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FLORIDA PROFIT/NON PROFIT CORPORATION The Midnight Pass Society II, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

2021 SEP -3 PM 4:18

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ARTICLES OF INCORPORATION OF
THE MIDNIGHT PASS SOCIETY II, INC.
a non-profit corporation existing under the
the State of Florida

Articles of Incorporation of The Midnight Pass Society II, Inc. The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of The State of Florida, do hereby certify:

ARTICLE I - NAME

The name of the corporation shall be:
The Midnight Pass Society II, Inc.

ARTICLE II - PRINCIPAL OFFICE

The Principal Office of the Corporation is:
5355 McIntosh Road Unit F
Sarasota, FL 34233

ARTICLE III - PURPOSE

The purpose for which the corporation as organized is to further the conservation of the passes, bays, waterways, estuaries, beaches and coastal areas of Sarasota County, Florida, and specifically, without limiting the general purpose, to reopen Midnight Pass. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation. Said corporation is organized exclusively for charitable, religious, educational, and scientific 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

ARTICLE IV - MEMBERSHIP AND MANNER OF ELECTION

Directors shall serve a term of two years and be nominated by the nomination committee as set forth in the by-laws and the executive committee consisting of the President, Vice President and Chair of said nominating committee shall vote on the proposed Director(s) and such Director(s) shall be appointed by majority vote of the executive committee. The names and addresses of the persons who are the initial Directors of the corporation are as follows:

Michael Evanoff (P)
5355 McIntosh Road Unit F
Sarasota, FL 34233

Scott J. Lewis (VP)
5740 Britannia Drive
Sarasota, FL 34231

Michael Grouse (D)
1716 Little Point Circle
Sarasota, FL 34231

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ARTICLE V - ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable 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 the purposes set forth in Article Third hereof. 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 Internal Revenue 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 Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI - REGISTERED AGENT

Michael Evanoff (P)
5355 McIntosh Road Unit F
Sarasota, FL 34233

ARTICLE VII - INCORPORATOR

Michael Evanoff (P)
5355 McIntosh Road Unit F
Sarasota, FL 34233

ARTICLE VIII - DISTRIBUTION ON 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 Internal Revenue Code, or the corresponding section of any future federal tax 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.

ARTICLE IX - EFFECTIVE DATE

Effective date shall be Sept. 7th, 2021.

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I submit this document and affirm that the facts contained 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 in s.817.155F.S.



Michael Evanoff, Incorporator

Date: 9.7.21

Registered Agent Acceptance

Having been named the 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.



Michael Evanoff, Registered Agent

Date: 9.7.21

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