

**ARTICLES OF INCORPORATION
OF THE
SOUTHEAST REGIONAL DIRECTORS INSTITUTE, INC.**

In compliance with Chapter 617, Florida Statutes, the Florida Not For Profit Corporation Act, the following Articles of Incorporation are set forth for the Southeast Regional Directors Institute, Inc.

ARTICLE I

Name

The name of the corporation shall be the Southeast Regional Directors Institute, Inc., hereinafter referred to as SERDI.

ARTICLE II

Principal Office

The principal office of the corporation shall be located at 2009 NW 67th Place, Gainesville, FL 32653.

ARTICLE III

Purpose

Section 1 - Non-Profit Purposes.

SERDI is organized exclusively as a membership organization for professional development and educational purposes, and other similar non-profitable purposes, as contemplated by Section 501(c)(6) of the Internal Revenue Code of 1954 or any corresponding section of any future federal tax code. More specifically, the purpose of SERDI is to provide an educational forum for professional development of leaders in regional development organizations serving units of general purpose local government across the southeast of the United States, so as to heighten effectiveness and efficiency, provide mutual assistance, exchange ideas, and otherwise promote sound professional practices.

Section 2 - Assets.

SERDI is not organized for profit. The assets of SERDI shall be at all times dedicated to the purposes set out above, and none of the net earnings shall inure in whole or in part to the benefit of any private individual, association or corporation, except that SERDI shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in the furtherance of the purposes set forth in Section 1 above. If for any reason it becomes necessary to dissolve or liquidate SERDI, the remaining assets of the corporation, after its lawful obligations and all other requirements of law are met and complied with, shall be

transferred or conveyed to one or more corporations, societies or organizations engaged in activities similar to those of SERDI and qualifying under Section 501(c)(6) of the Internal Revenue Code of 1954 or any corresponding section of any future federal tax code.

Section 3 - Activities.

SERDI shall not undertake to support, participate in, or contribute to, any political campaign on behalf of any candidate for public office or to support or contribute to any political party or organization, nor shall a substantial part of the activities of the corporation be for the purposes of propaganda, lobbying, or influencing legislation. Participation and support by SERDI shall be limited to activities that are designed to educate, inform and increase understanding in furtherance of the purposes set forth in these Articles of Incorporation.

Section 4 - Powers.

SERDI shall do any and all lawful acts and things which may be necessary, useful, suitable or proper for the furtherance or accomplishment of the purposes and powers of SERDI, and shall exercise all powers possessed by Florida corporations of similar character, including the power to own, lease, contract for the purchase and sale of, and to mortgage or otherwise encumber, real and personal property.

Section 5 - Other Activities.

Notwithstanding any other provision of these articles, SERDI 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)(6) of the Internal Revenue Code or 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 Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV Manner of Election

Section 1 - Membership.

Each regional development organization located in the southeastern United States, including Alabama, Arkansas, Florida, Georgia, Kentucky, Maryland, Mississippi, North Carolina, South Carolina, Tennessee, Virginia and West Virginia shall be eligible for membership in SERDI upon application and payment of dues established in accordance with the bylaws of SERDI. Each member regional development organization shall be entitled to one vote on those matters expressly reserved by these Articles of Incorporation or the bylaws of SERDI for membership approval. Each member regional development organization shall be entitled to be represented at membership meetings of SERDI by its executive director or designated alternate as provided by the bylaws of SERDI. The bylaws of SERDI shall set forth the qualifications, rights and privileges of representatives of the member regional development organizations, except as may be otherwise set forth in these Articles of Incorporation.

Section 2 - Formation.

The SERDI board of directors, shall be known as the Council of Peers, shall consist of such officers of SERDI and such additional number of directors as provided by the bylaws of SERDI. Only a duly qualified representative of a member regional development organization may serve as an officer or Council of Peer director.

Section 3 - Council of Peers.

The Council of Peers of SERDI shall exercise corporate powers and shall manage the business of SERDI. Each state located within the southeastern United States as defined in these Articles of Incorporation shall have three seats on the Council of Peers. Each duly elected director on the Council of Peers shall have one vote. The Council of Peers shall act upon any matter, unless that matter is expressly reserved to the duly qualified representatives of the member regional development organizations of SERDI as set forth in these Articles of Incorporation or in the bylaws of SERDI; except that the power to amend and repeal any bylaw of SERDI is reserved exclusively to the duly qualified representatives of the member regional development organizations of SERDI.

Section 4 - Elections, Vacancies.

Officers shall be elected by the Council of Peers from among the directors serving on the Council of Peers at the annual Council of Peers meeting and shall hold office for two (2) years or until their successors are elected and qualified. Except where the bylaws of SERDI expressly provide for succession, a vacancy in the officers of SERDI shall be filled for the unexpired term from among the directors serving on the Council of Peers by a majority vote of the Council of Peers. Council of Peers directors shall be elected at the annual membership meeting as nominated by their respective state associations of regional development organizations and shall serve a one (1) year term.

Section 5 - Council of Peers Meetings.

The Council of Peers shall meet at the times and in the manner as prescribed in the bylaws of SERDI. Written notice of Council of Peers meetings shall be given to all directors serving on the Council of Peers and all duly qualified representatives of the member regional development organizations of SERDI, with the date, time, and place of the meeting stated in the notice. A notice sent via electronic mail shall constitute sufficient written notice.

Section 6 - Membership Meetings.

The annual membership meeting shall be held at a date and time fixed in accordance with the bylaws of SERDI and at a place stated in the written notice of the meeting. Special meetings of membership shall be held as set forth in the bylaws of SERDI. Member regional development organizations shall be notified of the date, time, and place of each special meeting and the written notice of the special meeting shall state the purpose or purposes for which the special meeting is called. A notice sent via electronic mail shall constitute sufficient written notice.

Section 7 - Quorum.

A quorum for a membership meeting shall consist of one more than fifty (50) percent of the number of member regional development organizations of SERDI. For the purposes of determining whether a quorum is present, a member regional development organization shall be deemed to be present when any one of its duly qualified representatives is present and voting.

Section 8 - Voting Requirements.

All motions shall be carried by a simple majority vote of the duly qualified representatives of member regional development organizations of SERDI present and voting at a membership meeting except for amendments to the bylaws of SERDI. The bylaws of SERDI may be amended, altered, or repealed only by a two-thirds (2/3) vote of all votes cast, in person or by written proxy, by the duly qualified representative of member regional development organizations at a membership meeting at which a quorum exists and in the manner set forth in these Articles of Incorporation or the bylaws of SERDI.

Section 9 - Bylaws.

The affairs of SERDI shall be governed by the bylaws of SERDI that are consistent with these Articles of Incorporation. The bylaws of SERDI may be amended, altered, or repealed, in whole or in part, only by a two-thirds (2/3) vote of all votes cast by the duly qualified representative of member regional development organizations of SERDI in accordance with these Articles of incorporation at a membership meeting duly noticed as provided for in these Articles of Incorporation or the bylaws of SERDI.

ARTICLE V
Initial Officers

The names and addresses of the initial officers of the corporation are, as follows:

Wayne Strickland, President
Roanoke Valley-Alleghany Regional Commission
313 Luck Avenue
Roanoke, VA 24016

Scott Koons, Vice-President
North Central Florida Regional Planning Council
2009 Northwest 67th Place
Gainesville, FL 32653

Rodney Larsen, Secretary-Treasurer
Central Arkansas Planning and Development District
902 North Center Street
Lonoke, AR 72086

**ARTICLE VI
Registered Agent**

The registered agent is Scott Koons whose address is 2009 Northwest 67th Place, Gainesville, FL 32653.

**ARTICLE VII
Incorporator**

The incorporator is Scott Koons whose address is 2009 Northwest 67th Place, Gainesville, FL 32653.

**ARTICLE VIII
Effective Date**

The effective date of these Articles of Incorporation shall be the date of filing of these Articles of incorporation.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Scott R. Koons, Signature of Registered Agent

Date

I submit this document and affirm that the facts stated herein are true, I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155, Florida Statutes.

Scott R. Koons, Signature of Incorporator

Date

Dated: May 16, 2015