

Resolution No. 2021-3

RESOLUTION

A RESOLUTION OF THE MANATEE COUNTY MOSQUITO CONTROL DISTRICT BOARD OF COMMISSIONERS AUTHORIZING THE INCORPORATION OF THE MANATEE COUNTY MOSQUITO CONTROL DISTRICT LEASING CORPORATION; APPOINTING MEMBERS OF THE BOARD AS MEMBERS OF THE BOARD OF DIRECTORS OF THE CORPORATION; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the Manatee County Mosquito Control District (the "District") has from time to time the need and/or desire to finance the acquisition, construction, and equipping of certain capital improvements and facilities (each, a "Project").

WHEREAS, one appropriate way of financing costs of certain Projects is pursuant to the lease-purchase of such Projects through a validly existing and organized single purpose, not-for-profit corporation established pursuant to Chapter 617, Florida Statutes (the "Act").

WHEREAS, in order to utilize the lease-purchase financing option authorized under Florida law, it is necessary and desirable to create the Manatee County Mosquito Control District Leasing Corporation (the "Corporation") pursuant to the Act in order to lease-purchase Projects from time to time, whether pursuant to a master lease-purchase program or individual lease-purchase agreements with the Corporation.

NOW, THEREFORE, BE IT RESOLVED by the Manatee County Mosquito Control District Board of Commissioners that:

SECTION 1. INCORPORATION OF CORPORATION. The Chairman of the Board and the Director of the District, or their designees, and Nabors, Giblin & Nickerson, P.A., Special Counsel to the District, are hereby authorized and directed to incorporate the Corporation through the filing of the Articles of Incorporation, substantially in the form attached hereto as Exhibit A, with the State of Florida, and to take such other actions required by the Act for the valid incorporation of the Corporation. The members of the Board are hereby authorized and appointed to act as members of the Corporation's Board of Directors unless any member of the Board chooses not to act in such capacity.

SECTION 2. SEVERABILITY AND INVALID PROVISIONS. If any one or more of the covenants, agreements or provisions herein contained shall be held contrary to any express provision of law or contrary to the policy of express law, though not expressly prohibited or against public policy, or shall for any reason whatsoever be held invalid, then such covenants, agreements or provisions shall be null and void and shall be deemed separable from the remaining covenants, agreements or provisions and shall in no way affect the validity of any of the other provisions hereof.

SECTION 3. EFFECTIVE DATE. This resolution shall be effective immediately upon its adoption.

PASSED and **ADOPTED** in regular session by the Manatee County Mosquito Control District Board of Commissioners this 10th day of June, 2021.

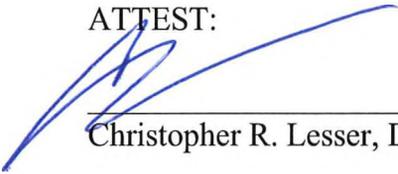
MANATEE COUNTY MOSQUITO
CONTROL DISTRICT

(SEAL)

By: 

Ralph C. Garrison, Chairman

ATTEST:

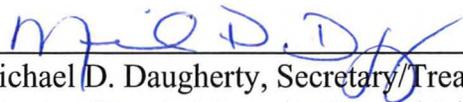


Christopher R. Lesser, Director

STATE OF FLORIDA
COUNTY OF MANATEE

I, the undersigned authority of Manatee County Mosquito Control District, hereby certify that the Board of Commissioners of said District adopted **Resolution No. 2021-3** at its regular meeting of the Board held on June 10, 2021, at which time there was a quorum present, being adopted unanimously, and further certify that the resolution is a true and accurate copy of said resolution.

IN WITNESS WHEREOF, I have hereunto set my hand this 10th day of June, 2021.



Michael D. Daugherty, Secretary/Treasurer
Manatee County Mosquito Control District

EXHIBIT A

ARTICLES OF INCORPORATION

ARTICLES OF INCORPORATION

OF

**MANATEE COUNTY MOSQUITO CONTROL DISTRICT
LEASING CORPORATION
(A NOT-FOR-PROFIT CORPORATION)**

In order to form a corporation under and in accordance with the provisions of the State of Florida for the formation of not-for-profit corporations, we, the undersigned, do hereby associate ourselves together as a corporation for the purpose and with the powers hereinafter set forth, and to accomplish that objective we do hereby make, adopt and subscribe these Articles of Incorporation.

**I
NAME OF CORPORATION**

The name of the corporation shall be:

**MANATEE COUNTY MOSQUITO CONTROL DISTRICT
LEASING CORPORATION**

**II
OFFICE**

The initial principal office and mailing address of the corporation shall be:

2317 2nd Avenue, West
Palmetto, Florida 34221
Attention: Director

**III
PURPOSES**

The purposes for which this corporation is formed are:

(a) To acquire and construct, from time to time, various projects, consisting of real and/or personal property (the "Projects") pursuant to lease-purchase or master lease-purchase program(s) with the Manatee County Mosquito Control District (the "District") referred to below.

(b) To lease, from time to time, the Projects and the sites on which such Projects will be located to the District pursuant to lease-purchase agreements or master lease-purchase agreements and ground lease agreements, between the corporation, as lessor, and the District, as lessee.

(c) To deposit or cause to be deposited with a trustee or trustees or paying agent certain sums of money from time to time to be credited, held and applied in accordance with a trust agreement or agreements utilized in such lease-purchase programs.

(d) To provide, together with the trustee or trustees or paying agent and the District, for the payment of the cost of constructing, acquiring and installing the Projects by the issuance and sale from time to time of certificates of participation or other forms of obligations, which represent undivided proportionate interests in payments made by the District pursuant to a lease-purchase agreement or master lease-purchase agreement, or of lease revenue bonds issued by the corporation (collectively, the "Obligations").

(e) To assign to a trustee or trustees or paying agent all of the corporation's right, title and interest in and to a lease-purchase agreement, master lease-purchase agreement or ground lease agreement (other than any rights specifically preserved thereunder), including its right to receive payments under such lease-purchase agreement or master lease-purchase agreement.

(f) With the prior consent of the Board of Commissioners of the District (the "Board"), to carry on or engage in any other activity which the corporation may deem proper or convenient in connection with the purposes hereinabove stated, provided, however, that the corporation shall at all times be operated as a not-for-profit organization as provided in Chapter 617, Florida Statutes.

IV LIMITATIONS

All assets, revenues and income, if any, of the corporation shall be used exclusively for the payment of the Obligations or for the Projects, including the payment of expenses incidental thereto, and no part of the assets, revenues or income, if any, of the corporation shall inure to the benefit of any private person, entity or individual.

No part of the revenues or income, if any, of the corporation shall inure to the benefit or be distributable to its members, trustees, officers, directors 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 herein. 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 any candidate for public office.

V
MEMBERSHIP

The sole members of the corporation shall be members of the Board who shall be ex-officio members. The sole membership, or any interest in such membership, shall not be assignable or otherwise transferable.

VI
TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual.

VII
POWERS

The corporation shall have all powers under law which are necessary to carry out its purposes as described in Article III hereof. The corporation is prohibited from engaging in any business other than owning, financing, acquiring, constructing, installing and leasing the Projects as provided herein. The corporation may incur no debt other than the Obligations. The corporation may not dispose of or encumber the Projects except as provided in any lease-purchase agreement or master lease-purchase agreement relating thereto and any trust agreement relating thereto.

VIII
BOARD OF DIRECTORS

(a) The affairs of the corporation shall be managed by a Board of Directors. Unless the members at their annual meeting shall determine otherwise, the Board of Directors shall consist of the lesser of (i) all of the members of the Board who shall be ex-officio Directors or (ii) at the option of the members of the Board, such lesser number of members of the Board selected by the Board as members of the Board of Directors, but in no event less than two members of the Board. Said Board of Directors shall have the rights and duties of directors of corporations under Chapter 617, Florida Statutes. Upon taking the position as members of the Board serving as a member of the Board of Directors in accordance with the immediately preceding sentence, the persons holding such positions shall immediately become members of the Board of Directors as long as such members continue to serve in such capacity unless a member or members choose not to serve in such capacity. Unless the members at their annual meeting shall determine otherwise, the Chairman of the Board shall be the ex-officio Chairman of the Board of Directors of the corporation, and the Vice-Chairman of the Board shall be the ex-officio Vice-Chairman of the Board of Directors of the corporation.

(b) The name and address of each person who is to serve as an initial Director of this corporation are set forth below:

<u>Name</u>	<u>Position</u>	<u>Address</u>
Ralph C. Garrison	Chairman	2317 2nd Avenue, West Palmetto, Florida 34221
Timothy Matthews	Vice-Chairman	2317 2nd Avenue, West Palmetto, Florida 34221
Michael D. Daugherty	Member	2317 2nd Avenue, West Palmetto, Florida 34221

IX OFFICERS

The officers of the corporation shall consist of a President, one Vice-President, a Secretary/Treasurer and such additional officers as may be designated in the corporate bylaws. Unless the Board of Directors shall provide otherwise at their annual meeting or special meeting, the Chairman of the Board of Directors shall be the ex-officio President of the corporation, the Vice-Chairman of the Board of Directors shall be the ex-officio Vice-President of the corporation, and the Secretary/Treasurer of the Board shall be the ex-officio Secretary/Treasurer of the corporation. The duties of the officers shall be as set forth in the corporate bylaws. The name and address of each person who is to serve as an initial officer of this corporation are set forth below:

<u>Position</u>	<u>Name</u>	<u>Address</u>
President	Ralph C. Garrison	2317 2nd Avenue, West Palmetto, Florida 34221
Vice-President	Timothy Matthews	2317 2nd Avenue, West Palmetto, Florida 34221
Secretary/Treasurer	Michael D. Daugherty	2317 2nd Avenue, West Palmetto, Florida 34221

X BYLAWS

The first Board of Directors of the corporation shall adopt bylaws consistent with these Articles of Incorporation. Thereafter, the bylaws may be altered or rescinded by the Board of Directors in the manner provided by such bylaws.

**XI
REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the corporation shall be located at Manatee County Mosquito Control District Leasing Corporation, 2317 2nd Avenue, West, Palmetto, Florida 34221. Christopher R. Lesser is the initial registered agent at that address.

**XII
INCORPORATORS**

The names and addresses of the incorporators of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Ralph C. Garrison	2317 2nd Avenue, West Palmetto, Florida 34221
Michael D. Daugherty	2317 2nd Avenue, West Palmetto, Florida 34221

**XIII
DISTRIBUTION UPON DISSOLUTION**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, transfer all of the assets of the corporation to the Board to be used for governmental purposes by the Board.

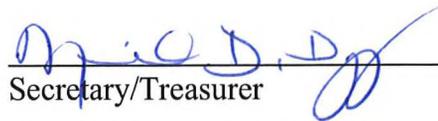
**XIV
AMENDMENT**

The corporation reserves the right to alter, amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, by an affirmative vote of the majority of the total number of members of the Board of Directors at any regular or special meeting of the Board of Directors or by such other manner as shall be provided by law; provided that written notice of the proposed amendment has been given each director ten (10) days prior to the meeting; provided, further, that any such amendment which would adversely affect the rights of the owners of the Obligations must be approved by the trustee or trustees for such Obligations so long as the Obligations remain outstanding.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation the 10th day of June, 2021.



President



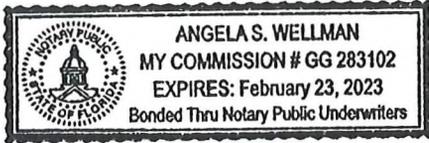
Secretary/Treasurer

STATE OF FLORIDA

COUNTY OF MANATEE

The foregoing instrument was acknowledged before me by means of physical presence or online notarization, this 10th day of June, 2021, by Ralph C. Garrison and Michael D. Daugherty of Manatee County Mosquito Control District Leasing Corporation, a Florida corporation, on behalf of the corporation. Such persons are personally known to me or have produced _____ as identification.

(SEAL)



[Handwritten Signature]

(Signature of person taking acknowledgment)

(Name typed, printed or stamped)

(Title or rank)

(Serial number, if any)

**APPOINTMENT OF REGISTERED AGENT AND
DESIGNATION OF REGISTERED OFFICE**

Pursuant to Section 617.0501, Florida Statutes, the Manatee County Mosquito Control District Leasing Corporation hereby appoints Christopher R. Lesser as its initial registered agent to accept service of process within the State of Florida on behalf of Manatee County Mosquito Control District Leasing Corporation. Manatee County Mosquito Control District Leasing Corporation further designates 2317 2nd Avenue, West, Palmetto, Florida 34221 as the initial registered office of Manatee County Mosquito Control District Leasing Corporation.

Having been named as the registered agent to accept service of process for the above not-for-profit corporation at the place designated in this certificate, I hereby accept appointment in such capacity, and agree to comply with the provisions of Chapter 617, Florida Statutes, relative to acting as registered agent and maintaining the registered office. I further state that I am familiar with, and accept, the obligations provided in Chapter 617, Florida Statutes, particularly Section 617.0503, Florida Statutes.



(Registered Agent)