of the date, time, place and purpose of the meeting.

(4) Notice of meeting shall be in writing and delivered in person, by US Mail, by FedEx or other courier, by fax, or by email to all Directors.

(5) The notice must describe the purpose of a meeting if required by the Articles of Incorporation or the Bylaws.

O. **Waiver of Notice of Meeting.** Notice of a meeting of the Board of Directors need not be given to any Director who signs a waiver of notice either before or after the meeting. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a Director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of affairs because the meeting is not lawfully called or convened.

P. **Quorum and Voting.** A majority of the Directors then in office shall constitute a quorum. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board of Directors unless the Articles of Incorporation or these Bylaws require the vote of a greater number of Directors.

Q. **Adjournment of Meetings.** A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of any such adjourned meeting shall be given to the Directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other Directors.

R. **Directors' Meetings By Communications Equipment.** The Board of Directors may permit any or all Directors to participate in an annual, regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

S. **Action By Directors Without A Meeting.** Action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all of the Directors. The action must be evidenced by one or more written consents describing the action taken and signed by each Director. Action taken under this section is effective when the last Director signs the consent, unless the consent specifies a different effective date. Any such written consent shall be filed with or entered upon the records of the Corporation. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

T. **General Standards for Directors.** As stated in Florida Statutes §617.0830:
(1) A Director shall discharge his or her duties as a Director, including his or her duties as a member of a committee:
(a) In good faith;
(b) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and

(c) In a manner he or she reasonably believes to be in the best interests of the Corporation.

(2) In discharging his or her duties, a Director may rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

(a) One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;

(b) Legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within the persons' professional or expert competence; or

(c) A committee of the Board of Directors of which he or she is not a member if the Director reasonably believes the committee merits confidence.

(3) A Director is not acting in good faith if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted by the foregoing subsection unwarranted.

(4) A Director is not liable for any action taken as a Director, or any failure to take any action, if he or she performed the duties of his or her office in compliance with this section.

U. **Director Conflicts of Interest.** Pursuant to Florida Statutes Section 617.0832, no contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association, or entity in which one or more of its Directors are directors or officers or are financially interested shall be either void or voidable because of such relationship or interest, because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or her or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors;

(2) The fact of such relationship or interest is disclosed or known to the Directors entitled to vote on such contract or transaction, if any, and they authorize, approve, or ratify it by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, a committee, or the Directors.

V. **No Loans.** As stated in Florida Statutes §617.0833, loans may not be made by the Corporation to any Director or Officer, or to any other corporation, firm, association, or other entity in which one or more of of the Corporation's Directors or Officers is a director or officer or holds a substantial financial interest, except a loan by one corporation which is exempt from federal income taxation under s. 501(c)(3) of the Internal Revenue Code of 1986, as amended, to another corporation which is exempt from federal income taxation under s. 501(c)(3) of the Internal Revenue Code of 1986, as amended. A loan made in violation of this section is a

violation of the duty to the Corporation of the Directors or Officers authorizing it or participating in it, but the obligation of the borrower with respect to the loan is not affected.

5. **Officers.**

A. **Roster of Officers.** The Officers of this Corporation will consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers and Assistant Officers as may be provided by resolution of the Board of Directors from time to time. The Board of Directors may also elect a Chairman of the Board.

B. **Election of Officers.** The Officers shall be elected annually at the annual meeting by majority vote of the Board of Directors from among those persons who are Directors of the Corporation after the annual election of Directors.

C. **Terms of Officers.** Each Officer will remain in office until a successor, if any, to such office has been elected and qualified.

D. **Multiple Offices.** The same individual may simultaneously hold more than one office in the Corporation.

E. **Resignation of Officer.** An Officer may resign at any time by delivering notice to the corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, its Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date of the pending vacancy.

F. **Removal of Officer.** The Board of Directors may remove any Officer at any time with or without cause by majority vote.

G. **Vacancies.** Any Officer vacancy, whether by resignation, removal, incapacity, death or otherwise, shall be filled by majority vote of the Board of Directors. The new Officer elected to fill the vacancy will serve for the unexpired term of the predecessor in office.

H. **Contract Rights.** Election as an Officer does not itself create contract rights. An Officer's removal does not affect the Officer's contract rights, if any, with the Corporation. An Officer's resignation does not affect the Corporation's contract rights, if any, with the Officer.

I. **Bonds.** The Board of Directors may require that an Officer be bonded, in which case the Officer shall give such bond for the faithful discharge of the duties of the office held by such Officer and in such sum and with such surety as the Board of Directors may from time to time require.

J. **No Compensation.** No compensation shall be paid by the Corporation to the Officers for their services as Officers of the Corporation. No Officer shall be prevented from receiving compensation for other services to the Corporation by reason of the fact that he or she is an Officer of the Corporation.

K. **President.** The President will be the chief executive officer of the Corporation and will, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation. The President will perform all duties incident to such office and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board of Directors. The President, or in his or her absence the Vice President, or in his or her absence the Secretary, or in his or her absence the Treasurer, shall preside as chairman at all meetings of the Board of Directors of the Corporation.

L. **Vice President.** The Vice President will perform all duties and exercise all powers of the President when the President is unable to act. The Vice President will perform such other duties as may be prescribed from time to time by the Board of Directors.

M. **Secretary.** The Secretary will keep minutes of all meetings of the Members and of the Board of Directors and of the committees of Directors, will be the custodian of the corporate records, will give all notices as are required by law or by these Bylaws, and, generally, will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

N. **Treasurer.** The Treasurer will have charge and custody of all funds of the Corporation, will deposit the funds as required by the Board of Directors or Executive Committee, will keep and maintain adequate and correct accounts of the Corporation's funds, properties and transactions, will render reports and accountings to the Board of Directors, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

6. **Committees.** The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among the Directors an Executive Committee and one or more other committees. The Bylaws provisions that govern meetings, notice, waiver of notice, quorum and voting requirements of the Board of Directors apply to committees and their members as well. Each committee must have two or more members who serve at the pleasure of the Board of Directors. The Board of Directors' resolution may designate one or more Directors as alternate members of any such committee who may act in the place and stead of any absent member or members at any meeting of such committee. Neither the designation of any such committee, the delegation thereto of authority, nor action by such committee pursuant to such authority shall alone constitute compliance by any Director not a member of the committee in question with his or her responsibility to act in good faith, in a manner he or she reasonably

believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

7. **Staff.**

A. **Executive Director.** The Board of Directors may by majority vote appoint an Executive Director to have general supervision over the activities and the operations of the Corporation subject to the authority of the Board of Directors, Executive Committee, and Officers. The position of Executive Director is not an Officer position, and the Executive Director need not be a Director.

B. **Employees.** The Corporation may employ such persons from time to time as the Executive Director, if any, or Officers of the Corporation decide.

8. **Corporate Records.** The Corporation shall comply with Florida Statutes §617.1601 regarding corporate records, as follows, and shall allow inspection and copying by any Director or Officer at any reasonable time upon written demand for any proper purpose on behalf of the Corporation:

A. Keep as records minutes of all meetings of the Members of the Board of Directors and of committees of Directors, a record of all actions taken by the Members and by the Board of Directors without a meeting;

B. Maintain accurate accounting records;

C. Maintain records in written form or in another form capable of conversion into written form within a reasonable time;

D. Keep a copy of the following records: Articles of Incorporation or restated Articles of Incorporation and all amendments to them currently in effect, and Bylaws or restated Bylaws and all amendments to them currently in effect;

E. Keep a list of the names and addresses of current Directors and Officers; and

F. Keep the most recent annual report delivered to the Florida Department of State.

9. **Seal.** The Corporation shall have a corporate seal containing the words: "(Name of Nonprofit Corporation), CORPORATION NOT FOR PROFIT, CORPORATE SEAL 20____ FLORIDA".

10. **Policies.** The Board of Directors may, by resolutions adopted from time to time, adopt and amend such policies as the Board of Directors determines to be in the best interests of the

Corporation, including but not limited to policies regarding elections, investments, audits, insurance, etc.

11. **Procedural Rules.** The Board of Directors may, by resolutions adopted from time to time, adopt and amend such rules of procedure, including but not limited to Robert's Rules of Order, to govern meetings of the Members, Board of Directors and committees of the Corporation, in which case such rules shall govern to the extent that they are consistent with Florida law, the Articles of Incorporation and these Bylaws.

12. **Indemnification.** The Corporation shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Section 617.0831, as amended.

13. **Civil Liability Immunity.** It is intended that the Corporation be an organization the Officers and Directors of which are immune from civil liability to the extent provided under Florida Statutes Section 617.0834, as amended, and other similar laws.

14. **Amendment of Bylaws.** These Bylaws may be amended, altered or repealed by the Members at a meeting of the Members by a majority vote of all of the Members.

Document Form # 207 — Acknowledgment by Corporate Officers

**ACKNOWLEDGMENT BY CORPORATION OFFICERS
OF
(Name of Nonprofit Corporation)**

We, the Officers of the above Corporation, hereby certify and acknowledge that we are aware of and familiar with the Bylaws of the Corporation and hereby agree to and declare ourselves bound by the terms of the Bylaws.

Date: _____

(President), President

(Vice President), Vice President

(Secretary), Secretary

(Treasurer), Treasurer

(Other Officer A), (Other Title A)

(Other Officer B), (Other Title B)

(Other Officer C), (Other Title C)

(Other Officer D), (Other Title D)

Document Form # 208 — List of Current Officers and Directors

**LIST OF CURRENT OFFICERS AND DIRECTORS
OF
(Name of Nonprofit Corporation)**

BOARD OF DIRECTORS:

(Director A)
(Director B)
(Director C)
(Director D)
(Director E)
(Director F)

OFFICERS:

President	(President)
Vice President	(Vice President)
Secretary	(Secretary)
Treasurer	(Treasurer)
(Other Officer A's Title)	(Other Officer A)
(Other Officer B's Title)	(Other Officer B)
(Other Officer C's Title)	(Other Officer C)
(Other Officer D's Title)	(Other Officer D)

Document Form # 209— Bank Account Resolution and Signature Cards

BANK ACCOUNT RESOLUTION AND SIGNATURE CARDS

Attach copy of bank resolution and signature cards for Corporation here.

Document Form # 210 — IRS Employer Identification Number

IRS EMPLOYER IDENTIFICATION NUMBER

Attach copy of IRS Employer Identification Number for Corporation here.

Document Form # 211 — [Reserved]

Document Form # 212 — Membership Register

MEMBERSHIP REGISTER (Name of Nonprofit Corporation)

<u>Cert.#</u>	<u>Date</u>	<u>Member</u>	<u>Address</u>	<u>Status</u>
1		(Member A)	(Member A's Address)	
2		(Member B)	(Member B's Address)	
3		(Member C)	(Member C's Address)	
4		(Member D)	(Member D's Address)	
5		(Member E)	(Member E's Address)	
6		(Member F)	(Member F's Address)	

Document Form # 213 — [Reserved]

Document Form # 214 — Specimen Form of Membership Certificate

SPECIMEN

MEMBERSHIP CERTIFICATE

(Name of Nonprofit Corporation)
Incorporated as a Nonprofit Corporation
Under the Laws of
THE STATE OF FLORIDA

Member: _____
Certificate Number: _____

THIS CERTIFIES that _____ is a Member of (Name of Nonprofit Corporation), a Florida nonprofit corporation, and is entitled to such rights as are provided in the Florida Not for Profit Corporation Act, the Articles of Incorporation, and the Bylaws, all as amended from time to time. This certificate is for identification purposes only and has no intrinsic value.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by its duly authorized officers and its corporate seal to be affixed on this ____ day of _____, 20____.

(President),
as President

(Secretary),
as Secretary

(Corporate Seal)

Document Form # 215 — Letter to Client After Incorporation

[Law firm letterhead]

Date: _____

(Correspondent Name)
(Correspondent Address)

RE: Operation of (Name of Nonprofit Corporation)

Dear (Correspondent Name):

The purpose of this letter is to set forth several important matters regarding operation of the corporation. We have probably already discussed them before, but they are important enough to put into writing. If you want to discuss any of these items further, please let me know.

Annual Meetings. Meetings of Members should be held at least annually. This is the meeting at which the Members elect Directors, receive financial reports and consider other matters. The Board of Directors then holds its Annual Meeting immediately afterwards to elect Officers and discuss other management matters of the corporation.

Annual Reports. Florida law requires that corporations file Annual Reports with the Secretary of State in order to provide current information as to the names and addresses of the Directors and Officers of the corporation. (The names and addresses of the Members of the corporation are not part of the Report). The Report is due between January 1 and May 1 of each year and must be accompanied by a fee. If the Annual Report is not filed, the State will involuntarily dissolve the corporation. Although the Corporation may be reinstated, such dissolution could have disastrous consequences in the meantime and could result in personal liability to the Members for the corporation's debts and liabilities. Therefore, it is most important that you timely file this Annual Report every year even if the State fails to send you a reminder.

Special Meetings; Quarterly Corporation Action Reports. The Board of Directors have the legal duty to manage the business and affairs of the corporation. Therefore, most of the business of the corporation will be conducted by the Board of Directors. The Directors have no right to act individually, only as a Board. For this reason, it is important to keep accurate and complete Minutes of the Board of Directors. It might not be convenient to meet with your attorney to prepare minutes whenever the Board takes action, but it is usually better for an attorney to prepare the Minutes to be sure that they are as complete and thorough as possible.

Therefore, we use a process of Quarterly Corporation Action Reports to keep us informed as to corporate activities that may need minutes. We can prepare Special Meeting Minutes and other required documents from these reports, often without a conference with you. (We may need

additional information by telephone). This provides an efficient method to keep the Minute Book current in case the corporation is audited by the Internal Revenue Service or others.

Attached to this letter is the initial Quarterly Corporation Action Report. Please note on the form the date and action taken whenever the corporation or its Directors or Officers do something listed on the Report or something that perhaps should be in the Minutes. We will send you another blank Report form at the beginning of the next quarter, which will be your reminder to finish the enclosed Report and send it to us. We will prepare any Minutes or other documents required and send them to you for signing.

Signing for Corporation. The Officers of the corporation are agents of the corporation and are the proper persons to sign contracts, checks, letters and other documents on behalf of the corporation. Whenever an Officer signs for the corporation, the Officer should be sure that the document states (a) the name of the corporation, (b) the title of the Officer and (c) that the Officer is signing on behalf of the corporation and not individually. Otherwise, the Officer may be personally liable. For example:

(Name of Nonprofit Corporation),
a Florida nonprofit corporation

By: _____
(President),
as its President

Tax Exemption Applications, Employer Tax ID Number, Accounting, and Tax Matters. I will not apply for Florida or federal tax-exempt status for the corporation or handle any of the tax matters for the corporation. I understand that you will do this with the assistance of your accountant, who will also assist you in obtaining an employer tax ID number, preparing tax returns, and setting up and maintaining financial books and records.

Reimbursement of Expenses. From time to time you may find it necessary to purchase items on behalf of the corporation and to seek reimbursement from the corporation. Such items might include supplies and other ordinary and necessary expenses of the corporation. You should always provide documentation to support the corporation's reimbursement to you of those expenses. In order to do this as simply as possible, you may find the attached form "Employee's Request for Reimbursement from Corporation" helpful. The completed forms should be kept with the corporation's usual records of paid invoices.

Corporate Records. You should comply with Florida Statutes §617.1601 regarding corporate records, as follows:

-Keep as records minutes of all meetings of the members and of the board of directors, a record of all actions taken by the members and of the board of directors without a meeting, and a record

of all actions taken by a committee of the board of directors in place of the board of directors on behalf of the corporation.

-Maintain accurate accounting records.

-Maintain records in written form or in another form capable of conversion into written form within a reasonable time.

-Keep a copy of the following records: articles of incorporation or restated articles of incorporation and all amendments to them currently in effect, bylaws or restated bylaws and all amendments to them currently in effect.

-Keep a list of the names and addresses of current directors and officers.

-Keep a copy of the most recent annual report delivered to the Florida Department of State.

Charitable Solicitation Registrations. I will not register the corporation with any state or local government agency to solicit charitable contributions. You should do this before making any solicitations. I can assist you if you decide that you need assistance. Both the State of Florida and _____ County require compliance with various regulations. Please note that each jurisdiction (city, county, state) in the U.S. has a different set of rules regarding charitable solicitations. You must comply with every one of those rules to the extent that you are soliciting contributions in their jurisdiction.

Whistleblower Protection Policy and Document Destruction and Retention Policy. The Sarbanes-Oxley Act requires that nonprofit corporations have policies on these subjects. The ones I prepared are simple policies. You can have more detailed policies, if you so desire.

Management of Institutional Funds. F.S. § 617.2104 (Florida Uniform Prudent Management of Institutional Funds Act) regulates the manner of investing funds held for charitable purposes and sets standards of conduct. You should discuss this law with your accountant and investment advisor to be sure that the corporation complies with it.

I hope this letter will assist you in operating the corporation. If you have any other questions, please do not hesitate to ask.

Very truly yours,

(Attorney)

cc: (Persons to Receive Copies)

Enclosure

Document Form # 216 — [Reserved]

Document Form # 217 — Bill for Incorporation

[Law firm letterhead]

Date: _____

(Correspondent Name)
(Correspondent Address)

FOR LEGAL ADVICE AND PREPARATION OF DOCUMENTS IN FORMATION OF NONPROFIT CORPORATION:

Meet with clients and discuss formation of nonprofit corporation; Obtain information necessary to prepare Articles of Incorporation.

***Insert Option 1 here:**

Prepare Articles of Incorporation, cover letter to Secretary of State, application for IRS employer identification number and order for corporation book, membership certificates and seal.
Have client sign Articles of Incorporation and application for employer number.
Send Articles to Secretary of State for filing.
Send copy of filed Articles to client with letter to open bank account; send application for tax number to IRS and order for corporate kit to supplier.
Hold Organizational Meeting of Directors and obtain all information necessary to prepare documents, including Officers, banks, loans, licenses, insurance, leases and other matters.
Prepare detailed Organizational Meeting Minutes, Bylaws, Membership Register, and Membership Certificates; Set up Minute Book and Documents Book; Organize all corporate documents.

***Insert Options 2 - 14 here:**

Meet with clients and review and sign all documents in Minutes and Documents Books; Discuss operation of Corporation and review letter to client regarding Annual Meetings, Annual Reports, Special Meetings, Quarterly Activity Reports and signing contracts in the corporate name.
Make copy of Minutes and Documents Book for client.

Fee for Legal Services:	\$ _____
Costs Advanced:	
Secretary of State filing fee:	\$ _____
Corporation book, certificates and seal:	\$ _____
Copies:	\$ _____
Postage:	\$ _____
Total Costs:	\$ _____

Total Due: \$ _____

Optional Clauses

***Option 1**

Prepare Application to Reserve Corporate Name and file with Secretary of State.

***Option 2**

Prepare Assignment of Rights to Corporation by Incorporators.

***Option 3**

Prepare Promissory Note from Corporation to document loan to Corporation.

***Option 4**

Read IRS Form 1023 application for tax exempt status.

***Option 5**

Prepare Notice of Fictitious Name and send to newspaper for publication; Prepare Application for Registration of Fictitious Name, have Corporation sign it, and file with Florida Division of Corporations.

***Option 6**

Prepare Lease Agreement for Realty with detailed provisions for description of property, term, rent, insurance, etc.

***Option 7**

Prepare Assignment of Lease of Realty to assign lease to Corporation.

***Option 8**

Prepare Lease Agreement for Personalty with detailed provisions for description of property, term, rent, insurance, etc.

***Option 9**

Prepare Lease Agreement for Motor Vehicles with detailed provisions for description of property, term, rent, insurance, etc.

***Option 10**

Prepare Pledge Agreement.

***Option 11**

Prepare Employment Agreement with provisions for duties, compensation, expenses and other matters.

Document Form # 218 — Employee's Request for Reimbursement from Corporation

EMPLOYEE'S REQUEST FOR REIMBURSEMENT FROM CORPORATION

Date: _____

Employee's Name: _____

Reimbursement For: _____
(Chart of Accounts Category)

Total Reimbursement Requested: \$ _____

Items Expended:
(Attach sales slips)

<u>Date</u>	<u>To Whom Paid</u>	<u>For</u>	<u>Amount</u>
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2. Optional Documents

Document Form # 250 — Whistleblower Protection Policy

WHISTLEBLOWER PROTECTION POLICY OF (Name of Nonprofit Corporation)

Adopted by the Board of Directors on _____

Scope. This policy applies to all matters for which the Sarbanes-Oxley Act requires the Corporation to have a whistleblower protection policy.

Statement. No employee of the Corporation may be discharged, demoted, suspended, threatened, harassed or discriminated against in terms and conditions of employment by any officer, employee, contractor, subcontractor or agent of the Corporation because of any lawful act done by the employee to provide information, cause information to be provided, or otherwise assist in an investigation regarding any conduct that the employee reasonably believes constitutes a violation of federal law when the information or assistance is provided to or the investigation is conducted by a federal regulatory or law enforcement agency, any member or committee of Congress, or a person with supervisory authority over the employee (or such other person working for the Corporation who has authority to investigate, discover or terminate misconduct).

Report. An employee may make a report by informing the Corporation's President, or if the report relates to the President, by informing the Corporation's Secretary or Treasurer. At the time of adoption of this policy, those persons are:

President: (President)
Secretary: (Secretary)
Treasurer: (Treasurer)

Document Form # 251 — Document Destruction and Retention Policy

DOCUMENT DESTRUCTION AND RETENTION POLICY OF (Name of Nonprofit Corporation)

Adopted by the Board of Directors on _____

Scope. This policy applies to all matters for which the Sarbanes-Oxley Act requires the Corporation to have a document destruction and retention policy.

Destruction. It is the policy of the Corporation that it shall not knowingly alter, destroy, mutilate, conceal, cover up, falsify or make a false entry in any record, document, or tangible object with the intent to impede, obstruct or influence the investigation or proper administration of any matter within the jurisdiction of any department or agency of the United States or with the intent to impair the object's integrity or availability for use by such department or agency in an official proceeding.

Retention. It is the policy of the Corporation that it shall retain relevant records, such as work papers, documents that form the basis of an audit or review, memoranda, correspondence, communications, other documents, and records (including but not limited to electronic records) which are created, sent, or received in connection with an audit or review and contain conclusions, opinions, analyses, or financial data relating to such an audit or review, which is conducted by any accountant who conducts an audit of the Corporation.

Retention Period. The period of retention varies with the type of document. The Corporation's President shall establish retention periods for documents from time to time.

Litigation. It is the intent of the Corporation to fully comply with all applicable state and federal statutes and rules concerning evidence in order to avoid spoliation thereof. Therefore, the retention period shall be extended as to all records, documents and other evidence (including but not limited to electronic evidence) that are relevant or could lead to the discovery of relevant evidence (or that are otherwise protected by applicable statute or rule) in any state, federal or other lawsuit or proceeding which is known to Corporation and in which the Corporation is or could reasonably become a party. Such retention period shall be extended until final judgment, settlement or other resolution has been obtained and all appeal periods have expired.

Document Form # 253 — Promissory Note From Corporation

PROMISSORY NOTE FROM CORPORATION

Date of Note: _____
Place Issued: (Registered Office)
Principal: (Lender A's Principal)
Maturity Date: (Principal Due on Loans)
Interest Rate: (Interest on Loans) per cent per annum
Interest Payable: (Interest Payable on Loans)
Payee: (Lender A)

FOR VALUE RECEIVED, the undersigned corporation hereby promises to pay to the order of the above-named Payee the Principal sum shown above together with interest at the rate shown above from the date hereof until paid in full. Principal and interest shall be payable as shown above. If any payment of principal or interest is not paid when due, then the entire unpaid principal and interest on this note may be declared immediately due and payable at the option of the holder of this note, without notice to the undersigned. The undersigned agrees to pay all costs of collection, including reasonable attorneys fees. The undersigned waives presentment, demand, protest, notice of dishonor and notice of protest.

(Name of Nonprofit Corporation), a Florida corporation

By: _____
Title: _____

(Corporate Seal)

Document Form # 254 — IRS Form 1023 Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code

The following are useful links to Internal Revenue Service website pages for nonprofit corporations:

IRS Publication 557 Tax-Exempt Status for Your Organization: <https://www.irs.gov/pub/irs-pdf/p557.pdf>

IRS Form 1023: <https://www.irs.gov/pub/irs-pdf/f1023.pdf>

Instructions for IRS Form 1023: <https://www.irs.gov/pub/irs-pdf/i1023.pdf>

IRS Form 1023-EZ: <https://www.irs.gov/pub/irs-pdf/f1023ez.pdf>

Instructions for IRS Form 1023-EZ: <https://www.irs.gov/pub/irs-pdf/i1023ez.pdf>

Overview of Form 1023 e-filing: <https://www.stayexempt.irs.gov/home/starting-out/overview-form-1023-e-filing-0>

Overview of IRS Form 1023 PDF: <https://www.irs.gov/pub/irs-pdf/p5406.pdf>

ABC's for Exempt Organizations: <https://www.irs.gov/charities-non-profits/abcs-for-exempt-organizations>

Exempt Organizations Update: <https://www.irs.gov/charities-non-profits/current-edition-of-exempt-organizations-update#not202156>

Governance and Related Topics: https://www.irs.gov/pub/irs-tege/governance_practices.pdf#page2

Life Cycle of a Public Charity: <https://www.irs.gov/charities-non-profits/charitable-organizations/life-cycle-of-a-public-charity>

Life Cycle of a Public Charity - Sample Organizing Documents: <https://www.irs.gov/charities-non-profits/charitable-organizations/life-cycle-of-a-public-charity-sample-organizing-documents-draft-a-charter>

Pay.gov - Streamlined Application for Recognition of Exemption Under Section 501(c)(3): <https://www.pay.gov/public/form/start/62759871>

IRS Publication 4220 Applying for 501(c)(3) Tax-Exempt Status: <https://www.irs.gov/pub/irs-pdf/p4220.pdf>

Stay Tax-Exempt: <https://www.stayexempt.irs.gov>

Tax-Exempt Organization Search: <https://www.irs.gov/charities-non-profits/tax-exempt-organization-search>

Exempt Organizations Database Search: <https://apps.irs.gov/app/eos/>

**Document Form # 255 — Florida Solicitation of Contributions Registration
Application**

This form can be downloaded from the Florida Division of Consumer Services website here:
<https://forms.fdacs.gov/10100.pdf>

Information regarding this form is available here: [https://www.fdacs.gov/Business-Services/
Solicitation-of-Contributions](https://www.fdacs.gov/Business-Services/Solicitation-of-Contributions)

Document Form # 256 — Notice of Fictitious Name

NOTICE OF INTENTION TO ENGAGE IN BUSINESS UNDER A FICTITIOUS NAME

NOTICE IS HEREBY GIVEN that (Name of Nonprofit Corporation), a Florida nonprofit corporation, whose Florida Document Number is _____, whose federal employer identification number is _____, and whose address is (Address of Fictitious Name), intends to engage in business under the fictitious name of "(Fictitious Name)" with a mailing address of (Address of Fictitious Name), and intends to register that name with the Florida Department of State Division of Corporations pursuant to Section 865.09, Florida Statutes.

**Document Form # 257 — Letter to Newspaper to Publish Fictitious Name
Notice**

[Law firm letterhead]

Date: _____

(Newspaper for Fictitious Name)
(Address of Newspaper for Fictitious Name)

RE: Fictitious Name Publication for "(Fictitious Name)"

To Whom It May Concern:

Enclosed is a Notice of Intention to Engage in Business Under Fictitious Name which we would appreciate your publishing in your newspaper one time.

Please send your proof of publication and statement to this office.

Thank you for your assistance. If you have any questions, please call.

Very truly yours,

(Legal Assistant), Legal Assistant

Enclosure

Document Form # 258 — Application for Registration of Fictitious Name

This form can be downloaded from the Florida Division of Corporations website here: <https://dos.myflorida.com/sunbiz/forms/fictitious-name/>

**Document Form # 259 — Letter to Florida Division of Corporations to File
Application for Registration of Fictitious Name**

[Law firm letterhead]

Date: _____

Fictitious Name Registration
PO Box 6327
Tallahassee, FL 32314-1300

RE: Fictitious Name Registration "(Fictitious Name)"

To Whom It May Concern:

Enclosed is the Application for Registration of Fictitious Name "(Fictitious Name)".

Also enclosed is the filing fee.

Thank you for your assistance. If you have any questions, please call.

Very truly yours,

(Legal Assistant), Legal Assistant

Enclosure

Document Form # 260 — Lease Agreement for Realty

LEASE AGREEMENT FOR REALTY

LEASE AGREEMENT made as of the ____ day of _____, 20____, between (Lessor of Realty), of (Address of Realty Lessor), hereinafter called "Lessor", and (Name of Nonprofit Corporation), a Florida nonprofit corporation, hereinafter called "Lessee".

In consideration of their mutual promises made herein, Lessor and Lessee hereby agree as follows:

1. **Lease.** Lessor leases to Lessee, and Lessee leases from Lessor, the real property, building and other improvements, all of which are hereinafter called the "premises", located at (Address of Leased Realty), (County of Leased Realty) County, Florida, and as more particularly described on Schedule "A" attached hereto and incorporated herein by reference.
2. **Term.** The term of this lease is (Term of Realty Leased), beginning (Date Realty Lease Starts) and continuing thereafter from month to month in accordance with Paragraph 23 hereof.
3. **Rent.** The monthly rent under this lease is (Monthly Rent for Realty) Dollars, plus sales tax. Lessee agrees to pay Lessor such amount beginning on (Date First Rent for Realty Due) and payable on the first day of each month thereafter during the term of the lease.
4. **Use of Premises, Generally.** The premises are leased to be used as (Authorized Use for Leased Realty). Lessee agrees to restrict their use to such purposes, and not to use, or permit the use of, the premises for any other purpose without first obtaining the consent of Lessor or of Lessor's authorized agent.
5. **Fire Insurance.** Lessee shall provide and pay for fire and extended coverage insurance covering the premises.
6. **No Waste, Nuisance, or Unlawful Use.** Lessee shall not commit, or allow to be committed, any waste on the premises, create or allow any nuisance to exist on the premises, or use or allow the premises to be used for any unlawful purpose.
7. **Payment of Utilities.** Lessee shall pay for all utilities furnished the premises for the term of this lease, including but not limited to electricity, gas, water and telephone service.
8. **Repairs and Maintenance.** Lessee, at its expense, shall maintain and keep the premises, including without limitation roof, windows, doors, adjacent sidewalks, exterior walls, interior walls and landscaping in good repair.

9. **Delivery, Acceptance and Surrender of Premises.** Lessee agrees to accept the premises upon taking possession as being in a state of good repair and in sanitary condition and shall surrender the premises to Lessor at the end of the lease term, if the lease is not renewed, in the same condition as when it took possession, allowing for reasonable use and wear.

10. **Partial Destruction of Premises.** Partial destruction of the leased premises shall not render this lease void or voidable or terminate it except as herein provided. If the premises are partially destroyed during the term of this lease, Lessee shall repair them if such repairs can be made in conformity with local, state and federal laws and regulations within thirty (30) days of the partial destruction. Rent for the premises will be reduced proportionately to the extent to which the repair operations interfere with the normal conduct of Lessee's business on the premises. If the repairs cannot be so made within the time permitted, Lessee has the option to make them within a reasonable time and continue this lease in effect with proportionate rent rebate to Lessee as provided for herein. If the repairs cannot be so made within thirty (30) days, and if Lessee does not elect to make them within a reasonable time, either party hereto has the option to terminate this lease. If the building in which the leased premises are located is more than one-third destroyed, Lessee may at its option terminate the lease whether the premises are damaged or not.

11. **Lessor's Entry for Inspection and Maintenance.** Lessor reserves the right to enter the premises at reasonable times to inspect them, to perform required maintenance and repair, or to make additions or alterations to any part of the building in which the premises leased are located, and Lessee agrees to permit Lessor to do so. Lessor may, in connection with such alterations, additions, or repairs, erect scaffolding, fences, and similar structures, post relevant notices, and place moveable equipment without any obligation to reduce Lessee's rent for the premises during such period and without incurring liability to Lessee for disturbance of quiet enjoyment of the premises or loss of occupation thereof.

12. **Lessee to Carry Liability Insurance.** Lessee shall procure and maintain in force during the term of this lease and any extension thereof, at its expense, public liability insurance in companies and through brokers approved by Lessor, adequate to protect against liability for damage claims through public use of or arising out of accidents occurring in or around the leased premises, in an amount agreed upon by Lessor and Lessee. Such insurance policies shall provide coverage for Lessor's contingent liability on such claims or losses. Lessee agrees that if such insurance policies are not kept in force during the entire term of this lease and any extension thereof, Lessor may procure the necessary insurance and pay the premium therefor, and that such premium shall be repaid to Lessor as an additional rent installment for the month following the date on which such premiums are paid.

13. **Lessee's Assignment.** Lessee agrees not to assign or sublease the leased premises, any part thereof, or any right or privilege connected therewith, or to allow any other person, except Lessee's agents and employees, to occupy the premises or any part thereof without first obtaining Lessor's consent. Lessor expressly covenants that such consent shall not be unreasonably or

arbitrarily refused. One consent by Lessor shall not be a consent to a subsequent assignment, sublease, or occupation by other persons. Lessee's unauthorized assignment, sublease, or license to occupy shall be void, and shall terminate the lease at Lessor's option. Lessee's interest in this lease is not assignable by operation of law without Lessor's written consent.

14. **Breach of Lease.** Each of the following shall constitute a breach of this lease: (a) any failure to pay when due any rent or other payment due under this lease; (b) any failure to perform or observe any term or agreement herein; (c) any of Lessee's property is seized or levied upon under any legal or governmental process against Lessee or against Lessee's property; (d) Lessee becomes insolvent or is the subject of an insolvency proceeding or has any property placed in the control of a custodian; or (e) Lessee fails to maintain its corporate existence in good standing.

15. **Lessor's Remedies on Lessee's Breach.** If Lessee breaches this lease, Lessor shall have the following remedies in addition to its other rights and remedies in such event:

A. **Re-entry.** Lessor may re-enter the premises immediately and remove all of Lessee's personnel and property therefrom. Lessor may store the property in a public warehouse or at another place of its choosing at Lessee's expense or to Lessee's account.

B. **Termination.** After re-entry, Lessor may terminate the lease by giving fifteen (15) days' written notice of such termination to Lessee. Re-entry only, without notice of termination, will not terminate the lease.

C. **Reletting Premises.** After re-entering, Lessor may relet the premises or any part thereof, for any term, without terminating the lease at such rent and on such terms as it may choose.

16. **Taxes and Assessments.** Lessee shall pay all state, city and county taxes that may be assessed on the premises and improvements during the entire term hereby created. Lessee also agrees to pay all assessments that may arise out of the improvements on the premises or of the streets or sidewalks surrounding it.

17. **Net Lease.** This lease is a net lease, and the net rents, additional rents, and all other sums payable under this lease to Lessor shall be paid without notice or demand and without setoff, counterclaim, abatement, reduction or defense.

18. **Attorneys Fees.** If Lessor files an action to enforce any covenant of this lease, or for breach of any covenant herein, Lessee agrees to pay Lessor reasonable attorneys fees for the services of Lessor's attorneys in the action, such fees to be fixed by the court.

19. **Effect of Lessor's Waiver.** Lessor's waiver of breach of one covenant or condition of this lease is not a waiver of breach of others or of a subsequent breach of the one waived.

20. **Lease Applicable to Successors.** This lease and the covenants and conditions hereof apply to and are binding on the heirs, successors, and legal representatives of the parties.

21. **Time of Essence.** Time is of the essence of this lease.

22. **Effect of Eminent Domain Proceedings.** Eminent domain proceedings resulting in the condemnation of a part of the premises leased herein that leave the rest usable by Lessee for purposes of the business for which the premises are leased will not terminate this lease unless Lessor, at its option, terminates it by giving written notice of termination to Lessee. The effect of such condemnation, should such option not be exercised, will be to terminate the lease as to the portion of the premises condemned, and leave it in effect as to the remainder of the premises. Lessee's rental for the remainder of the lease shall in such case be reduced by the amount that the usefulness of the premises to it for such business purposes is reduced. All compensation awarded in any eminent domain proceedings as a result of such condemnation shall be Lessor's.

23. **Automatic Renewal.** This lease shall automatically renew from month to month after the initial term unless either party gives written notice to the other party at least thirty (30) days before the expiration of any monthly term of its intention that the lease not renew.

24. **Amendment.** This lease may be amended by mutual agreement of the parties. It is anticipated that the rent hereunder shall be adjusted at the end of the initial term and subsequent monthly renewal terms by amendments to this lease.

25. **Statutory Notice.** To the extent there are any buildings or improvements situate thereon, Florida Statutes require the following statement: "RADON GAS: Radon is a naturally occurring radioactive gas that, when it has accumulated in a building in sufficient quantities, may present health risks to persons who are exposed to it over time. Levels of radon that exceed Federal and State guidelines have been found in buildings in Florida. Additional information regarding radon and radon testing may be obtained from your County Public Health Unit."

IN WITNESS WHEREOF, the parties have set their hands and seals as of the day and year first above written.

_____	Lessor: (Lessor of Realty)
Witness as to Lessor	By: _____
	Title: _____
_____	Lessee: (Name of Nonprofit Corporation)
Witness as to Lessor	By: _____
_____	Title: _____
Witness as to Lessee	

Witness as to Lessee	

SCHEDULE "A" TO LEASE AGREEMENT OF REALTY

Legal Description of Realty Leased:

Document Form # 261 — Assignment of Lease

ASSIGNMENT OF LEASE

AGREEMENT made as of the ____ day of _____, 20____, between (Lessee of Realty Presently Leased), hereinafter called "Lessee", and (Name of Nonprofit Corporation), a Florida nonprofit corporation, hereinafter called "Assignee".

WHEREAS, Lessee entered into a lease with (Lessor of Realty Presently Leased), hereinafter called "Lessor", dated (Date of Present Realty Lease) for certain premises located at (Address of Realty Presently Leased), hereinafter called the "Lease"; and

WHEREAS, Lessee and Assignee desire that the Lease be assigned to Assignee with the consent of the Lessor;

NOW, THEREFORE, in consideration of the sum of \$10.00 and other good and valuable consideration, receipt of which is hereby acknowledged by Lessee, Lessee hereby assigns, transfers and delivers to Assignee all of Lessee's right, title and interest in and to the Lease described above. The Assignee hereby accepts the assignment, assumes the Lessee's obligations under the Lease, and agrees that the Lease is binding on Assignee as if Assignee had signed the Lease as the lessee. Any security or other deposits paid by Lessee shall inure to the benefit of Assignee.

IN WITNESS WHEREOF, the parties hereto have executed this Assignment as of the day and year first above written.

Witness as to Assignee
Assignee: (Name of Nonprofit Corporation)
By: _____
Title: _____

Witness as to Assignee

Witness as to Lessee
Lessee: (Lessee of Realty Presently Leased)
By: _____
Title: _____

Witness as to Lessee

CONSENT OF LESSOR

The Lessor hereby consents to the foregoing Assignment of Lease.

***OPTIONAL PARAGRAPH -- use only if present Lessee is to be released*:**

The Lessor agrees that the Lessee is fully released from all obligations under the Lease and that the Assignee is now solely liable under the Lease.

Date: _____

Lessor: (Lessor of Realty Presently Leased)

By: _____

Witness as to Lessor

Title: _____

Witness as to Lessor

Document Form # 262 — Lease Agreement for Personalty

LEASE AGREEMENT FOR PERSONALTY

LEASE AGREEMENT made as of the _____ day of _____, 20____, between (Lessor of Personalty), hereinafter called "Lessor", and (Name of Nonprofit Corporation), a Florida nonprofit corporation, hereinafter called "Lessee".

In consideration of their mutual promises made herein, Lessor hereby leases to Lessee and Lessee hires from Lessor the personal property described on the attached Schedule "A", herein referred to as the "personalty", on the following terms and conditions:

1. **Rental.** Lessee shall pay Lessor rent for the personalty in the amount per month set forth on Schedule "A", in advance on the first day of each month during the term hereof. Lessor may direct Lessee to make payment directly to someone other than Lessor.
2. **Use of Personalty.** Lessee agrees that it will not use or permit the use of the personalty in a negligent or improper manner or in violation of any law or so as to void any insurance covering the same, or permit the personalty to become subject to any lien, charge, or encumbrance, unless approved by Lessor.
3. **Maintenance and Repairs.** Unless otherwise agreed in writing by the parties, all service, materials, and repairs in connection with the use and operation of the personalty during the lease term hereof are at Lessee's expense. Lessor shall not be liable for repairs, nor shall any such repairs be charged to Lessor.
4. **Insurance.** Lessee shall obtain and pay for fire, extended coverage and liability insurance on the personalty satisfactory to Lessor and insuring Lessor's interest as well as Lessee's. In the event Lessee shall fail to provide or pay for such insurance, Lessor at its option may pay for such insurance and add the amount paid to the next monthly rental payment due from Lessee. Lessee shall promptly notify Lessor of any accident, loss or incident that may result in an insurance claim.
5. **Taxes and Charges.** Lessee agrees to pay all taxes, licenses, charges and fees which may be imposed with respect to the personalty as the result of Lessee's use or intended use of the personalty.
6. **Risk of Loss and Damage.** Lessee shall bear all risks of damage or loss of the personalty or any portions thereof not covered by insurance. All replacements, repairs, or substitution of parts or equipment shall be at the cost and expense of Lessee and shall be accessions to the personalty owned by the Lessor. Lessee shall at all times and at its expense keep the personalty in good working order, condition, and repair, reasonable wear and tear

excepted. The rent on the personalty shall not be prorated or abated while it is being serviced or repaired.

7. **Indemnity of Lessor.** Lessee agrees to indemnify Lessor against all claims, losses, causes of action and expenses, including legal expenses, arising from the use, maintenance or operation of the personalty.

8. **Termination of Lease.** This lease will terminate upon thirty days' notice by either party to the other party.

9. **Termination by Default.** Time is of the essence of this agreement. Lessor may, at its option, by written notice to Lessee declare this lease in default on the happening of any of the following: a) any failure to pay when due any rent or other payment due under this lease; (b) any failure to perform or observe any term or agreement herein; (c) any of Lessee's property is seized or levied upon under any legal or other governmental process against Lessee or against Lessee's property; (d) Lessee becomes insolvent or is the subject of an insolvency proceeding or has any property placed in the control of a custodian; or (e) Lessee fails to maintain its corporate existence in good standing. Upon declaration by Lessor that the lease is in default, the personalty shall be surrendered and delivered to Lessor, and Lessor may take possession of the personalty wherever it may be found, with or without process of law, and for that purpose may enter on the premises of Lessee. Upon default, Lessee and Lessee's successors in interest, whether by operation of law or otherwise, shall have no right, title or interest in the personalty, or the possession or use thereof, and Lessor shall retain all rents and other sums paid by Lessee hereunder. Lessee shall pay reasonable attorneys fees incurred by Lessor.

10. **Return of Personalty.** Upon expiration of the lease term, or earlier termination of the lease as herein provided, Lessee shall return to Lessor the personalty in the same condition as when received, less reasonable wear and tear.

11. **Assignment.** Lessee agrees not to assign, transfer, sublet, pledge, or encumber any of its rights under this lease, or the lease itself. Lessee hereby consents to and authorizes Lessor's assignment of all rentals, charges, and other amounts payable by Lessee to Lessor, or to become payable hereunder. If Lessor so assigns the sums agreed to be paid by Lessee hereunder, the rights of assignee to receive the same shall be free from all defenses, setoffs, and counterclaims of every kind that Lessee may be entitled to assert against Lessor, but Lessee may separately assert such claims against Lessor. Notwithstanding such assignment, assignee shall not assume any of the obligations of Lessor. This lease and the rights and interests of Lessee hereunder are subordinate to any security agreement executed by Lessor covering the personalty.

12. **Waiver.** Failure of Lessor in any one or more instances to insist on the performance of any of the terms of this lease or to exercise any right or privilege conferred herein, or the waiver of any breach of any term of this lease, shall not be construed as a waiver of any subsequent breach.

13. **Limitation of Warranties.** There are no warranties, expressed or implied, by Lessor to Lessee, and Lessor shall not be liable for any loss or damage to Lessee, nor to anyone else, of any kind and however caused, whether by any of the personalty itself or by the repair, maintenance, or parts thereof, or by any failure thereof, or by interruption of service or use of any of the personalty.

14. **Construction of Instrument.** This agreement is one of leasing only and Lessee does not acquire hereby any right, title or ownership interest in the personalty leased hereunder other than the right of possession of a lessee.

15. **Choice of Law.** This lease shall be governed by and construed under the laws of the State of Florida.

IN WITNESS WHEREOF, the parties hereto have signed this Lease Agreement as of the day and year first above written.

Witness as to Lessor

Lessor: (Lessor of Personalty)
By: _____
Title: _____

Witness as to Lessor

Witness as to Lessee

Lessee: (Name of Nonprofit Corporation)
By: _____
Title: _____

Witness as to Lessee

SCHEDULE "A" TO LEASE AGREEMENT OF PERSONALTY

Description of Each Item of Personalty _____ Monthly Rent

Document Form # 263 — Lease Agreement for Motor Vehicles

LEASE AGREEMENT FOR MOTOR VEHICLES

LEASE AGREEMENT made as of the _____ day of _____, 20____, between (Lessor of Motor Vehicles), hereinafter called "Lessor", and (Name of Nonprofit Corporation), a Florida nonprofit corporation, hereinafter called "Lessee".

In consideration of their mutual promises made herein, Lessor hereby leases to Lessee and Lessee hires from Lessor the motor vehicles described on the attached Schedule "A", herein referred to as the "vehicles", on the following terms and conditions:

- Rental.** Lessee shall pay as rent for the vehicles the amounts per month set forth on Schedule "A", in advance on the first day of each month during the term hereof. Lessor may direct Lessee to make payment directly to someone other than Lessor.
- Use of Vehicles.** Lessee agrees that it will not use or permit the use of the vehicles leased hereunder in a negligent or improper manner or in violation of any law, or so as to void any insurance covering the same, or permit the vehicle to become subject to any lien, charge, or encumbrance, unless approved by Lessor.
- Licensing and Registration.** The vehicles subject to this lease shall have license plates and titles registered in the name of Lessor, unless otherwise required by law. The annual registration or license fees shall be paid by Lessee. Unless otherwise specified, Lessor shall, where required, register the vehicles in conformance with the laws of the State of Florida. Local registration or registration in other states shall also be at the expense of Lessee.
- Maintenance and Repairs.** Unless otherwise agreed in writing by the parties, all service, materials, and repairs in connection with the use and operation of the vehicles during the lease term hereof including but not limited to gasoline, oil, batteries, repairs, maintenance, tires, tubes, and towing necessary for their proper use and operation are at Lessee's expense. Lessee agrees that the oil in the crankcase shall at all times be kept at proper level and shall be completely changed and the vehicle lubricated at intervals recommended in the manual provided by the manufacturer of the vehicles. Lessor shall not be liable for repairs, nor shall any such repairs be charged to Lessor.
- Insurance.** Lessee shall obtain and pay for fire, extended coverage and liability insurance on the vehicles satisfactory to Lessor and insuring Lessor's interest as well as Lessee's. In the event Lessee shall fail to provide or pay for such insurance, Lessor at its option may pay for such insurance and add the amount paid to the next monthly rental payment due from Lessee. Lessee shall promptly notify Lessor of any accident, loss or incident that may result in an insurance claim.

6. **Taxes and Charges.** Lessee agrees to pay all storage charges, parking charges and fines. Lessee will pay any fees including vehicle registration and inspection fees and taxes which may be imposed with respect to said vehicles as the result of Lessee's use or intended use of the vehicles.

7. **Risk of Loss and Damage.** Lessee shall bear all risks of damage or loss of the vehicles or any portion thereof not covered by insurance. All replacements, repairs, or substitution of parts or equipment shall be at the cost and expense of Lessee and shall be accessions to the vehicles owned by the Lessor. Lessee shall at all times and at its expense keep the vehicles in good working order, condition, and repair, reasonable wear and tear excepted. The rent on the vehicles shall not be prorated or abated while they are being serviced or repaired.

8. **Indemnity of Lessor.** Lessee agrees to indemnify Lessor against all claims, losses, causes of action, and expenses, including legal expenses, arising from the use, maintenance or operation of the vehicles.

9. **Termination of Lease.** This lease will terminate upon thirty days' notice by either party to the other party.

10. **Termination by Default.** Time is of the essence of this agreement. Lessor may, at its option, by written notice to Lessee declare this lease in default on the happening of any of the following: a) any failure to pay when due any rent or other payment due under this lease; (b) any failure to perform or observe any term or agreement herein; (c) any of Lessee's property is seized or levied upon under any legal or other governmental process against Lessee or against Lessee's property; (d) Lessee becomes insolvent or is the subject of an insolvency proceeding or has any property placed in the control of a custodian; or (e) Lessee fails to maintain its corporate existence in good standing. Upon declaration by Lessor that the lease is in default, the vehicles shall be surrendered and delivered to Lessor, and Lessor may take possession of the vehicles wherever they may be found, with or without process of law, and for that purpose may enter on the premises of Lessee. Upon default, Lessee and Lessee's successors in interest, whether by operation of law or otherwise, shall have no right, title or interest in the vehicles, or the possession or use thereof, and Lessor shall retain all rents and other sums paid by Lessee hereunder. Lessee shall pay reasonable attorneys fees incurred by Lessor.

11. **Return of Vehicles.** Upon expiration of the lease term, or earlier termination of the lease as herein provided, Lessee shall return to Lessor the vehicles in the same condition as when received, less reasonable wear and tear and free from collision or upset damage.

12. **Assignment.** Lessee agrees not to assign, transfer, sublet, pledge, or encumber any of its rights under this lease, or the lease itself. Lessee hereby consents to and authorizes Lessor's assignment of all rentals, charges, and other amounts payable by Lessee to Lessor, or to become payable hereunder. If Lessor so assigns the sums agreed to be paid by Lessee hereunder, the rights of assignee to receive the same shall be free from all defenses, setoffs, and counterclaims

of every kind that Lessee may be entitled to assert against Lessor, but Lessee may separately assert such claims against Lessor. Notwithstanding such assignment, assignee shall not assume any of the obligations of Lessor. This lease and the rights and interests of Lessee hereunder are subordinate to any security agreement executed by Lessor covering the vehicles.

13. **Waiver.** Failure of Lessor in any one or more instances to insist on the performance of any of the terms of this lease or to exercise any right or privilege conferred herein, or the waiver of any breach of any term of this lease, shall not be construed as a waiver of any subsequent breach.

14. **Limitation of Warranties.** There are no warranties, expressed or implied, by Lessor to Lessee, and Lessor shall not be liable for any loss or damage to Lessee, nor to anyone else, of any kind and however caused, whether by any vehicle or by the repair, maintenance, or parts thereof, or by any failure thereof, or by interruption of service or use of any vehicles leased hereunder.

15. **Construction of Instrument.** This agreement is one of leasing only and Lessee does not acquire hereby any right, title or ownership interest to the vehicles leased hereunder other than the right of possession of a lessee.

16. **Choice of Law.** This lease shall be governed by and construed under the laws of the State of Florida.

IN WITNESS WHEREOF, the parties hereto have signed this Lease Agreement as of the day and year first above written.

Witness as to Lessor

Lessor: (Lessor of Motor Vehicles)
By: _____
Title: _____

Witness as to Lessor

Witness as to Lessee

Lessee: (Name of Nonprofit Corporation)
By: _____
Title: _____

Witness as to Lessee

SCHEDULE "A"
TO
LEASE AGREEMENT FOR MOTOR VEHICLES

<u>Year</u>	<u>Make</u>	<u>Model</u>	<u>Vehicle ID</u>	<u>Number</u>	<u>Monthly Rent</u>
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Document Form # 264 — Pledge Agreement

PLEDGE AGREEMENT

AGREEMENT made between (Name of Nonprofit Corporation), a Florida nonprofit corporation, whose address is _____, whose phone number is _____, and whose IRS tax identification number is _____, hereinafter called the "Nonprofit Corporation", and _____, whose address is _____ and whose phone number is _____, hereinafter called the "Donor".

WHEREAS, the Nonprofit Corporation is a charitable organization recognized by the Internal Revenue Service as a 501(c)(3) tax-exempt organization;

WHEREAS, one of the primary purposes of the Nonprofit Corporation is _____;

WHEREAS, the Nonprofit Corporation has embarked upon a project to _____, hereinafter called the "Project";

WHEREAS, the Nonprofit Corporation is raising funds by means of contributions from private as well as public sources;

WHEREAS, the Nonprofit Corporation's financial ability to pay for the Project will come primarily from these contributions;

WHEREAS, Donor desires to support the Nonprofit Corporation's efforts by making a charitable contribution to the Nonprofit Corporation in the amount of \$(Total Pledge Amount) payable (How Contribution Payable); and

WHEREAS, the Nonprofit Corporation will rely upon the Donor's contribution and may use this pledge to obtain financing for the Project;

NOW THEREFORE, in consideration of the foregoing, and to induce the Nonprofit Corporation to proceed with the Project, Donor hereby pledges and agrees to give, donate, contribute, transfer and deliver the Total Pledge Amount to the Nonprofit Corporation, which shall be payable (How Contribution Payable), as a contribution and gift to the Nonprofit Corporation to be used for the Project. This pledge is a legal obligation of the Donor (and each of them jointly and severally if there are more than one) and of the Donor's heirs, successors, personal representatives, guardians, and agents. Donor acknowledges that the Nonprofit Corporation relies upon this pledge in a substantial manner in furtherance of its charitable purposes and that the Nonprofit Corporation is incurring substantial liabilities in so relying and will suffer material detriment if this pledge is not honored. Therefore, this pledge is valid and enforceable and may not be revoked or rescinded without the Nonprofit Corporation's written consent.

Donor hereby accepts the foregoing pledge and agrees to use the contribution from the Donor for the Project to the extent it is practical to do so and agrees to commemorate this contribution as follows: _____.

This pledge is governed by the laws of the State of Florida.

Contributions to the Nonprofit Corporation are tax deductible to the extent allowed by law from time to time.

IN WITNESS WHEREOF, the Donor and the Nonprofit Corporation have signed this pledge agreement on the dates set forth below.

Date: _____

Donor:

Sign: _____

Print: _____

Date: _____

Nonprofit Corporation:

(Name of Nonprofit Corporation),
a Florida nonprofit corporation

By: _____

Title: _____

Document Form # 265 — Employment Agreement

EMPLOYMENT AGREEMENT

AGREEMENT made as of the _____ day of _____, 20____, between (Name of Nonprofit Corporation), a Florida nonprofit corporation, hereinafter called the "Corporation", and (Employee A), hereinafter called the "Employee".

In consideration of their mutual promises made herein, the parties hereby agree as follows:

- 1. Employment.** The Corporation hereby employs the Employee to work as a (Employee A's Job) and to work in such other capacity as the Corporation may direct from time to time and as is consistent with the Employee's position. The Employee shall at all times use the Employee's best efforts and shall promote the interests of the Corporation
- 2. Term.** The initial term of this Agreement shall be (Employee A's Term) commencing on (Employee A's Start Date). This Agreement shall automatically renew upon the same terms and conditions unless either party gives written notice to the other party at least thirty (30) days before the end of the term stating that this Agreement shall not automatically renew. Either party may cancel this Agreement at any time upon thirty (30) days written notice to the other party.
- 3. Compensation.** As compensation for the Employee's services, the Corporation shall pay the Employee a base salary of (Employee A's Base Salary) per (Employee A's Salary Period). Also, the Corporation may pay advances to the Employee from time to time to either be repaid by the Employee or charged to the Employee's compensation.
- 4. Expenses.** The Employee is expected to incur reasonable expenses for promoting and carrying on the business of the Corporation, including but not limited to entertainment, travel, professional education and similar expenses. The Corporation will reimburse the Employee for such expenses that are paid directly by the Employee.
- 5. Duty To Refund.** Any payments made to the Employee which are disallowed in whole or in part as deductible expenses of the Corporation by the Internal Revenue Service shall be reimbursed by the Employee to the Corporation to the full extent of such disallowance. If the Employee fails to reimburse within a reasonable time after requested to do so by the Corporation, then the Corporation may withhold the amounts disallowed from future compensation to the Employee.
- 6. Law.** This Agreement has been made in the State of Florida and shall be construed under the laws of the State of Florida.

IN WITNESS WHEREOF, this Agreement has been duly executed by the parties as of the day and year first above written.

Signed, sealed and delivered
in the presence of:

Corporation:
(Name of Nonprofit Corporation),
a Florida nonprofit corporation

_____ By: _____

_____ Title: _____

Witnesses

(Corporate Seal)

Employee:

_____ (Employee A)

_____ Witnesses

PART III MAINTENANCE — ANNUAL MEETING

Document Form # 300 — Letter to Client Re Annual Meeting

[Law firm letterhead]

Date: _____

(Correspondent Name)

(Correspondent Address)

RE: Annual Meeting of (Name of Nonprofit Corporation)

Dear (Correspondent Name):

As (Attorney) has discussed with you, the Members of the corporation should meet at least annually to elect Directors and transact other business. The Board of Directors usually has its Annual Meeting immediately afterwards, during which it elects Officers and transacts its business.

This letter is a reminder that it is time to hold the Annual Meeting. Please call us to arrange a time for this. We look forward to hearing from you.

Very truly yours,

(Legal Assistant), Legal Assistant

Document Form # 301 — Minutes of Annual Meeting of Members

**CALL AND WAIVER OF NOTICE OF ANNUAL MEETING
OF MEMBERS OF**

(Name of Nonprofit Corporation)
(Date of Annual Meeting of Members)

We the undersigned, being Members of the above Corporation, hereby consent and agree that the Annual Meeting of the Members of the Corporation shall be held at the following place, date and time for the purpose of electing Directors and transacting such other business as may properly come before the meeting, and we hereby waive notice of the place, date, time and purposes of the meeting and agree that any business transacted at the meeting shall be as valid and effective as though the meeting were held after notice duly given and published:

Meeting Date: (Date of Annual Meeting of Members)
Meeting Time: (Time of Annual Meeting of Members)
Meeting Place: (Place of Annual Meeting of Members)

(Member A) (Member B)

(Member C) (Member D)

(Member E) (Member F)

MINUTES OF ANNUAL MEETING OF MEMBERS OF
(Name of Nonprofit Corporation)
(Date of Annual Meeting of Members)
(Time of Annual Meeting of Members)
(Place of Annual Meeting of Members)

The Annual Meeting of the Members of the above Corporation was held on the above date at the above time and place. The following persons were present at the meeting:

Members: (Members at Annual Meeting)
Attorneys: (Attorneys at Annual Meeting of Members)
Others present by invitation: (Others at Annual Meeting of Members)

Waiver of Notice. The Call and Waiver of Notice of this meeting signed by the Members was presented and is filed preceding these Minutes.

Chairman and Secretary. (Chairman of Annual Meeting of Members) was Chairman of the meeting, and (Secretary of Annual Meeting of Members) was Secretary of the meeting.

President's Report. The President reported on the operations of the Corporation for the past year. The President also discussed the Corporation's financial statements. Upon motion duly made and carried, the President's report was accepted.

Election of Directors. The Chairman asked for nominations for the election of Directors of the Corporation. The following persons were duly nominated and unanimously elected by the Members to be all of the Directors of the Corporation: (Director A), (Director B), (Director C), (Director D), (Director E), and (Director F).

***INSERT OPTIONAL RESOLUTION PARAGRAPHS HERE:**

There being no further business to come before the Members, the meeting was adjourned upon motion duly made and carried.

(Chairman of Annual Meeting of Members), (Secretary of Annual Meeting of Members),
Chairman Secretary

Document Form # 302 — Minutes of Annual Meeting of Directors

**CALL AND WAIVER OF NOTICE OF ANNUAL MEETING
OF BOARD OF DIRECTORS OF
(Name of Nonprofit Corporation)
(Date of Annual Meeting of Directors)**

We the undersigned, being Directors of the above Corporation, hereby call the Annual Meeting of the Board of Directors of the Corporation to be held at the following place, date and time for the purpose of electing Officers and transacting such other business as may properly come before the meeting, and we hereby waive notice of the place, date, time and purposes of the meeting and agree that any business transacted at the meeting shall be as valid and effective as though the meeting were held after notice duly given and published:

Meeting Date: (Date of Annual Meeting of Directors)
Meeting Time: (Time of Annual Meeting of Directors)
Meeting Place: (Place of Annual Meeting of Directors)

(Director A) (Director B)

(Director C) (Director D)

(Director E) (Director F)

MINUTES OF ANNUAL MEETING OF BOARD OF DIRECTORS OF
(Name of Nonprofit Corporation)
(Date of Annual Meeting of Directors)
(Time of Annual Meeting of Directors)
(Place of Annual Meeting of Directors)

The Annual Meeting of the Board of Directors of the above Corporation was held on the above date at the above time and place. The following persons were present at the meeting:

Directors: (Directors at Annual Meeting)
Attorneys: (Attorneys at Annual Meeting of Directors)
Others present by invitation: (Others at Annual Meeting of Directors)

Waiver of Notice. The Call and Waiver of Notice of this meeting signed by the Directors was presented and is filed preceding these Minutes.

Chairman and Secretary. (Chairman of Annual Meeting of Directors) was Chairman of the meeting, and (Secretary of Annual Meeting of Directors) was Secretary of the meeting.

President's Report. The President reported on the operations of the Corporation for the past year. The President also discussed the Corporation's financial statements. Upon motion duly made and carried, the Board of Directors received and filed the President's report.

Election of Officers. The Chairman asked for nominations for the election of Officers of the Corporation. The following persons were duly nominated and unanimously elected to the following offices of the Corporation:

President	(President)
Vice President	(Vice President)
Secretary	(Secretary)
Treasurer	(Treasurer)
(Other Officer A's Title)	(Other Officer A)
(Other Officer B's Title)	(Other Officer B)
(Other Officer C's Title)	(Other Officer C)
(Other Officer D's Title)	(Other Officer D)

Annual Report. The President stated that the Annual Report to the Florida Department of State would be filed on behalf of the Corporation and that a copy would be placed in the Documents Book.

IRS Form 990. The Treasurer reported that the annual report to IRS for the last fiscal year had been filed. Upon motion duly made and carried, the IRS Form 990 filed with IRS was ratified and approved.

***INSERT OPTIONAL RESOLUTION PARAGRAPHS HERE:**

There being no further business to come before the Board of Directors, the meeting was adjourned upon motion duly made and carried.

(Chairman of Annual Meeting of Directors), (Secretary of Annual Meeting of Directors),
Chairman Secretary

Document Form # 303 — Letter to Client With Annual Meeting Minutes

[Law firm letterhead]

Date: _____

(Correspondent Name)

(Correspondent Address)

RE: Minutes of Annual Meeting of (Name of Nonprofit Corporation)

Dear (Correspondent Name):

Enclosed are Minutes of the Annual Meetings of the corporation's Members and Board of Directors. Please have each person sign where indicated and return the originals to us in the enclosed envelope. The copies of the Minutes in the enclosed binder are your copies to keep. If you have any changes or questions about the Minutes, please call us.

***INSERT PARAGRAPH ABOUT ANY OTHER ENCLOSURES HERE:**

Very truly yours,

(Legal Assistant), Legal Assistant

Enclosures

Document Form # 304 — Bill for Annual Meeting and Minutes

[Law firm letterhead]

Date: _____

(Correspondent Name)
(Correspondent Address)

FOR PREPARATION OF MINUTES OF ANNUAL MEETING:

Meet with clients and hold Annual Meeting of Members and Annual Meeting of Board of Directors; Discuss general operations of Corporation; Prepare Minutes of Annual Meetings, with resolutions to support items reported; Send Minutes to client for signature.

***INSERT DETAILED DESCRIPTION OF OTHER SERVICES PERFORMED HERE:**

Fee for Legal Services:	\$ _____
Costs Advanced:	
Copies:	\$ _____
Postage:	\$ _____
Total Costs:	\$ _____
Total Due:	\$ _____

PART IV MAINTENANCE — QUARTERLY REPORT AND SPECIAL MEETING

Document Form # 400 — Quarterly Corporation Action Report

QUARTERLY CORPORATION ACTION REPORT

[Law firm letterhead]

Date: _____

Name of Nonprofit Corporation: _____

Calendar quarter which this report covers:

___ 1st(Jan-Mar) ___ 2nd(Apr-Jun) ___ 3rd(Jul-Sep) ___ 4th(Oct-Dec)

The following has occurred during this quarter:

- Place date action occurred on line to left of the action.
- Leave line blank if that action did not occur.
- Attach separate sheet to supply as much information as possible.

____ 666. The following Officer/Director Resigned: _____

Office Held: _____

Date Resignation Effective: _____

____ 667. The following Officer/Director was Removed: _____

Date Removal Effective: _____

____ 668. The following Officer was elected to the following vacant office:

Name of Person Filling Vacancy: _____

Vacant Office: _____

____ 653. Bank account authorized signatures were changed. Attach copy of new bank account signature cards and bank's corporate resolution form to place in Documents Book.

____ 654. New bank account opened: Bank Name: _____

Number of Signatures Required: _____

Persons Authorized To Sign Checks: _____

(Attach copy of new bank's signature cards and corporate resolution form to place in Documents Book)

____ 655. Account opened with investment broker: Broker Name: _____

____ 656. Mailing address of Corporation changed to:

Registered Office: _____

- _____ 656. Registered Agent (person who will be served in case of lawsuit)
 changed to: Registered Agent: _____
- _____ 602. Corporation borrowed money:
Name of Lender Amount Borrowed
- Interest on Loans: _____ % per annum
 Interest Payable on Loans: (check one) ___ monthly; ___ quarterly;
 ___ annually; ___ at principal maturity; ___ other: _____
 Principal Due on Loans: _____
- _____ 604.2 Corporation filed IRS Form 1023 Application for Recognition of Tax Exemption
- _____ 665. [Reserved]
- _____ 609. Corporation began using fictitious name (name which is not exactly the name
 on corporate charter):
 Fictitious Name: _____
- _____ 612. Corporation leased real estate from Member or Director:
 Lessor of Realty: _____
 Address of Realty Lessor: _____
 Address of Leased Realty: _____
 (Attach copy of deed or title insurance)
 County of Leased Realty: _____
 Term of Realty Leased: _____ (months)(years)
 Date Realty Lease Starts: _____
 Monthly Rent for Realty Lease: \$ _____
 Date First Rent for Realty Due: _____
 Authorized Use for Leased Realty: _____
- _____ 612. Corporation leased real estate from another.
- _____ 616. Corporation leased motor vehicles from Member or Director:
 Lessor of Motor Vehicles): _____
 (Attach list of vehicles, year, make, model, ID number and monthly rent)
- _____ 617. Corporation purchased motor vehicles. (Attach list of vehicles by year, make, model,
 and ID number)
- _____ 614. Corporation leased other personalty (equipment, etc.) from Members or Directors:
 Lessor of Personalty: _____
 (Attach list of items leased and monthly rent)
- _____ 614. Corporation leased other personalty from others.
- _____ 620. Corporation filed Florida Solicitation of Contributions Registration Application.
- _____ 669. Corporation purchased personalty for \$2,000 or more.
 Personalty Purchased: _____
- _____ 657. Base salary of Employee(s) changed:
Employee New Base Salary

_____ 658. [Reserved]

_____ 623. Whistleblower Protection Policy adopted.

_____ 624. Document Destruction and Retention Policy adopted.

_____ Other corporate activity for Board of Directors review, approval or action, such as major contracts, purchases, leases, personnel, etc.:

_____ NO ACTIVITY in any of the above areas during this quarter.

NOTES:

-Do not purchase real estate in the corporate name without first obtaining legal advice.

-Please call us if you desire to take any of the following actions:

- Change corporate name
- Amend Articles of Incorporation
- Amend Bylaws
- Adopt employee benefit plan

PLEASE CALL US IF YOU HAVE ANY QUESTIONS ABOUT COMPLETING THIS FORM.

Document Form # 401 — Letter to Client With Quarterly Corporation Action Report

[Law firm letterhead]

Date: _____

(Correspondent Name)

(Correspondent Address)

RE: Quarterly Corporation Action

Dear (Correspondent Name):

Enclosed is a Quarterly Corporation Action Report form. Please complete the form and return it to us in the enclosed envelope. Please return it even if there has been no activity since the last Report or meeting; just place a check mark on the last line to show that there has been no action to report.

If the Report shows action for which there should be Minutes of a Directors meeting, we will prepare the Minutes and send them to you for signature.

Please call us if you have any questions about the Report form.

Very truly yours,

(Legal Assistant), Legal Assistant

Enclosure

Document Form # 402 — Minutes of Special Meeting of Directors

**CALL AND WAIVER OF NOTICE OF SPECIAL MEETING
OF BOARD OF DIRECTORS OF
(Name of Nonprofit Corporation)
(Date of Special Meeting of Directors)**

We the undersigned, being Directors of the above Corporation, hereby call the Special Meeting of the Board of Directors of the Corporation to be held at the following place, date and time for the purpose of (Purpose of Special Meeting of Directors) and transacting such other business as may properly come before the meeting, and we hereby waive notice of the place, date, time and purposes of the meeting and agree that any business transacted at the meeting shall be as valid and effective as though the meeting were held after notice duly given and published:

Meeting Date: (Date of Special Meeting of Directors)
Meeting Time: (Time of Special Meeting of Directors)
Meeting Place: (Place of Special Meeting of Directors)

(Director A) (Director B)

(Director C) (Director D)

(Director E) (Director F)

MINUTES OF SPECIAL MEETING OF BOARD OF DIRECTORS OF
(Name of Nonprofit Corporation)
(Date of Special Meeting of Directors)
(Time of Special Meeting of Directors)
(Place of Special Meeting of Directors)

A Special Meeting of the Board of Directors of the above Corporation was held on the above date at the above time and place. The following persons were present at the meeting:

Directors: (Directors at Special Meeting)

Attorneys: (Attorneys at Special Meeting of Directors)

Others present by invitation: (Others at Special Meeting of Directors)

Waiver of Notice. The Call and Waiver of Notice of this meeting signed by the Directors was presented and is filed preceding these Minutes.

Chairman and Secretary. (Chairman of Special Meeting of Directors) was Chairman of the meeting, and (Secretary of Special Meeting of Directors) was Secretary of the meeting.

***INSERT OPTIONAL RESOLUTION PARAGRAPHS HERE:**

There being no further business to come before the Board of Directors, the meeting was adjourned upon motion duly made and carried.

(Chairman of Special Meeting of Directors), (Secretary of Special Meeting of Directors),
Chairman Secretary

Document Form # 403 — Letter to Client With Special Meeting Minutes

[Law firm letterhead]

Date: _____

(Correspondent Name)

(Correspondent Address)

RE: Minutes of Special Meeting

Dear (Correspondent Name):

Enclosed are Minutes of the Special Meeting of the Board of Directors of the corporation. Please have each person sign where indicated and return the originals to us in the enclosed envelope. The copy of the Minutes in the enclosed binder is your copy to keep. If you have any changes or questions about the Minutes, please call us.

***INSERT PARAGRAPH ABOUT ANY OTHER ENCLOSURES HERE:**

Very truly yours,

(Legal Assistant), Legal Assistant

Enclosure

Document Form # 404 — Bill for Special Meeting of Directors Minutes

[Law firm letterhead]

Date: _____

(Correspondent Name)
(Correspondent Address)

FOR PREPARATION OF MINUTES OF SPECIAL MEETING:

Attorney review Quarterly Corporation Action Report completed by client; Prepare Minutes of Special Meeting of Board of Directors of Corporation, taking action to support items reported; Attorney review Minutes; Send Minutes to client for signature.

***INSERT DETAILED DESCRIPTION OF OTHER SERVICES PERFORMED HERE:**

Fee for Legal Services:	\$ _____
Costs Advanced:	
Copies:	\$ _____
Postage:	\$ _____
Total Costs:	\$ _____
Total Due:	\$ _____

PART V MAINTENANCE — ANNUAL REPORT TO STATE

Document Form # 500 — Letter to Client re Annual Report to Department of State

[Law firm letterhead]

Date: _____

(Correspondent Name)
(Correspondent Address)

RE: Annual Report to Department of State

Dear (Correspondent Name):

The corporation's Annual Report must be filed with the Florida Department of State between January 1 and May 1 of each year. The Department should have notified you to file the form for this year by now. If not, you should go ahead and file the report now. This is important because the State will involuntarily dissolve the corporation if the Annual Report is not filed, which could result in personal liability to the Members for activities of the Corporation. If you would like us to prepare the form for you, please let us know.

Please send us a copy of your completed Annual Report so that we can place it in the corporate Documents Book.

Please call us if you have any questions.

Very truly yours,

(Legal Assistant), Legal Assistant

Document Form # 501 — Annual Report to Department of State

Instructions can be viewed on the Florida Department of State website here: <https://dos.myflorida.com/sunbiz/manage-business/efile/annual-report/instructions/>

Information regarding this form is on the Florida Department of State website here: <https://dos.myflorida.com/sunbiz/manage-business/efile/annual-report/>

PART VI CORPORATE RESOLUTION PARAGRAPHS

Document Form # 600 — Corporate Resolution Paragraphs

Corporate Resolution Paragraph # 601 — Assignment by Incorporators

Assignment by Incorporators. The Board of Directors reviewed the assignment to the Corporation by each Incorporator of any and all rights the Incorporator may have in the Corporation by virtue of being listed as Incorporator in the Articles of Incorporation. Upon motion duly made and carried, the Board of Directors approved and accepted each assignment.

Corporate Resolution Paragraph # 602 — Loans to Corporation

Loans to Corporation. The Directors discussed the advisability of borrowing money for some of the Corporation's business needs. Upon motion duly made and carried, the Board of Directors resolved that the Corporation shall borrow the following amounts from the following lenders and authorized and directed the Officers to execute a promissory note in the name and behalf of the Corporation for each loan:

<u>Name of Lender</u>	<u>Principal Amount</u>
(Lender A)	(Lender A's Principal)
(Lender B)	(Lender B's Principal)
(Lender C)	(Lender C's Principal)
(Lender D)	(Lender D's Principal)
(Lender E)	(Lender E's Principal)
(Lender F)	(Lender F's Principal}

Each promissory note shall bear interest at the rate of (Interest on Loans) per cent per annum, such interest being payable (Interest Payable on Loans). The principal of each promissory note shall be payable (Principal Due on Loans).

Corporate Resolution Paragraph # 603 — Corporate Borrowing Without Separate Board Approval

Corporate Borrowing Without Separate Board Approval. The Board of Directors considered the advisability of authorizing certain Officers to borrow money for the Corporation from time to time without separate approval by the Board of Directors. Upon motion duly made and carried, it was resolved that the following Officers of this Corporation are hereby authorized by the Board of Directors to borrow money not exceeding a total of (Total Loan Limit of Officers) from time to time without the necessity of further or separate approval from the Board of Directors for each loan, to borrow such money from such lenders (including Officers, Directors, Members and employees of the Corporation), for such periods of time and upon such terms as such Officers

may determine, and to execute in the name and behalf of this Corporation promissory notes to evidence such loans: (Officers Authorized to Borrow).

Corporate Resolution Paragraph # 604.1 — IRS Form 1023 Application for Recognition of Tax Exemption Not to Be Filed

IRS Form 1023 Application for Recognition of Tax Exemption Not to Be Filed. The Board of Directors discussed the advisability of the Corporation's applying to IRS for recognition of tax exempt status. Upon motion duly made and carried, it was resolved that the Corporation shall not file an IRS Form 1023 Application for Recognition of Tax Exemption at this time.

Corporate Resolution Paragraph # 604.2 — IRS Form 1023 Application for Recognition of Tax Exemption to Be Filed

IRS Form 1023 Application for Recognition of Tax Exemption to Be Filed. The Board of Directors discussed the advisability of the Corporation's applying to IRS for recognition of tax exempt status. Upon motion duly made and carried, it was resolved that the Corporation shall file IRS Form 1023 Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code, that the Officers are hereby directed to have IRS Form 1023 prepared by the Corporation's accountant and completed and signed by an Officer on behalf of the Corporation and filed with the Internal Revenue Service, and that the Officers take such action and file such other forms as are necessary to carry out the foregoing.

Corporate Resolution Paragraph # 605 — Activities

Activities. The Board of Directors discussed the activities to be conducted by the Corporation, the nature of which is (Nature of Activities). It was noted that the Board of Directors expected active operations to commence on or about (Date Operations to Commence).

Corporate Resolution Paragraph # 606 — Licenses

Licenses. The Board of Directors discussed the necessity of obtaining licenses from the appropriate agencies to operate the Corporation. Upon motion duly made and carried, the Board of Directors authorized and directed the Officers to determine which licenses would be necessary or advisable and to obtain such licenses from the appropriate agencies. The Board of Directors directed the Officers to inquire into licenses from the following agencies among others: (Licenses).

Corporate Resolution Paragraph # 607 — Signs, Stationery, Etc.

Signs, Stationery, Etc. The Board of Directors discussed the advisability of obtaining signs, stationery, business cards and other items showing the name of the Corporation. Upon motion

duly made and carried, the Board of Directors authorized and directed the Officers to obtain such items for use in the Corporation's operations as the Officers deem advisable.

Corporate Resolution Paragraph # 608 — Insurance

Insurance. The Board of Directors discussed the need to obtain insurance for the Corporation. Upon motion duly made and carried, the Board of Directors authorized and directed the Officers to investigate the need for the following types of insurance, as well as other types that the Officers deem advisable, and to obtain such insurance as they deem advisable: (Insurance) . It was noted that the Corporation's insurance agent is (Insurance Agent).

Corporate Resolution Paragraph # 609 — Fictitious Name

Fictitious Name. The Board of Directors discussed operating under a name other than the corporate name. Upon motion duly made and carried, the Board of Directors decided to operate the Corporation under the fictitious name "(Fictitious Name)", and the Board authorized and directed the Officers to register that name in accordance with Florida law and to place evidence of such registration in the Documents Book.

Corporate Resolution Paragraph # 610 — Trademarks

Trademarks. The Board of Directors discussed the trademarks used by the Corporation and their protection under the Florida and federal trademark laws. Upon motion duly made and carried, it was:

610.1 (Place notice of common law claim)

Resolved that the Officers are authorized and directed to place notice of the Corporation's common law claim to its trademarks adjacent to the marks wherever they appear in the Corporation's advertising, signs, letterhead, business cards and elsewhere by using the symbol "TM" or "SM".

610.2 (Register under federal law)

Resolved that the Officers are authorized and directed to apply for registration of the Corporation's trademarks under federal law, to file evidence of such registration in the Documents Book when registered and to execute all documents and pay all expenses necessary to effect such registration.

610.3 (Register under state law)

Resolved that the Officers are authorized and directed to apply for registration of the Corporation's trademarks under Florida law, to file evidence of such registration in the Documents Book when registered, and to execute all documents and pay all expenses necessary to effect such registration.

Corporate Resolution Paragraph # 611 — Copyrights

Copyrights. The Board of Directors discussed the Corporation's rights under the U.S. copyright laws. Upon motion duly made and carried, it was

611.1 (Place copyright notice on works)

Resolved that the Officers are authorized and directed to protect the Corporation's copyrights in works created and obtained on behalf of the Corporation by placing the proper copyright notice on the works and by taking all other actions necessary to preserve the copyrights.

611.2 (Register copyrights)

Resolved that the Officers shall register the copyrights owned by the Corporation with the Copyright Office of the Library of Congress and shall take all actions necessary and proper to effect such registration.

Corporate Resolution Paragraph # 612 — Lease of Realty

Lease of Realty. The Board of Directors discussed the need to lease realty for the operations of the Corporation and reviewed the terms of a certain lease. Upon motion duly made and carried, the Board of Directors approved the lease and authorized and directed the Officers to execute the lease in the name and behalf of the Corporation and to place a copy of it in the Documents Book.

Corporate Resolution Paragraph # 613 — Assignment of Lease of Realty

Assignment of Lease of Realty. The Board of Directors discussed the need to lease realty for the operations of the Corporation and reviewed the terms of a certain assignment of a lease of realty presently leased to another. Upon motion duly made and carried, the Board of Directors approved the assignment of lease and authorized and directed the Officers to execute the assignment of lease in the name and behalf of the Corporation and to place a copy of it in the Documents Book.

Corporate Resolution Paragraph # 614 — Lease of Personalty

Lease of Personalty. The Board of Directors discussed the need to lease certain personalty for the operations of the Corporation and reviewed the terms of a certain lease. Upon motion duly made and carried, the Board of Directors approved the lease and authorized and directed the Officers to execute the lease in the name and behalf of the Corporation and to place a copy of it in the Documents Book.

Corporate Resolution Paragraph # 615 — Purchase of Personalty

Purchase of Personalty. The Board of Directors discussed the need to purchase personalty for the operations of the Corporation. Upon motion duly made and carried, the Board of Directors

authorized and directed the Officers to purchase such personalty for the Corporation as the Officers determined to be advisable for use in the operations of the Corporation.

Corporate Resolution Paragraph # 616 — Lease of Motor Vehicles

Lease of Motor Vehicles. The Board of Directors discussed the need to lease one or more motor vehicles for the operations of the Corporation and reviewed the terms of a certain lease. Upon motion duly made and carried, the Board of Directors approved the lease and authorized and directed the Officers to execute the lease in the name and behalf of the Corporation and to place a copy of it in the Documents Book.

Corporate Resolution Paragraph # 617 — Purchase of Motor Vehicles

Purchase of Motor Vehicles. The Board of Directors discussed the purchase of one or more motor vehicles for use in the Corporation's activities. Upon motion duly made and carried, the Board of Directors resolved that the Officers of the Corporation are authorized and directed to purchase motor vehicles for the Corporation and to enter into such financing arrangements on behalf of the Corporation as the Officers deem advisable for such purchases.

Corporate Resolution Paragraph # 618 — Legal Forms

Legal Forms. The Board of Directors discussed the advisability of having the Corporation's legal counsel review legal documents to be used in the Corporation's operations. Upon motion duly made and carried, the Board of Directors authorized and directed the Officers to work with the Corporation's legal counsel in preparing and reviewing forms and documents for use in the Corporation's operations, including but not limited to the following: (Legal Forms).

Corporate Resolution Paragraph # 619 — Pledge Agreement

Pledge Agreement. The Board of Directors discussed the advisability of the Corporation's adopting a standard form of pledge agreement for contributions to the Corporation. The Directors reviewed the form of such an agreement. Upon motion duly made and carried, the Board of Directors approved the standard form of pledge agreement, a copy of which is in the Documents Book, and authorized and directed the Officers to use the form in the name and behalf of the Corporation when seeking contributions to the Corporation and to take such other action and execute such other documents as are necessary and proper to carry out the terms of the pledge agreement.

Corporate Resolution Paragraph # 620 — Florida Solicitation of Contributions Registration

Florida Solicitation of Contributions Registration. The Board of Directors discussed the need to register with the State of Florida in order to solicit contributions to the Corporation. Upon

motion duly made and carried, the Board of Directors authorized and directed the Officers to engage an attorney to research whether the Corporation is exempt from registration, and, if not, to register the Corporation under the Florida Solicitation of Contributions Act and any applicable local registration laws.

Corporate Resolution Paragraph # 621 — Employment Agreement

Employment Agreement. The Board of Directors discussed the advisability of entering into employment agreements with certain employees of the Corporation and discussed the terms and provisions of such agreements. Upon motion duly made and carried, the Board of Directors authorized and directed the Officers to execute employment agreements in the name and behalf of the Corporation with the following employees of the Corporation in accordance with the terms discussed and to place a copy of the employment agreements in this Documents Book: (Employee A), (Employee B), (Employee C), (Employee D).

Corporate Resolution Paragraph # 622 — Compensation

Compensation. The Board of Directors discussed compensation for certain key employees of the Corporation. Upon motion duly made and carried, the Board of Directors decided that the following employees would be entitled to the following base compensation for their services to the Corporation:

<u>Employee Name</u>	<u>Compensation</u>
(Employee E)	(Employee E's Compensation)
(Employee F)	(Employee F's Compensation)
(Employee G)	(Employee G's Compensation)
(Employee H)	(Employee H's Compensation)

Corporate Resolution Paragraph # 623 — Whistleblower Protection Policy

Whistleblower Protection Policy. The Board of Directors discussed and, upon motion duly made and carried, adopted the Whistleblower Protection Policy, a copy of which is filed in the Documents Book.

Corporate Resolution Paragraph # 624 — Document Destruction and Retention Policy

Document Destruction and Retention Policy. The Board of Directors discussed and, upon motion duly made and carried, adopted the Document Destruction and Retention Policy, a copy of which is filed in the Documents Book.

Corporate Resolution Paragraph # 625 — Employees

Employees. The Board of Directors discussed the necessity of hiring employees for the Corporation's operations. Upon motion duly made and carried, the Board of Directors authorized

and directed the Officers to employ such persons to work for the Corporation for such compensation and on such terms as the Officers deem advisable and as are not in conflict with any employment agreements or compensation arrangements which may be set by the Board of Directors for specific employees from time to time.

Corporate Resolution Paragraph # 626 — Employee Benefit Plan Feasibility

Employee Benefit Plan Feasibility. The Board of Directors discussed the possibility of adopting an employee benefit plan for employees. Upon motion duly made and carried, the Board of Directors directed the Officers to determine the feasibility of the Corporation's adopting such a plan and to report back to the Board of Directors.

Corporate Resolution Paragraph # 627 — Management of Institutional Funds

Management of Institutional Funds. The Board of Directors discussed F.S. § 617.2104 (Florida Uniform Prudent Management of Institutional Funds Act), which regulates the manner of investing funds held for charitable purposes and sets standards of conduct. Upon motion duly made and carried, the Board of Directors directed the Officers to comply with this law to the extent it is applicable to the Corporation.

Corporate Resolution Paragraphs # 628 through 649 — (Reserved)

Corporate Resolution Paragraphs # 650.1 — Change of Name (Members' Meeting)

Change of Name. The Members discussed the advisability of amending the Articles of Incorporation and the Bylaws to change the name of the Corporation. Upon motion duly made and carried, the Members resolved that the Articles of Incorporation and the Bylaws shall be amended to change the name of the Corporation to (New Name of Corporation).

Corporate Resolution Paragraphs # 650.2 — Change of Name (Directors' Meeting)

Change of Name. The Directors discussed the advisability of amending the Articles of Incorporation and the Bylaws to change the name of the Corporation. Upon motion duly made and carried, the Board of Directors resolved that the Articles of Incorporation and the Bylaws shall be amended to change the name of the Corporation to (New Name of Corporation), and the Officers were authorized and directed to file Articles of Amendment with the Florida Department of State.

Corporate Resolution Paragraphs # 651.1 — Amend Articles of Incorporation (Members' Meeting)

Amend Articles of Incorporation. The Members discussed the advisability of amending the Articles of Incorporation in accordance with certain Articles of Amendment. Upon motion duly

made and carried, the Members adopted the Articles of Amendment to amend the Articles of Incorporation.

Corporate Resolution Paragraphs # 651.2 — Amend Articles of Incorporation (Directors' Meeting)

Amend Articles of Incorporation. The Directors discussed the advisability of amending the Articles of Incorporation in accordance with certain Articles of Amendment. Upon motion duly made and carried, the Board of Directors resolved that the Articles of Amendment are adopted to amend the Articles of Incorporation, and the Officers were authorized and directed to file Articles of Amendment with the Florida Department of State.

Corporate Resolution Paragraphs # 652.1 — Amend Bylaws (Members' Meeting)

Amend Bylaws. The Members discussed the advisability of amending the Bylaws in accordance with the document entitled "Amendment to Bylaws". Upon motion duly made and carried, the Members adopted the Amendment to Bylaws.

Corporate Resolution Paragraphs # 652.2 — Amend Bylaws (Directors' Meeting)

Amend Bylaws. The Directors discussed the advisability of amending the Bylaws in accordance with the document entitled "Amendment to Bylaws". Upon motion duly made and carried, the Board of Directors adopted the Amendment to Bylaws.

Corporate Resolution Paragraphs # 653 — Bank Account Signatures Changed

Bank Account Signatures Changed. The Board of Directors discussed the advisability of changing the authorized signatures on the Corporation's bank accounts. Upon motion duly made and carried, the Board of Directors decided to change the authorized signatures to be in accordance with the resolution form of the bank, a copy of which is in the Documents Book.

Corporate Resolution Paragraphs # 654 — Bank Accounts

Bank Accounts. The Board of Directors discussed the advisability of opening a new bank account for the Corporation. After discussion and upon motion duly made and carried, it was resolved that the Officers of the Corporation are authorized and directed to establish corporate bank accounts with (Bank Name), that the bank's signed form of corporate resolution, a copy of which has been placed in the Documents Book, is hereby adopted and incorporated into these Minutes by reference and that the following persons are authorized to sign checks and withdraw funds on the Corporation's accounts with the signature of (Number of Signatures Required) of them: (Persons Authorized To Sign Checks).

Corporate Resolution Paragraphs # 655 — Investment Broker Account

Investment Broker Account. The Board of Directors discussed the advisability of opening an account with an investment broker. Upon motion duly made and carried, the Board of Directors authorized and directed the Officers to open an account with (Broker Name) and to sign in the name and behalf of the Corporation such forms as are necessary to do so and to place a copy of the forms in the Documents Book.

Corporate Resolution Paragraphs # 656 — Registered Agent and Office

Registered Agent and Office. The Board of Directors reviewed the present designation of Registered Agent and Registered Office of the Corporation. After discussion and upon motion duly made and carried, the Board of Directors resolved to change the designation and designated (Registered Agent) as the Registered Agent and (Registered Office) as the Registered Office of the Corporation and directed the Officers of the Corporation to file this change with the Department of State of Florida on the proper form and to place a copy of the filed document into the Documents Book.

Corporate Resolution Paragraphs # 657 — Salary Changes

Salary Changes. The Board of Directors reviewed the base salaries of the Corporation's employees. Upon motion duly made and carried, the Board of Directors resolved to change the base salaries of the following employees to be as follows effective as of (Date Salary Change Effective):

<u>Employee</u>	<u>New Base Salary</u>
(Employee E)	(Employee E's Compensation)
(Employee F)	(Employee F's Compensation)
(Employee G)	(Employee G's Compensation)
(Employee H)	(Employee H's Compensation)

Corporate Resolution Paragraphs # 658 — [Reserved]

Corporate Resolution Paragraphs # 659 — Employee Benefit Plan Adopted

Employee Benefit Plan Adopted. The Board of Directors reviewed a form of employee benefit plan for the Corporation and discussed its advantages and disadvantages. Upon motion duly made and carried, it was resolved that the Corporation hereby adopts the employee benefit plan in the form presented to this meeting of the Board of Directors, a copy of which is in the Documents Book, and the Officers of the Corporation are hereby authorized and directed to execute the plan in the name and behalf of the Corporation in order to effectuate the plan in accordance with its terms and provisions.

Corporate Resolution Paragraphs # 660 — [Reserved]

Corporate Resolution Paragraphs # 661 — Plan Consultant

Plan Consultant. The Board of Directors discussed engaging a plan consultant to assist the Directors and Officers in meeting the legal, accounting and tax requirements of employee benefit plans. Upon motion duly made and carried, the Board of Directors agreed to engage (Employee Benefit Plan Consultant) as plan consultant to the Corporation and authorized and directed the Officers to enter into such written agreement with the plan consultant as they deem advisable.

Corporate Resolution Paragraphs # 662 — [Reserved]

Corporate Resolution Paragraphs # 663 — [Reserved]

Corporate Resolution Paragraphs # 664 — [Reserved]

Corporate Resolution Paragraphs # 665 — [Reserved]

Corporate Resolution Paragraphs # 666 — Resignation

Resignation. The Chairman stated that the resignation of (Officer/Director Resigned) as (Office Held) had been received by the Corporation effective as of (Date Resignation Effective). Upon motion duly made and carried, the resignation was accepted.

Corporate Resolution Paragraphs # 667 — Removal

Removal. It was discussed whether to remove (Officer/Director Removed) from all positions and offices held in the Corporation. The provisions in the Florida Statutes, Articles of Incorporation, and Bylaws for removal were reviewed. Upon motion duly made and carried, it was resolved that (Officer/Director Removed) be and hereby is removed from all positions and offices held in the Corporation, effective as of (Date Removal Effective).

Corporate Resolution Paragraphs # 668 — Election To Fill Vacancy

Election To Fill Vacancy. The Chairman noted that the position of (Vacant Office) was vacant. The Chairman asked for nominations to fill the vacancy. Upon motion duly made and carried, (Person Filling Vacancy) was nominated and elected to the position of (Vacant Office) of the Corporation.

Corporate Resolution Paragraphs # 669 — Major Purchases

Major Purchases. The Chairman noted that the Corporation had made some major purchases since the last meeting of the Board of Directors. The Chairman reviewed those purchases with

the Directors. Upon motion duly made and carried, the Board of Directors ratified and approved those purchases, including but not limited to the following: (Personalty Purchased).

PART VII MISCELLANEOUS DOCUMENT FORMS

Document Form # 700 — Notice of Meeting

**NOTICE OF MEETING
OF
[MEMBERS] [BOARD OF DIRECTORS]
OF
(Name of Nonprofit Corporation)**

A meeting of the [Members] [Board of Directors] of the above Corporation shall be held on the following date at the following place and time for the following purpose and for transacting such other business as may properly come before the meeting:

Meeting Date: _____
Meeting Time: _____
Meeting Place: _____
Meeting Purpose: _____

Date: _____

(Secretary), as Secretary

Document Form # 701 — Minutes of Special Meeting of Members

**CALL AND WAIVER OF NOTICE OF SPECIAL MEETING
OF MEMBERS OF**

(Name of Nonprofit Corporation)
(Date of Special Meeting of Members)

We the undersigned, being Members of the above Corporation, hereby consent and agree that a Special Meeting of the Members of the Corporation shall be held at the following place, date and time for the purpose of (Purpose of Special Meeting of Members) and transacting such other business as may properly come before the meeting, and we hereby waive notice of the place, date, time and purposes of the meeting and agree that any business transacted at the meeting shall be as valid and effective as though the meeting were held after notice duly given and published:

Meeting Date: (Date of Special Meeting of Members)
Meeting Time: (Time of Special Meeting of Members)
Meeting Place: (Place of Special Meeting of Members)

(Member A) (Member B)

(Member C) (Member D)

(Member E) (Member F)

MINUTES OF SPECIAL MEETING OF MEMBERS OF
(Name of Nonprofit Corporation)
(Date of Special Meeting of Members)
(Time of Special Meeting of Members)
(Place of Special Meeting of Members)

A Special Meeting of the Members of the above Corporation was held on the above date at the above time and place. The following persons were present at the meeting:

Members: (Members at Special Meeting)

Attorneys: (Attorneys at Special Meeting of Members)

Others present by invitation: (Others at Special Meeting of Members)

Waiver of Notice. The Call and Waiver of Notice of this meeting signed by the Members was presented and is filed preceding these Minutes.

Chairman and Secretary. (Chairman of Special Meeting of Members) was Chairman of the meeting, and (Secretary of Special Meeting of Members) was Secretary of the meeting.

***INSERT OPTIONAL RESOLUTION PARAGRAPHS HERE:**

There being no further business to come before the Members, the meeting was adjourned upon motion duly made and carried.

(Chairman of Special Meeting of Members), (Secretary of Special Meeting of Members),
Chairman Secretary

Document Form # 702 — Proxy

KNOW ALL MEN BY THESE PRESENTS: That I, (Member), being a Member of (Name of Corporation), a Florida nonprofit corporation, and entitled to vote at the Annual Meeting of Members, do hereby constitute and appoint (Proxy Holder) my true and lawful attorney-in-fact and proxy to attend and represent me at the Annual Meeting of the Members of the Corporation to be held on (Date of Annual Meeting of Members), or any continuation or adjournment thereof, with full power to vote and act for me and in my name, place and stead, in the same manner, to the same extent, and with the same effect that I might were I personally present thereat, giving to such proxy full power of substitution and revocation. Any proxy or proxies heretofore given by me to any person or persons whatsoever are hereby revoked.

Date: _____

(Member)

Document Form # 703 — Articles of Amendment to Articles of Incorporation

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
(Name of Nonprofit Corporation)
Document Number of Corporation: _____**

We the undersigned, being the President and Secretary of (Name of Nonprofit Corporation), a Florida nonprofit corporation, hereby certify that the following Amendments to the Articles of Incorporation were duly adopted unanimously by all of the Directors and all of the Members at a meeting duly held by them on the ____ day of _____, 20____, and the number of votes cast for the amendment by the Members in a manner required by Florida Statutes Chapter 617 and by the Articles of Incorporation was sufficient for approval, and this amendment is effective on the date of this document:

AMENDMENTS

***INSERT AMENDMENTS HERE:**

For example: “Article _____ is amended to read as follows: ...”

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

Date: _____

(President), as President

(Secretary), as Secretary

Document Form # 704 — List of Whom to Notify After Corporate Name Change

LIST OF WHOM TO NOTIFY AFTER CORPORATE NAME CHANGE

1. Banks, savings and loan associations and other financial institutions in which accounts are maintained.
2. Telephone company, power company, water company, cable company, gas company, internet provider, and other utilities.
3. Insurance companies for all types of insurance.
4. Suppliers.
5. Members.
6. Landlords.
7. Service contract companies.
8. Telephone directory listing.
9. Signs, advertising, letterhead, business cards, pledge agreements, purchase orders, contracts, invoices.
10. Magazine subscriptions.
11. Licensing organizations and regulatory agencies.
12. City and county licenses.
13. State and County tax collector.
14. Unemployment compensation bureau.
15. Sales tax bureau.
16. Change corporate seal and membership certificates.
17. Post Office.
18. Email and web host providers.

NOTE: There may be others not listed whom you should contact.

Document Form # 705 — Amendment to Bylaws

AMENDMENT TO BYLAWS
(Name of Nonprofit Corporation)

The Bylaws of the above Florida corporation are amended by the [Board of Directors]
[Members] of the Corporation as follows:

***INSERT AMENDMENTS HERE:**

For example: “Section _____ is amended to read as follows: ...”

In all other respects, the Bylaws shall remain as they were prior to this Amendment.

Date: _____

(President), as President

(Secretary), as Secretary

DIRECTORS:

MEMBERS:

Document Form # 706 — Amendment to Employment Agreement

AMENDMENT TO EMPLOYMENT AGREEMENT

AGREEMENT made as of (Date Salary Change Effective), between (Name of Nonprofit Corporation), a Florida nonprofit corporation, hereinafter called "Employer", and (Employee), hereinafter called "Employee".

WHEREAS, the parties entered into an Employment Agreement dated (Date of Employment Agreement), which they now desire to amend;

NOW THEREFORE, in consideration of their mutual promises, the parties hereby amend the Employment Agreement as follows:

***INSERT AMENDMENTS HERE:**

For example: "Paragraph _____ of the Employment Agreement is hereby amended to read as follows:..."

In all other respects, the Employment Agreement shall remain as it was prior to this Amendment.

IN WITNESS WHEREOF, the parties have set their hands and seals as of the day and year first above written.

CORPORATION:

(Name of Nonprofit Corporation), a Florida nonprofit corporation

(President), as President

(Secretary), as Secretary

EMPLOYEE:

(Employee)

Document Form # 707 — Resignation

RESIGNATION
(Name of Nonprofit Corporation)

I, the undersigned (Office Held) of the above Corporation, hereby tender my resignation effective as of (Date Resignation Effective).

Dated as of (Date Resignation Effective)

(Officer/Director Resigned)

Document Form # 708 — Statement of Change of Registered Office or Agent

This form can be downloaded from the Florida Department of State website here: [http://
form.sunbiz.org/pdf/cr2e045.pdf](http://form.sunbiz.org/pdf/cr2e045.pdf)

Document Form # 709 — Written Action by Consent in Lieu of Meeting of Members

**WRITTEN ACTION BY CONSENT
IN LIEU OF MEETING
OF MEMBERS OF
(Name of Nonprofit Corporation)**

Pursuant to Florida Statutes § 617.0701, the undersigned, being Members of (Name of Nonprofit Corporation), a Florida nonprofit corporation, hereby take the following actions, adopt the following resolutions without a meeting, and consent to the following actions in lieu of holding a meeting of Members, and this action is effective on the ____ day of _____, 20____:

***Insert Resolutions Here:**

Resolved, that _____

Signatures of Members:

_____ Date: _____
(Member A)

_____ Date: _____
(Member B)

_____ Date: _____
(Member C)

_____ Date: _____
(Member D)

_____ Date: _____
(Member E)

_____ Date: _____
(Member F)

Document Form # 710 — Unanimous Written Action by Consent in Lieu of Meeting of Board of Directors

**UNANIMOUS WRITTEN ACTION BY CONSENT
IN LIEU OF MEETING
OF BOARD OF DIRECTORS OF
(Name of Nonprofit Corporation)**

Pursuant to Florida Statutes § 617.0821, the undersigned, being all of the Directors of (Name of Nonprofit Corporation), a Florida nonprofit corporation, hereby unanimously take the following actions, unanimously adopt the following resolutions without a meeting, and unanimously consent to the following actions in lieu of holding a meeting of the Board of Directors, and this action is effective on the ____ day of _____, 20____:

***Insert Resolutions Here:**

Resolved, that _____

Signatures of All Directors:

_____ Date: _____
(Director A)

_____ Date: _____
(Director B)

_____ Date: _____
(Director C)

_____ Date: _____
(Director D)

_____ Date: _____
(Director E)

_____ Date: _____
(Director F)

REMINDERS

HOW TO SET UP AND USE A REMINDER SYSTEM

The purpose of a reminder system is to monitor the existence and meeting of deadlines. Other names for reminder systems are “ticklers” and “docket control” systems.

In order to work, all lawyers and staff must be involved in the operation of the system to be sure that all deadlines are entered and reviewed on a daily basis.

Most practice management systems on computers or online today include a reminder or docket control system. In addition, the primary office tools of Microsoft, Google and Apple include reminder systems.

Regardless of the type of reminder system used, it is imperative that some system be used. Studies have shown that the failure to meet deadlines results in more lawyer malpractice claims than any other error.

This book includes initial Reminders for the most common deadlines. The user should make additional Reminders for any deadlines that are not in this book.

LIST OF REMINDERS

- Reminder 1. Received Reservation of Corporate Name from Department of State? (optional)
- Reminder 2. Received certified copy of Articles of Incorporation from Department of State?
- Reminder 3. Received IRS tax identification number?
- Reminder 4. Received corporate kit from supplier?
- Reminder 5. Client set appointment for Organizational Meeting?
- Reminder 6. IRS Form 1023 Application for Recognition of Exemption to be filed with IRS. (optional)
- Reminder 7. Received financial information from accountant to complete Organizational Minutes?
- Reminder 8. IRS received Form 1023 application? (optional)
- Reminder 9. Received IRS recognition of tax exemption? (optional)
- Reminder 10. Received affidavit of newspaper that fictitious name notice was published? (optional)
- Reminder 11. Received filed Application for Registration of Fictitious Name from State? (optional)
- Reminder 12. Send Quarterly Corporation Action Report to client with Letter.
- Reminder 13. Received Quarterly Corporation Action Report from client?
- Reminder 14. Received signed Special Meeting Minutes & other documents from client?
- Reminder 15. Send Letter to client to set appointment for Annual Meeting.
- Reminder 16. Client set appointment for Annual Meeting?
- Reminder 17. Received signed Annual Meeting Minutes & other documents from client?

Reminder 18. Send Letter to client to send us copy of Annual Report or instruct us to file Annual Report.

Reminder 19. Received copy of Annual Report from client or client instruct lawyer to file Annual Report?

Reminder 20. Received filed Annual Report with Secretary of State?

PROCEDURES

PROCEDURES FOR PERFORMING CERTAIN STEPS IN CHECKLISTS

Procedure 1 — Opening Office Files

There are four basic types of law practice management systems in use today for maintaining case files and records:

A. Legacy paper-based systems that use paper file folders and filing cabinets. These have been in use for over a hundred years and are still in use by many lawyers and law firms.

B. Paperless computer-based systems that use computer files and computer file folders without any paper files. These have been in use for the last two decades, and their value has become more important as a result of the COVID-19 pandemic.

C. Paperless online systems that can be accessed by Internet and do not necessarily maintain files on local computers. Examples are Clio, Cosmolex, Practice Panther, MyCase, Rocket Matter, and others. These have become more prevalent in the last decade, but are not yet used by the majority of lawyers.

D. Hybrid systems that combine one or more of the above.

Because of the variety of practice management systems, this book refers to the legacy paper-based method of practice management because it can be easily correlated to a paperless or hybrid system. With that in mind, here is the process for opening office files for a new corporation client:

The office files for a corporate client consist of a general file and a minutes/documents file. The general file will contain on the right side all correspondence, bills, research and miscellaneous matter. The general file will contain on the left side all Fact Sheets and Checklists for that client. The general file may also include on the left side the Corporation Directory and the Corporation Status Sheet (see Procedure 9).

The minutes/documents file contains on the right side copies of all of the minutes of the corporation and on the left side copies of the documents of the corporation. The minutes/documents file should be an exact duplicate of the corporation's minute book and documents book (see Procedure 13).

The file folders should be study kraft folders with Acco fasteners pre-fastened. Each folder should be labeled with the name of the corporation and either "General File" or "Minutes/Documents File". The following additional steps should be completed: enter client and file

names in master index file of clients; set reminder for date by which documents must be typed; enter costs advanced and fees to be billed to client.

Procedure 2 — Checking Availability of Corporate Name

The Division of Corporations of the Florida Department of State maintains an online file of all corporations and other entities organized and registered in Florida.

F.S. § 617.0401 requires that the name of a new corporation be distinguishable from the names of all other entities or filings on file with the Department, except fictitious names and partnerships (see Law Reference for Article 1 of Document Form # 101 Articles of Incorporation).

Therefore, the availability of the name must be checked by searching the Division of Corporations website here: <https://dos.myflorida.com/sunbiz/search/>.

All three names listed on Fact Sheet I should be checked, and the first one available should be circled. If any of the names checked is already in use, full information should be obtained about the corporation using that name so that the client may investigate whether it is active and whether the name can be acquired; such information should include the date of incorporation, charter number, active or dissolved status, names and addresses of directors, officers and registered agent.

Procedure 3 — Reserving Corporate Name (Optional)

The client may want to reserve the name of the new corporation if someone else might claim it before the Articles of Incorporation can be signed and filed. See the Law Reference to Document Form # 150 Application To Reserve Corporate Name for an explanation of the law. The application letter must be signed and mailed to the Division of Corporations with a check for the proper filing fee (see "Fees of Division of Corporations" behind the How To Use tab). Reminder 1 should be set for two weeks for the Division to return a copy of the application indicating that the name is reserved.

Procedure 4 — Typing Part I (Incorporation) Documents

Fact Sheet I is arranged in the order of the Document Forms to be typed and includes all of the factual information necessary to fill in the blanks in the Document Forms. The Document Forms to be typed are the standard documents (except those which have been crossed out) and the optional documents which have been checked off by the lawyer. The variable information is shown in each Document Form by parentheses as follows: (Name of Variable Information).

Procedure 5 — [Reserved]

Procedure 6 — Meeting With Client To Sign Part I (Incorporation) Documents

Because the lawyer has already discussed the Articles of Incorporation and other documents with the client in completing Fact Sheet I, it is not usually necessary for the lawyer to be present when the client signs them. The documents are fairly simple and clear (unlike the Organizational Meeting documents which are more complex and need explanation), and the legal assistant can save the lawyer's time (and save the client the lawyer's expense) by meeting with the client to have these documents signed. The legal assistant can even review the engagement letter with the client because the lawyer would have reviewed the fee and other terms of the engagement in the initial conference while completing Fact Sheet I. The legal assistant should collect the fee retainer and cost deposit from the client at this time if it was not paid at the initial conference (see Law Reference to Document Form #104 Engagement Letter to Client). The original and two copies of the Articles of Incorporation should be fully signed.

Procedure 7 — Filing Part I (Incorporation) Documents With State

The Articles of Incorporation must be filed with the Division of Corporations of the Florida Department of State for the existence of the corporation to commence. There are three ways to do this (see <https://dos.myflorida.com/sunbiz/forms/corporations/>):

A. **Paper by U.S. Mail.** This is the method presumed by this book. The proper filing fee should be enclosed (see "Fees of Division of Corporations" behind the How To Use tab). A signed copy of the Articles should be sent with the original Articles; the State will date-stamp the copy and attach a certification that it is a certified copy; this copy will be filed in the Documents Book of the corporation (see Procedure 13). Reminder 2 should be set for two weeks for the certified copy to be received from the State. An extra signed copy of the Articles should be kept in the file when sending the original and signed copy to the State in case those sent are lost.

B. **Paper by FedEx, UPS or Courier.** This method is the same as by U.S. Mail, except that it might be quicker than the U.S. Mail, and it can provide proof of delivery.

C. **Paper by Fax.** This is the quickest method, but it requires having a Prepaid Sunbiz E-File Account. Otherwise, it is the same as filing by mail or courier.

D. **Electronically Online.** This method requires use of a very basic form of articles of incorporation instead of the form in this book.

The State's processing times for articles of incorporation varies, but can be viewed here: <https://dos.myflorida.com/sunbiz/document-processing-dates/>.

The articles of incorporation will appear by searching for the new corporation's name online here when they have been processed: <https://dos.myflorida.com/sunbiz/search/> .

Procedure 8 — Filing IRS Form SS-4 Employer Identification Number

If the client has an accountant, then it is best to ask the accountant to prepare and file this form because it is a tax form rather than a legal form. The accountant can be asked to send a copy to the attorney before it is filed so that the attorney can confirm the correct spelling of the corporate name (it must be identical to the articles of incorporation).

The original of this form should be sent to the Internal Revenue Service with its cover letter (Document #106) as soon as the corporation's articles of incorporation have been filed by the Florida Division of Corporations. A photocopy of the form should be filed in the client's general file.

An alternative is for the client to apply online for the employer identification number at the IRS website here: <https://www.irs.gov/businesses/small-businesses-self-employed/apply-for-an-employer-identification-number-ein-online> .

The above website also explains how to apply by fax or phone.

Procedure 9 — Keeping Corporation Directory and Corporation Status Sheet

The Corporation Directory (Document Form #108) and Corporation Status Sheet (Document Form #109) should be kept in a 3-ring notebook of corporate clients (or in a paperless electronic file of all corporate clients). The Directory and Status Sheet for each client should be filed alphabetically by the name of the corporation for easy reference. A copy of the Directory and Status Sheet may be placed in the client's file, but there is an advantage in keeping only one Directory and Status Sheet, in the 3-ring notebook, in that it might avoid mistakes in updating them. The Directory and Status Sheet should be prepared when the Articles of Incorporation are typed and should be continuously updated whenever there is a change or additional information, such as after the Organizational Meeting, annual meetings and special meetings. Also see the Law Reference to these two forms.

Procedure 10 — Meeting With Directors at Organizational Meeting (Fact Sheet II)

The organizational meeting of the board of directors is usually an informal meeting. Fact Sheet II is a fairly detailed checklist of what should be done at the organizational meeting. The list in Fact Sheet I of Codenames of the persons involved in the corporation can be used again to save time in completing Fact Sheet II. (Codenames could be as simple as initials instead of full names.) The information for the standard resolutions must be completed.

Because this is the first meeting with the client regarding operation of the new corporation and because most of the meeting consists of the rendering of legal advice, the lawyer should conduct the meeting rather than a legal assistant. The lawyer should discuss with the client in detail the operations and activities of the nonprofit corporation so that potential legal problems can be discussed and possibly avoided. The client will appreciate this concern with prevention because it will save it the expense of legal fees that could occur if potential problems had not been detected.

Procedure 11 — IRS Form 1023 Application for Recognition of Tax Exemption (Optional)

Forming a nonprofit corporation under Florida Statutes Chapter 617 does not automatically make the corporation a tax exempt entity. There are various exemptions under Florida and federal tax laws, many of which require that a corporation be formed as a nonprofit corporation to qualify. But, formation of the nonprofit corporation is the first step. Generally, the new nonprofit corporation must also file separate applications for Florida and federal tax exemptions.

There are many requirements which must be met to qualify for tax exemptions. Becoming exempt from some taxes does not automatically mean exemption from other taxes. These requirements are beyond the scope of this book. The client's accountant should be asked to advise the client regarding applicable taxes and exemptions.

The purpose of IRS Form 1023 is to apply to IRS for recognition of the corporation as an exempt entity under Section 501(c)(3) of the Internal Revenue Code. This is a form that the client's accountant should be asked to prepare and file. The accountant can be asked to send a copy to the attorney before it is filed so that the attorney can confirm the correct spelling of the corporate name (it must be identical to the articles of incorporation).

This form must be filed electronically online. See Document Form # 254 IRS Form 1023 Application for Recognition of Exemption for links to IRS websites with further information.

Procedure 12 — Typing Part II (Organizational Meeting) Documents

The procedure for typing these documents is similar to that for Part I incorporation documents (see Procedure 4). Thus, the documents should be typed in a batch. Fact Sheet II lists the standard and optional documents to be typed as well as the variable information to be typed into the documents' blanks. Because the minutes and documents will be filed into the Minutes Book and the Documents Book, which are letter-size, all of the documents should be typed on letter-size paper (see Procedure 13). There are a number of blanks in the documents which require information to be supplied by the corporation's accountant.

Procedure 13 — Assembling Minutes and Documents Books

This step is one of the most important in the entire incorporation process because it shows the product of all the legal work performed. If this end product does not appear professional and business-like, then regardless of how well-worded the documents are and how accurately the work was performed, the client will only see a sloppy product. Therefore, all paper and record books should be of high quality. For information about corporation record books and kits, see "Useful Supplies and Equipment" in the How To Use section.

Because the corporate kit is usually printed by a vendor, it is important that the printing on the membership certificates and corporate seal is checked to be sure that all information is correct and not misspelled. (The name of the corporation should be exactly as it appears in the articles of incorporation.)

The original minutes and documents that have been typed should be placed into the books in the order in which they are listed on the List of Document Forms behind the Document Forms tab (in the order of their Document Form numbers). The Table of Contents of the two books should then be completed.

The Minutes and Documents Books of the corporation can be kept in the lawyer's office because it is less likely that the Books will become disorganized or out of date. The lawyer's staff should be organized and should understand the importance of keeping the Books current at all times. One can never predict when the IRS may audit the corporation and request to examine the corporation's Minute Book or when another party may do so in litigation.

The lawyer should give the client a copy of all minutes and documents bound in a nice binder (see Procedure 19).

Procedure 14 — Meeting Client To Sign Part II (Organizational Meeting) Documents

The Minutes and Documents Books which are the product of Part II contain many complex documents which might confuse clients if the documents were just mailed to them for signatures. Because these documents are the tangible product of the lawyer's work, it is important that the lawyer review them with and explain them to the client. It is most convenient to have the client sign each document as it is reviewed. This also avoids the frequent problem of mailed documents that are lost or not fully signed.

An alternative procedure would be to email the documents to the client to sign electronically using a service such as DocuSign or Citrix RightSignature.

This could be done during a video conference on Zoom, Microsoft Teams, Apple FaceTime, or other services.

During this meeting, the lawyer should also review with the client the Letter To Client After Incorporation (Document Form #215), which explains the legal necessity for annual meetings and Annual Reports to the State. It also explains the process for maintenance of the corporation by use of the Quarterly Corporation Action Reports (Document Form #400). A blank Quarterly Report should be given to the client at this meeting so that the client can complete it during the present quarter.

The letter also explains how contracts and other documents should be signed on behalf of the corporation to avoid personal liability to the individual signing. The client should also be told that the accountant is responsible for setting up the accounting books and filing tax returns.

Finally, the client should be given a "request for reimbursement" form with instructions for its use (see Law Reference to Document Form #218 Employee's Request For Reimbursement From Corporation).

Procedure 15 — Registering Fictitious Name (Optional)

See the Law Reference to Document Form #256 Notice of Fictitious Name for an explanation of the reason for registration. The requirements of the statute should be followed closely.

The Notice of Fictitious Name (Document Form #256) should be sent to the newspaper with the Letter To Newspaper To Publish Fictitious Name (Document Form #257). The newspaper must be one which meets the statutory requirements for a newspaper publishing legal notices. The newspaper will usually send the law office a copy of the publication, which should be checked by the lawyer or legal assistant for errors. After publishing, the newspaper will send the law office an affidavit with a clipping of the notice as proof that it has been published properly.

The Application for Registration of Fictitious Name (Document Form #258) should be filled in and sent to the Florida Division of Corporations with the correct filing fee. This can be fax filed if the lawyer has a Prepaid Sunbiz E-File Account.

As an alternative, this can be filed online here: <https://dos.myflorida.com/sunbiz/forms/fictitious-name/>.

A copy of the filed Application should be sent to the client, a copy should be placed in the corporation Documents Book and another copy should be placed in the minutes/documents file.

Procedure 16— Paying Documentary Stamps and Affixing Corporate Seal

After all of the documents in the Minutes and Documents Books have been signed, documentary stamps taxes should be paid on any promissory notes and any other taxable documents, as

required by law. The client's accountant should be asked to assist the client in doing this because it is a tax matter rather than a legal matter.

The corporate seal should be affixed to each document in the Minutes and Documents Book that indicates a seal should be affixed.

Procedure 17 — Holding Annual Meetings of Members and Directors

The annual meetings of members and directors are usually informal. It is sometimes helpful to prepare an agenda and script for the chairman if there are many members. Notices of the meetings need not be sent if a call and waiver of notice is signed by all of the members and directors (see Document Forms #301 and #302). A form notice of meeting is provided in this book (see Document Form #700) in case it is needed.

The annual meetings need not be held at any certain time as long as they are held annually and in accordance with the Bylaws. Sometimes it is convenient to meet annually during the last month of the corporation's fiscal year in order to make decisions regarding employee compensation and benefits. It may be convenient to hold the meetings two or three months after the end of the fiscal year so that the previous year's financial statements will be available to review at the meeting. The most important concern is that the annual meetings be held and not be put off.

The lawyer should meet with the client for the annual meeting because it involves the rendering of legal advice. Fact Sheet III should be completed during the annual meeting; it contains a checklist of the optional resolutions that were listed on Fact Sheet II, plus additional resolutions which may be adopted. The selection of a resolution automatically chooses the resolution paragraph from Document Form #600 to be typed in the minutes of the meeting, just as it did when using Fact Sheet II for the organizational meeting. The blank at the end of the list of optional resolutions should be checked if additional resolutions have been drafted and attached to Fact Sheet III. The standard documents listed at the end of Fact Sheet III will be typed unless they are crossed out; the optional documents desired should be checked from the list below the standard documents' list.

The annual meetings provide a good opportunity to discuss with the client the advantages of a pledge agreement, lease agreement, and other legal documents that may not have been needed at the time of the organizational meeting. These are listed with the optional resolutions on Fact Sheet III.

Procedure 18 — Typing Part III (Annual Meeting) Documents

This procedure is similar to Procedures 4 (Incorporation) and 12 (Organizational Meeting), which should be referred to. Fact Sheet III lists the standard and optional documents to be typed and contains all of the information necessary to fill in the blanks. If the options for amending the

Articles of Incorporation or Bylaws or for changing the registered agent or office have been selected, see the applicable procedure in Procedures 21, 22 or 23.

Procedure 19 — Sending Copies of Minutes and Documents to Client

The client's copies of major documents, such as organizational meeting minutes, corporate documents, annual meeting minutes, special meeting minutes and other documents prepared for the corporation, should be of high quality and neatly bound (see "Useful Supplies and Equipment" behind the How To Use tab for a suggested binder). These documents are the tangible evidence to the client of the lawyer's effort and should reflect the highest competence and professionalism. Copies should also be sent to the other persons listed in the Corporation Directory to receive copies of documents, including the accountant, if so indicated.

A copy of every letter and document received or prepared in the client's behalf should also be filed in either the general file or the minutes/documents file. When documents to be signed are sent to the client with the client's copies of the documents, notes should be attached designating which documents should be signed and returned and which should be kept.

Procedure 20 — Following Up After Annual and Special Meetings

After the client returns the signed minutes of an annual or special meeting, the following should always be done: the Corporation Directory (#108) and Status Sheet (#109) should be updated (See Procedure 9); the List of Current Officers and Directors (#208) should be updated; the Tables of Contents of the Minutes and Documents Books should be updated; the corporate seal should be affixed wherever a document indicates it is to be affixed; the corporation's Minutes and Documents Books and the office files should be checked to be sure that all work has been done.

Procedure 21 — Amending Articles of Incorporation (Optional)

See the Law Reference to Document Form #703 Articles of Amendment To Articles of Incorporation for an explanation of the legal requirements for amending the Articles. After the corporation's members and directors have approved the amendment, the Articles of Amendment are signed and filed with the Division of Corporations of the Florida Department of State. The procedure is similar to that for filing Articles of Incorporation; a signed copy of the Articles of Amendment should accompany the signed original so that the State can date-stamp it, attach a certification and return it to the law office for filing in the Documents Book. The filing fee should also be sent to the State (see "Fees of Division of Corporations" behind the How To Use tab). The Corporation Status Sheet should be updated after amending the Articles of Incorporation. If the Articles of Incorporation are amended to change the name of the corporation, the availability of the corporate name should be checked (see Procedure 2), the bylaws should be amended (see Procedure 22) and the List of Whom To Notify After Corporate Name Change (Document Form #704) should be sent to the client

Procedure 22 — Amending Bylaws (Optional)

The members and/or directors should take the appropriate action to amend the Bylaws in accordance with the Articles of Incorporation and Bylaws. The Amendment To Bylaws (Document Form #705) can then be prepared, signed and placed in the Documents Book. A copy should be sent to the client and other persons named on the Corporation Directory to receive copies, and a copy should be placed in the minutes/documents file. Amendments to bylaws are not filed with the State. The Corporation Status Sheet should be updated after amending the bylaws.

Procedure 23 — Changing Registered Office or Agent

The Statement of Change of Registered Office or Agent (Document Form #708, which is available from the Department of State; see "Useful Supplies and Equipment" behind the How To Use tab) should be filled in and signed by the registered agent (new one) and by an officer or director. The signed original should be sent with a signed copy to the Division of Corporations, Florida Department of State, with the proper filing fee (see "Fees of Division of Corporations" behind the How To Use tab). The State will return the copy date-stamped so that it can be filed in the Documents Book. Photo copies should be sent to the client and placed in the minutes/documents file.

Procedure 24 — Using the Quarterly Corporation Action Report

For an explanation of the purpose of this form, see the Law Reference to Document Form #400. This form is actually Fact Sheet IV, but it is designated a Document Form because it is filled in by the client.

To most efficiently manage a corporate practice, this form and its cover letter (Document Form #401 Letter To Client With Quarterly Corporation Action Report) should be sent to all corporation clients simultaneously at the beginning of each new calendar quarter (January, April, July and October). Reminder 12 should be set for each corporation client to remind the staff to send the forms and letters. It is important that they be sent timely because the client will be expecting this service, based on the previous discussions with the lawyer and previous letters.

The lawyer will review the Report when the client returns it and will decide which documents should be prepared from those listed on Checklist IV. The standard and optional documents are listed on the checklist rather than on the fact sheet. If the lawyer decides that special meeting minutes should be prepared, it will be necessary to determine the time and place of the meeting and fill them in on Checklist IV.

Procedure 25 — Typing Part IV (Special Meeting) Documents

This procedure is similar to Procedure 18 (Annual Meeting) except that the standard and optional documents are listed on Checklist IV instead of a fact sheet. There is no fact sheet for this part; there is a Quarterly Corporation Action Report which is filled in by the client instead.

Procedure 26 — Filing Annual Reports With Department of State (Part V)

The Law Reference to Document Form # 501 Annual Report To Department of State explains the legal requirements for this form. A reminder to file the form is usually sent by the State to all corporations in the month of January, but this should not be relied on because the corporation will be dissolved if the Annual Report is not timely filed whether or not the form was received.

Procedure 27 — Using Return Address Envelopes

Whenever a document is sent to the client for signature, a number 9 envelope with your address printed as the addressee can be included for the client's convenience. This will help assure the prompt return of the signed document. The envelopes can be printed in different colors to signify different types of matters. Their size is slightly smaller than the standard number 10 business envelope so that they fit into a number 10 without folding.

LAW REFERENCES

LAW REFERENCES TO DOCUMENT FORMS

The purpose of these Law References is to explain why the author included each Document Form in this book and to set forth the statutory basis for certain forms. For that reason, these Law References appear in the same order in which the Document Forms appear in the section of this book reserved for them. The Forms that require no explanation are omitted from these References.

Not For Profit Corporation vs. Nonprofit Corporation

Please note that Florida Statutes Chapter 617 is entitled the “Florida Not For Profit Corporation Act”, but entities formed under this law are generally called nonprofit corporations, instead of not for profit corporations.

An internet search seeking to find a difference between these terms will result in websites trying to explain the difference, but for most practical purposes, there is no difference. Instead, the persons who form and maintain nonprofit corporations need to become familiar with the terminology in the various federal, state, and local laws that apply to nonprofit corporations, whether they are identified by that term or another one.

A broader term is nonprofit organizations because it could include nonprofit entities that are not corporations. For example, a charitable trust can be a nonprofit organization, an unincorporated association can be a nonprofit organization, and a limited liability company (LLC) can be a nonprofit organization. This book relates only to nonprofit corporations because most nonprofit organizations are nonprofit corporations.

Law Reference to # 101 Articles of Incorporation

Statute: F.S. § 617.0202

This statute sets forth the minimum contents of the Articles of Incorporation as well as some of the optional contents. Document Form 101 is fairly simple because the Articles of Incorporation are usually written in broad language to avoid frequent amendments. Detailed provisions for internal corporate affairs are best left to the Bylaws and resolutions of the Board of Directors, which are not on public record and which can be changed by the corporation without filing an amendment with the State.

However, if the members or directors are likely to disagree over any matter, then that matter should be stated in the Articles of Incorporation to avoid a future dispute. Many provisions may be added to the Articles of Incorporation in addition to those shown in this Form, but the author has not found them to be necessary most of the time so they have been omitted.

Article 1. Corporate Name. F.S. § 617.0401 requires that the corporate name contain the word "corporation" or "incorporated" or one of the abbreviations to clearly indicate that it is a

corporation instead of a natural person, partnership, or other entity. The name cannot use the word “company”.

The name must also be distinguishable from the names of all other entities or filings on file with the Florida Department of State, unless the written consent of the other entity is filed with the Articles and the corporate name is such that it is not identical to the other name.

It is important to note that the filing of the Articles of Incorporation with a specific name does not include the adjudication of the legality of such use. Thus, a name to which another claims a federal or common law trademark should not be used in a corporate name without permission.

Article 3. Registered Agent and Office. F.S. § 617.0501 requires the appointment of an initial registered agent and initial registered office in the State of Florida. The registered agent's business address must be identical with the registered office. The Registered Agent must accept that position by signing the Articles.

Article 4. Not For Profit. This paragraph includes some wording that the client’s accountant might suggest be included for approval of tax exempt status.

Article 6. Purposes. F.S. § 617.0301 states the purposes for which Florida nonprofit corporations may be formed. The statute does not provide a purpose clause so the purpose must be stated in the articles of incorporation. Suggested wording for possible purposes is included in this form.

Article 7. Powers. Note that it is not necessary to enumerate the powers of the corporation because F.S. § 617.0302 grants corporations such broad powers that the restatement of them may in fact limit those powers. However, nonprofit corporations typically include a powers clause so a sample is included in this form.

Article 8. Limitation. This paragraph includes some wording that the client’s accountant might suggest be included for approval of tax exempt status.

Article 9. Tax Exempt Status. This paragraph includes some wording that the client’s accountant might suggest be included for approval of tax exempt status.

Article 10. Dissolution. This paragraph includes some wording that the client’s accountant might suggest be included for approval of tax exempt status.

Article 11. Members. F.S. § 617.0601 states that a Florida nonprofit may have members or may have no members. This book assumes that the nonprofit corporation will have members and that the members will elect the board of directors. However, it is possible to draft the articles of incorporation to provide that the corporation shall have no members and that the board of

directors elects the directors, such that the board is self-perpetuating instead of being elected by members.

Article 12. Board of Directors. F.S. § 617.01401 allows the articles of incorporation and bylaws to use the word “trustee” or the word “manager” in place of “director”. In fact, it allows the use of any other word for the persons vested with the management of the affairs of the corporation. This book uses the word “director”. F.S. § 617.0802 states the qualifications of the directors. F.S. § 617.0801 states the duties of directors. F.S. § 617.0830 states the general standards for directors. F.S. § 617.0803 requires that the board of directors consist of three or more individuals. Business corporations need at least one director, but nonprofit corporations need at least three.

Article 13. Officers. F.S. § 617.0840 requires that either the articles of incorporation or the bylaws describe the officers and how they are elected or appointed. It is not necessary that they be called president, vice president, secretary, treasurer, assistant secretary, assistant treasurer, etc., but it might avoid doubt regarding the power and authority of an officer if those terms are used for a new nonprofit corporation.

Article 14. Incorporators. F.S. § 617.02011 requires one or more persons act as incorporators by filing the articles of incorporation. In the past, three incorporators were required, but only one is required now, even though nonprofit corporations must have at least three directors.

Article 15. Bylaws. F.S. § 617.0206 requires that nonprofit corporations have bylaws and that the board of directors adopt the initial bylaws. This paragraph grants the members the power to amend the the bylaws, but it could state that the board of directors has that power.

Article 16. Amendment. The authority and procedure for amending the Articles of Incorporation are set forth in F.S. § 617.1001 and thereafter. This paragraph gives the members the authority to amend the articles, but it could be stated that the board of directors has that power.

Article 17. Indemnification. F.S. § 607.0850 through F.S. § 607.0859 of the Florida Business Corporation Act apply to Florida nonprofit corporations pursuant to F.S. § 617.0831 and grants them broad powers to indemnify their directors, officers, and certain others. The power need not be stated in the Articles of Incorporation for the corporation to have that power; however, the power is only permissive in that case. If the incorporators desire to make indemnification mandatory on the corporation, such a provision should be included in the Articles of Incorporation.

Article 18. Civil Liability Immunity. F.S. § 617.0834 grants immunity to certain officers and directors of certain tax exempt organizations. This paragraph is not necessary for that immunity, but its inclusion is intended to draw attention to that law.

Article 19. Management of Institutional Funds. F.S. § 617.2104 (Florida Uniform Prudent Management of Institutional Funds Act) regulates the manner in which Florida nonprofit corporations manage funds they hold for charitable purposes and sets forth standards of conduct. This paragraph is not necessary for that law to apply, but its inclusion is intended to draw attention to that law.

Manner of Execution. F.S. § 617.01201 requires that the Articles be signed by an incorporator.

Optional Article 1. Rights of Initial Directors. This particular provision is useful when all of the members intend to be directors. Without this provision, the members would not be required to elect each member as a director. Each member should sign the Articles of Incorporation if this provision is included.

Optional Article 2. Commencement of Corporate Existence. F.S. § 617.0203 authorizes a very useful method of forming a corporation quickly. Usually, the date corporate existence commences is the date the Articles of Incorporation are filed by the Department of State. However, the Articles of Incorporation may state that the date the Articles are signed is the date of commencement of corporate existence, as long as the Articles are filed with the Department of State within five (5) business days after the date signed.

Law Reference to # 102 IRS Form SS-4 Application for Employer Identification Number

This form is required even if the corporation will not have employees because this number is the identifying number of the corporation for all federal tax purposes. It should be applied for immediately upon incorporation so that it can be given to banks and others needing it. It is best if the corporation's accountant prepares and files this form.

Law Reference to # 104 Engagement Letter to Client

The primary purpose of this letter is to confirm the representation and the manner of determining fees and costs.

Law Reference to # 107 Letter to Client With Copy of Filed Articles

In addition to providing the client a copy of the filed Articles of Incorporation, this letter advises the client immediately upon incorporation that the State will dissolve the corporation if the client fails to file Annual Reports timely. This is important because filing those reports is absolutely necessary to maintain corporate existence, and the client might not know this.

Law Reference to # 108 Corporation Directory

The purpose of this Directory is to provide a convenient place to record the names and addresses of all those involved in the corporation. It should always be kept current.

Law Reference to # 109 Corporation Status Sheet

The purpose of the status sheet is to provide a convenient place to record certain details of the corporation which the lawyer may need to refer to later. It is a quick-reference checklist because it shows that Annual Reports have been filed and Annual Meetings have been held. It is also helpful because it lists the optional Document Forms which have been used. The best place to keep the Corporation Status Sheet and Corporation Directory is in an office notebook for all corporation clients. In that way, it is easy to review the status of all corporations by reviewing one notebook instead of many bulky files.

Law Reference to # 150 Application to Reserve Corporate Name (Optional)

Statute: F.S. § 617.05015

For a fee, the Department of State will reserve the exclusive use of a corporate name. The application must be signed by the person reserving the name. This procedure is useful when there will be a delay in having the Articles signed and filed, or when the clients have not finally decided to incorporate but want to reserve the name. The client can sign the application, but this form is set up for the attorney to sign the letter and reserve the name. The name is reserved for a period of 120 days and may not be renewed. The reservation may be transferred to another person by filing proper notice with the State.

Law Reference to # 151 Letter Thanking Referral (Optional)

A primary source of many new clients is referrals from other clients, businesses, friends or relatives. The lawyer should never forget to thank the person who refers a new client. Therefore, it is best to include a thank you letter as a form to use during incorporation. The letter can be supplemented by a personal telephone call or similar expression of appreciation. But the lawyer should avoid disclosing any confidential information in doing so. It may be sufficient to thank them for the referral without acknowledging that an attorney-client relationship was entered into and without providing any information regarding the matter.

Law Reference to # 200 Authentication of Minute Book

The purpose of this form is to formally identify the official Minute Book of the corporation. This form also makes the Documents Book a part of the Minute Book by the doctrine of incorporation by specific reference.

The author has found that if all of the legal documents that are prudent for a corporation to have are filed in the normal letter-size minute book, the book quickly becomes overstuffed, unwieldy and unorganized. Therefore, placing the Articles of Incorporation, Bylaws, leases and similar documents into a separate binder designated as the Documents Book, which is legally incorporated by reference into the Minute Book, may be a more practical way of dealing with this.

Law Reference to # 202 Minutes of Organizational Meeting

Statute: F.S. § 617.0205

This statute requires that an organizational meeting of directors be held to adopt bylaws, elect officers, and transact other business. It is not necessary for the incorporators to attend that meeting.

Call and Waiver of Notice. This form is both a call and a waiver of notice of the meeting. F.S. § 617.0205 authorizes the initial directors to call the organizational meeting, and F.S. § 617.0823 authorizes the waiving of notice.

Minutes. F.S. § 617.0840 requires assignment of an officer to keep minutes of meetings of its directors and members. F.S. § 617.1601 requires corporations to keep minutes of all meetings of its members, directors, and board committees. These minutes should be written with the understanding that they may be reviewed in the future in three important ways: in a dispute between members, directors or officers; in litigation with creditors or others against the corporation; and in audits by the Internal Revenue Service. This standard Document Form of organizational minutes contains the following provisions which are always included:

-Bylaws are adopted.

-A corporate seal is adopted. A seal is not actually necessary, but is authorized by F.S. § 617.0302 and is useful for affixing to deeds, signature cards, membership certificates, and other legal documents. The statute requires that the seal, if any, must contain the words “corporation not for profit”.

-A form of membership certificate is adopted.

-Officers are elected. F.S. § 617.0840 does not state the titles of required officers, but corporations usually have a president, a secretary, and a treasurer, at a minimum, and perhaps also have one or more vice presidents and assistant secretaries and assistant treasurers.

-Bank accounts are authorized.

-Application for employer ID number application is authorized.

-Tax year end is discussed. Unless there is a reason to elect a particular year end at the organizational meeting, it is best to leave that decision open until later since it could bind the corporation unnecessarily.

-Promoters' acts are ratified.

-Registered agent and office are confirmed by the directors.

-Optional resolutions are listed and discussed at # 600.

-Ratification of Minutes. The purpose of this form is to have each director formally consent and agree that the minutes are an accurate record of the proceedings.

Law Reference to # 203 Authentication of Documents Book

This form, like # 200 Authentication of Minute Book, formally identifies the official Documents Book of the corporation.

Law Reference to # 206 Bylaws

Statute: F.S.A. § 617.0206

This statute requires adoption of bylaws. The statutes affecting the usual provisions of nonprofit corporation bylaws are spread throughout Chapter 617. The statutes take precedence over the articles of incorporation and bylaws, and the articles of incorporation take precedence over the bylaws.

Law Reference to # 208 List of Current Officers and Directors

This form provides a page in the Documents Book that contains a list of the current officers and directors. The list should be kept current by updating after each meeting.

Law Reference to # 209 Bank Account Resolution and Signature Cards

When a corporation opens a bank account, the cards which the bank has the corporate officers sign usually contain a resolution and a certification to the bank that the resolution was adopted by the board of directors. Placing a copy of these signed bank resolution and signature cards in the Documents Book assures that the resolution is properly adopted. The bank's form of resolution is specifically referred to in the standard Minutes of Organizational Meeting.

Law Reference to # 210 IRS Employer Tax Identification Number

The Internal Revenue Service processes Document Form #102 IRS Form SS-4 by sending a notice of new employer identification number assigned to the address listed on the Form SS-4. That notice should be placed in the Documents Book because it is the corporation's official number for all federal tax purposes.

Law Reference to # 211 [Reserved]

Law Reference to # 212 Membership Register

Statute: F.S. § 617.1601

The purpose of this form is to comply with the above statute, which requires that the corporation keep a list of the names and addresses of all members in alphabetical order by class of voting members.

Law Reference to # 213 [Reserved]

Law Reference to # 214 Specimen Form of Membership Certificate

Statute: F.S. § 617.0601

The statute provides that memberships may, but need not, be represented by certificates. Florida nonprofit corporations do not have shares, stock, shareholders, or stockholders so stock certificates cannot be issued. This form is included to show a form of membership certificate. The membership certificate forms can be part of the corporate kit with the minute book and corporate seal, but there is no reason why they cannot be separately typed.

Law Reference to # 215 Letter to Client After Incorporation

Statutes: F.S. § 617.0701 annual meeting and F.S. § 617.1622 annual report

As the letter states, its purpose is to advise the client that annual meetings and annual reports are required by law. It also reminds the client again that the failure to file just one annual report with the Florida Department of State will cause the corporation to be involuntarily dissolved, which could subject the members to personal liability. The letter explains the process for quarterly reports and special meetings of the board of directors. In addition, the letter explains how officers should sign on behalf of the corporation and how they should be reimbursed by the corporation. It also states that the scope of the lawyer's duties does not include setting up the accounting books or tax returns of the corporation, which are to be handled by the corporation's accountant. Each of the matters in this letter is important for the client to understand and is, therefore, confirmed in writing.

Law Reference to # 216 [Reserved]

Law Reference to # 217 Bill For Incorporation

The purpose of this form is to show the client what services were provided by the lawyer and staff to form the corporation. If the client has been sent copies of all letters and documents prepared on its behalf, the client will already have a fairly good idea of the extent of work involved. The bill should remind the client of that by describing in detail what the lawyer and staff did. For these reasons, although this Form Document includes a number of optional paragraphs describing the work done to prepare the optional documents, the lawyer should personalize every bill to describe things done for that individual client in addition to the standard things.

Law Reference to # 218 Employee's Request for Reimbursement From Corporation

The purpose of this form is to make it simple for an officer or other employee to document expenses for reimbursement by the corporation. This form provides a method to systematically seek reimbursement for these items. The officer can purchase or charge items for the corporation personally and attach the sales or charge slips to the form with a list showing the date and purpose of the purchase. The corporation then treats the Request the same as any other invoice and writes the employee a check for reimbursement. The client should integrate this form into the corporation's accounting system by seeking and following advice from its accountant.

Law Reference to # 250 Whistleblower Protection Policy

This is an example of the type of policy required by the Sarbanes-Oxley Act. Compliance with the Act is outside the scope of this book.

Law Reference to # 251 Document Destruction and Retention Policy

This is an example of the type of policy required by the Sarbanes-Oxley Act. Compliance with the Act is outside the scope of this book.

Law Reference to # 252 Assignment of Rights by Incorporators

The purpose of this form is to avoid potential problems by having an incorporator sign an assignment to the corporation of any right the incorporator may have when the incorporator is not intended to be one of the members.

Law Reference to # 253 Promissory Note From Corporation

The purpose of this form is to document a loan made to the corporation. The note contains the simple provisions for a negotiable promissory note under the Florida Uniform Commercial Code, and includes an acceleration clause and attorneys fees.

When a note is signed by the corporation, there should be minutes of a meeting of the board of directors authorizing the borrowing of those funds and the execution of the note.

The client's accountant should be asked to assist the client in paying Florida documentary stamp tax on the note because it is a tax matter rather than a legal matter.

Law Reference to # 254 IRS Form 1023 Application for Recognition of Tax Exemption

Forming a nonprofit corporation under Florida Statutes Chapter 617 does not automatically make the corporation a tax exempt entity. There are various exemptions under Florida and federal tax laws, many of which require that a corporation be formed as a nonprofit corporation to qualify. But, formation of the nonprofit corporation is the first step. Generally, the new nonprofit corporation must also file separate applications for Florida and federal tax exemptions.

There are many requirements that must be met to qualify for tax exemptions. Becoming exempt from some taxes does not automatically confer exemption from other taxes. These requirements are beyond the scope of this book. The client's accountant should be asked to advise the client regarding applicable taxes and exemptions.

The purpose of IRS Form 1023 is to apply to IRS for recognition of the corporation as an exempt entity under Section 501(c)(3) of the Internal Revenue Code. This is a form that the client's accountant should be asked to prepare and file. The accountant can be asked to send a copy to the attorney before it is filed so that the attorney can confirm the correct spelling of the corporate name (it must be identical to the articles of incorporation).

This form must be filed electronically online. See Document Form # 254 IRS Form 1023 Application for Recognition of Exemption for links to IRS websites with further information.

Law Reference to # 255 Florida Solicitation of Contributions Registration Application

Statute: F.S. Chapter 496 Solicitation of Contributions Act

This state law generally requires charitable organizations to register before soliciting contributions.

“Charitable organizations” is broadly defined and includes “benevolent, educational, philanthropic, humane, scientific, artistic, patriotic, social welfare or advocacy, public health, environmental conservation, civic, or other eleemosynary purpose”.

While many nonprofit corporations are subject to this law and must register, there are certain exemptions from registration.

The law is complicated and beyond the scope of this book.

Legal advice should be obtained before registering or relying on an exemption from registration.

Some local governments in Florida have enacted their own local ordinances governing the solicitation for contributions, which is beyond the scope of this book and for which local legal advice should be obtained.

Law Reference to # 256 Notice of Fictitious Name

Statute: F.S. § 865.09

The Florida Fictitious Name Act requires anyone who engages in business under a fictitious name to register it with the Florida Division of Corporations after the proper notice has been published. A fictitious name is any name under which business is transacted other than the legal name. The statute defines business broadly to mean “any enterprise or venture in which a person sells, buys, exchanges, barter, deals, or represents the dealing in any thing or article of value, or renders services for compensation”. So, a nonprofit gift shop could fall under this definition. Thus, for a nonprofit corporation engaged in business, a fictitious name would be any name other than the exact name on its Articles of Incorporation. The notice must be published once in a legal newspaper. This Document Form is the notice which is published in the newspaper.

Law Reference to # 258 Application for Registration of Fictitious Name

Statute: F.S. § 865.09

This is the application for a corporation doing business under a fictitious name which must be filed with the Florida Division of Corporations.

Law Reference to # 260 Lease Agreement for Realty

This form provides for the rent and terms of the lease of real property to a corporation by a member, director, officer or other person related to the corporation. It is a net lease in that all expenses, including taxes, utilities, insurance and repairs, are to be paid by the corporate lessee.

The corporation’s accountant should assist the client with filing and paying any sales tax returns due as a result of the lease.

Law Reference to # 261 Assignment of Lease

The purpose for this form is basically the same as for the Lease Agreement for Realty: i.e., to document the fact that the corporation has assumed a lease entered into between a third party and a member, director, officer or other person related to the corporation. This form includes a written consent to be signed by the landlord because most leases contain a provision prohibiting assignment without consent. The form also includes an optional paragraph for the release of the original tenant from personal liability on the lease.

Law Reference to # 262 Lease Agreement for Personalty

This form has the same purpose as the two above. The personalty leased may consist of furniture, office equipment, machines, and other personal property that the members, directors, officers or others own and do not desire to sell or otherwise transfer title to the corporation. The rent for these items should be documented on Schedule "A" of this lease and should be paid pursuant to the lease. This is a net lease, also, because the corporate lessee must pay all expenses. The corporation's accountant should assist the client with filing and paying any sales taxes and returns due as a result of the lease.

Law Reference to # 263 Lease Agreement for Motor Vehicles

This form is very similar to the Lease Agreement for Personalty because motor vehicles are personal property. However, this form has additional provisions which relate specifically to motor vehicles, including provisions for maintenance; repairs, taxes, licenses and registration. Each vehicle should be described in detail and its monthly rent listed. If the same person leases all vehicles to the corporation, it may become subject to state laws regulating vehicle leasing. The corporation's accountant should assist the client with filing and paying any sales taxes and returns due as a result of the lease.

Law Reference to # 264 Pledge Agreement

The law and use of this form are beyond the scope of this book. This 2018 bar review article describes Florida case law on the subject: Thornton B. Henry and J. Grier Pressly III, "A Sermon on the Mount (Sinai): Enforceability of Charitable Pledges Against an Estate and Guidance for the Estate Planner and Benevolent Personal Representative", The Florida Bar Journal, February 2018.

Law Reference to # 265 Employment Agreement

This form documents the base salary and other terms of employment between the corporation and employees who are members, directors or officers of the corporation.

Law Reference to # 300 Letter to Client Re Annual Meeting

Statute: F.S. § 617.0701

The corporate formalities of holding meetings of members and directors, keeping minutes of those meetings and acting in all respects as an entity which can only act through its directors, officers and other agents, is very important in preventing attempts by a creditor to "pierce the corporate veil" or attempts by the IRS to declare the corporation a sham and to accuse the members of being the true operators. Thus, the lawyer should assist the corporate client in complying with those corporate formalities by reminding the client to hold annual meetings and preparing the minutes.

Law Reference to # 301 Minutes of Annual Meeting of Members

This Document Form consists of three parts:

Call and Waiver of Notice, which serves both as a call of the meeting and as a waiver of notice pursuant to F.S. § 617.0706. This form should be signed by all of the members.

Minutes, which state when and where the meeting was held, who was there, who presided and what business was conducted. At each annual meeting of members, the minimum business conducted should include a President's report and election of directors; these resolution paragraphs are in the standard minutes form. The remaining resolution paragraphs will be either chosen from the optional paragraphs in Document Form #600 or drafted by the lawyer.

Ratification, which states that each of the members ratifies and approves the minutes as being an accurate record of the meeting. It is prudent, but not legally required, that each Member sign this form.

Law Reference to # 302 Minutes of Annual Meeting of Directors

Statute: F.S. § 617.0820

This Document Form is arranged in the same manner as #301 Minutes of Annual Meeting of Members above. The waiver of notice is made pursuant to F.S. § 617.0823.

Law Reference to # 304 Bill for Annual Meeting and Minutes

See the Law Reference for #217 Bill for Incorporation above.

Law Reference to # 400 Quarterly Corporation Action Report

The purpose of this Report is best described in # 215 Letter To Client After Incorporation. This Report is a primary means of maintaining the validity of the corporation. Because corporations

can act only through their directors, officers and agents, it is important to keep thorough minutes of their actions. This can best be done if there is a method to record those actions in writing. This Report captures those actions because the lawyer gives the client this Report form in the last incorporation conference and asks the client to fill it in whenever anything listed on the Report occurs. At the end of the calendar quarter, a Reminder previously set will prompt the legal assistant to send a new Quarterly Corporation Action Report to the client and have the client return the last one. The lawyer will review the last Report and determine whether to prepare Minutes of a Special Meeting of Directors to document the corporation's actions during the last quarter. The lawyer will list on Checklist IV any other Document Forms to be typed. This procedure will avoid the inconvenience and expense of a client seeing the attorney for a corporate meeting quarterly and the inability of annual meetings to include all of the important corporate actions for the past year. As the Report form indicates at the bottom, the client should see the lawyer in person to discuss major actions, such as amending the Articles or bylaws or adopting an employee benefits plan.

Law Reference to # 402 Minutes of Special Meeting of Directors

Statute: F.S. § 617.0820

This form is set up in three parts in the same way as #302 Minutes of Annual Meeting of Directors. The optional resolution paragraphs to be used in the minutes are listed by number on the Quarterly Corporation Action Report. Thus, each corporate action corresponds to a specific resolution so that preparation of the minutes is simplified. Resolutions can be drafted for any actions not included in #600 Corporate Resolution Paragraphs.

Law Reference to # 404 Bill for Special Meeting of Directors Minutes

See Law Reference for # 217 Bill For Incorporation.

Law Reference to # 500 Letter to Client Re Annual Report to Department of State

The book's previous letters to the client have stressed the importance of filing Annual Reports with the Department of State to avoid being involuntarily dissolved (see # 107 Letter to Client With Copy of Filed Articles and # 215 Letter to Client After Incorporation). This letter is sent to the client in the month of January each year to remind the client that the Annual Report for that year must be filed by May 1. If the client wants the lawyer to file the Annual Report, then the steps in Checklist V should be followed.

Law Reference to # 501 Annual Report to Department of State

Statute: F.S. § 617.1622

This form, furnished by the Florida Department of State, should be prepared by the law firm if the client has so indicated. The information to be shown on the form is to be determined as of the date of filing. Failure to file the Annual Report will, in addition to causing involuntary dissolution of the corporation, preclude the corporation from maintaining or prosecuting any lawsuit in any court of the State until the Annual Report is filed and all fees and penalties are paid.

Law Reference to # 600 Corporate Resolution Paragraphs

This Document Form consists of optional resolution paragraphs to be used in the minutes of meetings of members and directors. The paragraphs are referred to by paragraph number in the Fact Sheets and Checklists. Each paragraph number begins with the number "6" so that it corresponds to this main Document Form number 600. The following is a discussion of those resolution paragraphs that need explanation:

601 Assignment by Incorporators. See Law Reference to Document # 252 Assignment of Rights by Incorporators.

602 Loans to Corporation. See Law Reference to Document # 253 Promissory Note from Corporation.

603 Corporate Borrowing Without Separate Board Approval. The purpose of this resolution is to avoid the possibility of the corporation's borrowing money without the approval of the board of directors. Most banks insist that a corporate resolution be provided as a requirement of closing on a loan. This is a resolution that is always available quickly and can be adopted in the organizational meeting.

604.1 and 604.2 IRS Form 1023 and Tax Exempt Status. See Law Reference to Document # 254 IRS Form 1023 Application for Recognition of Tax Exemption.

606 Licenses. The purpose of this resolution is to show that the directors discussed the types of licenses the corporation would need.

608 Insurance. This is similar to 608 Licenses but relates to insurance.

609 Fictitious Name. See Law Reference to Document #256 Notice of Fictitious Name.

610 Trademarks. Many clients are not aware of their rights with respect to the logos and trademarks which the corporation uses. The cost to develop and advertise those trademarks is often substantial, making it important that their rights be protected to the full extent of the law.

The best time to discuss this is during incorporation before the client incurs those trademark related expenses.

Trademark law is beyond the scope of this book so the lawyer should refer the client to an intellectual property lawyer if trademark law is not within the lawyer's expertise.

611 Copyrights. This resolution is similar to 610 Trademarks but is for copyrights.

Copyright law is beyond the scope of this book so the lawyer should refer the client to an intellectual property lawyer if copyright law is not within the lawyer's expertise.

612, 613, 614, 615, 616, 617 Lease and Purchase of Real Property, Personal Property and Motor Vehicles. See the Law References to Documents # 260 through 263.

618 Legal Forms. A good time to review the client's need for specific legal forms (contracts, purchase orders, etc.) is during the incorporation process.

619 Pledge Agreement. See Law Reference to Document # 264 Pledge Agreement.

620 Florida Solicitation of Contributions Registration. See Law Reference to Document # 255 Florida Solicitation of Contributions Registration Application.

621 Employment Agreement. See Law Reference to Document # 265 Employment Agreement.

622 Compensation. Sometimes, the client does not desire an employment agreement but would like to set base salaries by resolution. This resolution does that.

623 Whistleblower Protection Policy. See Law Reference to Document # 250 Whistleblower Protection Policy.

624 Document Destruction and Retention Policy. See Law Reference to Document # 251 Document Destruction and Retention Policy.

Law Reference to # 700 Notice of Meeting

Statutes: F.S. § 617.0701 and F.S. § 617.0822

This miscellaneous form is included because there are times when one or more members or directors are unwilling to sign a waiver of notice. This notice of meeting should be sent within the time required by the statutes and the bylaws.

Law Reference to # 701 Minutes of Special Meeting of Members

This form is included to provide a sample for the minutes for such a meeting. Several examples of when a special meeting of members might be required are as follows: articles amendment, merger, sale of substantially all assets, dissolution.

Law Reference to # 702 Proxy

Statute: F.S. § 617.0721

A proxy is a person appointed by a member to take its place at a meeting and to vote for the member. Every member is entitled by statute to vote by proxy unless the articles of incorporation or the bylaws provide otherwise. The proxy is also the name of the instrument appointing the proxy. Note that a director may not appoint a proxy to take the director's place and vote at meetings of the board of directors because the office of director is a fiduciary position for which appointment of a proxy would likely constitute a violation of a duty to the corporation.

Law Reference to # 703 Articles of Amendment to Articles of Incorporation

Statutes: F.S. § 617.1001 through F.S. § 617.1009

The statutes authorize the amendment to the Articles of Incorporation and set forth the procedure. The statutes set forth the required contents of the Articles of Amendment, which must be filed with the Department of State with the proper filing fee.

Law Reference to # 704 List of Whom to Notify After Corporate Name Change

This is a list to be sent to the client after the Articles of Incorporation have been amended to change the name of the corporation.

Law Reference to # 705 Amendment to Bylaws

Statute: F.S. § 617.0206

This is an example of the form of an amendment to the bylaws. This should not be filed with the Department of State but should be placed in the Documents Book.

Law Reference to # 708 Statement of Change of Registered Office or Agent

Statute: F.S. § 617.0502

The statute requires that this form be filed with the Department of State whenever the registered agent or office is changed.

Law Reference to # 709 Written Action by Consent in Lieu of Meeting of Members

Statute: F.S. § 617.0701

This statute allows the members to adopt resolutions without a meeting if sufficient members sign a written consent. The statute does not specifically require unanimous consent of members. Instead, it depends on how many members are required by the articles of incorporation or bylaws to approve the action. This document should be placed in the Minute Book because it acts in place of a meeting vote. Further procedures are set forth in the statute.

Law Reference to # 710 Unanimous Written Action by Consent in Lieu of Meeting of Board of Directors

Statute: F.S. § 617.0821

This statute allows the board of directors to adopt resolutions without a meeting if all of the directors sign a written consent. Less than unanimous consent is not sufficient. This document should be placed in the Minute Book because it acts in place of a meeting vote.

END OF EBOOK