

ARTICLES OF INCORPORATION

THE FLORIDA COUNCIL ON CRIME AND DELINQUENCY, INC.

(CONSTITUTION)

(Approved and filed, Secretary of State, May 15, 1964)
(Revision filed, Secretary of State, September 1973)
(Revision filed, Secretary of State, October 1976)
(Nominal amendment creating President-Elect, July 15, 1977,
not filed with Secretary of State)
(Revision approved by membership at the Annual Meeting July 30, 1993)
(Revision approved at Annual Meeting 9/2/05)
(Revision approved at Annual Meeting 10/6/06)
(Revision filed, Secretary of State, September 2011)
(Revision approved at Annual Meeting 8/27/2015)
(Revision approved at Annual Meeting 8/30/2018)
(Revision approved at Board Meeting 5/22/2025)
(Revision approved at Board Meeting 9/8/2025)

We the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida, applicable for corporation not for profit (Chapter 617, Florida Statutes 1963) under the following proposed charter.

ARTICLE I

(Name)

The name of this organization shall be The Florida Council on Crime and Delinquency, Inc. The principal place of business shall be the office of the currently appointed Executive Director of the Council. The mailing address of the Council shall be:

P. O. Box 91414
Lakeland, FL 33804-1414

ARTICLE II

(Purpose)

Said Corporation is organized exclusively for educational purposes including, for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

The general nature of the purposes of the Corporation shall be:

- (1) To provide a mechanism for a meaningful interchange of information and ideas between the disciplines of the criminal justice system in the State of Florida;
- (2) To keep the citizenry of Florida informed and educated as to purposes, goals, achievements, and problems of the criminal justice system;
- (3) To solicit volunteer citizen involvement;
- (4) To promote high standards of professional practice in the criminal justice system;
- (5) To conduct Chapter, Sectional, and State level seminars, workshops, institutes, and other training programs for criminal justice practitioners;
- (6) To receive public or private gifts, grants, or donations to further the purpose enumerated in this Article;
- (7) To provide, through its Board of Directors, advisory or consultant services to any unit of government, public or private agency, or any organization requesting such services. Any fees derived from said services will be utilized by the Council for further extension of its services.

ARTICLE III

(Membership)

Membership shall be composed of persons interested in the purposes of the Council who are members in good standing. Members in good standing are those who are current in their dues and who have been so certified by the Council Treasurer.

ARTICLE IV

(Term)

This corporation shall have perpetual existence.

ARTICLE V

(Subscribers)

Names and residences of current subscribers are as follows:

Michelle Whitworth,
President
P.O. Box 91414
Lakeland, FL 33804-1414

Sara Zamora-Baldrige,
President-Elect
P.O. Box 91414
Lakeland, FL 33804-1414

Tyler McIntosh,
Treasurer
P.O. Box 91414
Lakeland, FL 33804-1414

Angela Gordon,
Secretary
P.O. Box 91414
Lakeland, FL 33804-1414

ARTICLE VI

(Officers)

The officers of the Council shall consist of a President, President-Elect, Treasurer, and Secretary. The President (President-Elect), Treasurer, and Secretary shall be elected using a balloting process to the general membership. The candidate(s) for each office receiving the most votes will be appointed and announced at the Annual Meeting of the Council. The officers shall be installed and assume their positions and responsibilities on October 1, following the Annual Meeting of the Council and shall serve until their successors are elected and installed. Voting procedures will be directed by the President.

ARTICLE VII
(Officers and Board of Directors)

- (1) There shall be a Board of Directors who are to manage all affairs of the Council under the bylaws of this Corporation. The Board shall consist of: President, President-Elect, Treasurer, Secretary, the immediate Past-President, President of each Chapter, and past State Presidents. The President of the Council shall be authorized to call or designate meetings of the Board of Directors as necessary.
- (2) The Board of Directors may fill a vacancy occurring among the officers of the Council at any meeting of the Board. Any persons thusly appointed will serve in that capacity until a member is elected and installed.
- (3) At least 40% of the members of the Board, who are Chapter Presidents, shall constitute a quorum for the transaction of business, upon due notification of all members of the Board of Directors.
- (4) A Chapter President may designate a member in good standing from their respective Chapter to act as a member of the Board of Directors in their behalf at Board Meetings which they are unable to attend. A written authorization shall be submitted to the State President of any such representation.

ARTICLE VIII
(By-Laws)

The by-laws of this corporation are to be made, altered, or rescinded upon a two-thirds majority vote of all the voting members of the Board of Directors present at any meeting of the Board of Directors with at least thirty (30) days prior notice that By-Laws will be discussed, and possibly made, altered or rescinded.

ARTICLE IX
(Chapters)

This corporation shall establish geographical chapters as they are needed and qualify as provided for in the by-laws of the Corporation. The treasurer shall be authorized to remit to the Chapter that portion of the dues provided for in the by-laws of this Corporation.

ARTICLE X
(Amendments)

These articles of Incorporation are to be made, altered or rescinded upon a two-thirds (2/3) majority vote of all the voting members of the Board of Directors and members present at any meeting of the Board of Directors with at least thirty (30) days prior notice that Articles of Incorporations will be discussed and/or acted upon. With exception, Article V, the subscribers shall be updated with the results of the officers of the Council elections at the Annual General Meeting of the Council and their installation on October 1st.

ARTICLE XI (Affiliation)

This organization shall strive through coordination and affiliation to cooperate with other organizations and professions dealing with Criminal Justice Systems throughout Florida and the United States of America.

ARTICLE XII (Restrictions)

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, trustees, 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 purposes set forth in Article II hereof.

The Corporation shall not participate in or intervene in any political campaign on behalf of any specific candidate for political office, with the exception that the Corporation may offer support, advise, counsel, and criticism resolutions for or against specific identifiable legislative issues which, in the opinion of the Board of Directors, would have an effect on the criminal justice system, process, or operations in the state of Florida.

Notwithstanding any other provisions 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 Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United Internal Revenue law).

ARTICLE XIII

(Dissolution of the Corporation)

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization organized and operated exclusively for charitable, educational, religious, or scientific purposes and shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine.

Any such assets not so disposed of shall be disposed of by the Circuit Court 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.

In witness whereof, we, the undersigned subscribers, have hereunto set our hands and seals this 22nd day of May 2025.

Michelle Whitworth

Sara Zamora-Baldrige

Tyler McIntosh

Angela Gordon

STATE OF FLORIDA)
)
COUNTY OF Orange)

Before me, a Notary Public, personally appeared the above named persons known to me to be the subscribers to the foregoing Articles of incorporation and acknowledged before me that they executed the same for the purposes therein set forth.

Witness my hand and seal this _____ day of _____, 2025.