

N99000007132

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

400003058834-3
12/02/99-01050-020
*****87.50 *****87.50

SUBJECT: Clearwater Arts! Foundation, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Leslie K. Dougall-Sides, Assistant City Attorney
Name (Printed or typed)

City Attorney's Office, P.O. Box 4748
Address

Clearwater, FL 33758
City, State & Zip

(727) 562-4010
Daytime Telephone number

99 DEC -2 PM 1:43
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

NOTE: Please provide the original and one copy of the articles.

12/6/99

ARTICLES OF INCORPORATION
OF
CLEARWATER ARTS! FOUNDATION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 DEC -2 PM 1:43

The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I. NAME

The name of the corporation, hereinafter called the "Corporation", shall be CLEARWATER ARTS! FOUNDATION, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be: 1130 Cleveland Street, P.O. Box 2457, Clearwater, Florida 33757.

ARTICLE III. PURPOSES

The specific purposes for which the corporation is organized are exclusively for educational, charitable, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 and to that end to promote public support and presentation of artistic and cultural events and activities within the City of Clearwater, Florida, including the visual arts, music, architecture and preservation of historic buildings and sites, to provide venues for such events and activities, and to encourage and support the establishment and maintenance of art museums within the City of Clearwater.

ARTICLE IV. LIMITATIONS AND RESTRICTIONS

A. No part of the net earnings of the Corporation shall inure to the benefit of any member, Director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, Director, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

B. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

C. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after payment of all costs and expenses of such dissolution shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, and none of the assets will be distributed to any member, officer or director of the Corporation or to any private individual.

ARTICLE V. TAX EXEMPT STATUS

It is intended that this corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) of the Internal Revenue Code, and which is other than a private foundation by reason of being described in Section 509(a)(1), (2), or (3) of the Internal Revenue Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

ARTICLE VI. TERM

This Corporation shall exist perpetually, unless dissolved according to law.

ARTICLE VII. MEMBERS

The members of the Corporation shall constitute all persons hereinafter named as subscribers and directors and such other persons as, from time to time hereafter, may become members, in the manner provided in the Bylaws of the Corporation or as may be elected by the members at each annual meeting.

ARTICLE VIII. DIRECTORS

There shall be ten initial Directors of the Corporation, as follows:

- Nancy Hart, 1006 Eldorado Avenue, Clearwater, Florida 33767
- Gerri Raymond, 249 Windward Passage, Clearwater, Florida 33767
- Sheila Cole, P.O. Box 3573, Clearwater, Florida 33767
- Michael Meidel, 1130 Cleveland Street, P.O. Box 2457, Clearwater, Florida 33757
- Karen Vann, P.O. Box 7278, Clearwater, Florida 33758
- Robert A. Freedman, 1111 McMullen Booth Road, Clearwater, Florida 33759
- Bruce Kotchey, 14700 Terminal Boulevard, Suite 229, Clearwater, Florida 33762
- Isay Gulley, 608 Garden Avenue, Clearwater, Florida 33755
- Roxana Levin, 3311 Tanglewood Trail, Palm Harbor, Florida 34685
- David Hardman, ⁴⁵⁰⁻¹¹⁰¹~~450-11~~ Lakeview Drive, Palm Harbor, Florida 34683

Said initial Directors shall hold office until their successors are elected and have qualified, or until removed.

ARTICLE IX. OFFICERS

The Officers of the Corporation shall be as provided in the Bylaws.

ARTICLE X. MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed shall be as provided in the Bylaws.

ARTICLE XI. INITIAL REGISTERED AGENT

The initial registered agent of the Corporation shall be Lynn Wargo, located at 1130 Cleveland Street, P.O. Box 2457, Clearwater, Florida 33757.

ARTICLE XII. BYLAWS

The Board of Directors of the Corporation shall make, adopt, alter, amend and repeal such Bylaws of the Corporation for the conduct of the business of the Corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. The Bylaws may be altered, amended or repealed at any meeting of members of the Corporation in the manner provided in the Bylaws.

ARTICLE XIII. AMENDMENT OF ARTICLES OF INCORPORATION

The power to alter, amend, or repeal the Articles of Incorporation of this Corporation is vested in the Board of Directors. Such action must be taken pursuant to a resolution approved by vote of two-thirds of all of the Directors.

ARTICLE XIV. DEFENSE AND INDEMNIFICATION OF OFFICERS AND DIRECTORS

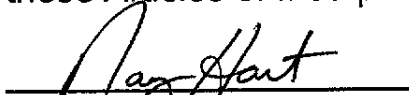
The Corporation shall defend, indemnify, and hold harmless every registered agent, director, or officer, any Executive Director, his or her heirs, executors, and administrators against liability and against expenses reasonably incurred in connection with any action, suit, or proceeding to which such individual or individuals shall be made a party by reason of being or having been a director, officer or Executive Director of the Foundation, except with regard to such actions or matters that such individual shall have been finally adjudicated in such action, suit, or proceedings to be liable for willful misconduct. The foregoing right shall be exclusive of any other rights to which such individual may be entitled.

ARTICLE XV. INCORPORATORS

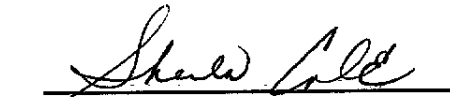
The names and addresses of the Incorporators to these Articles of Incorporation are:

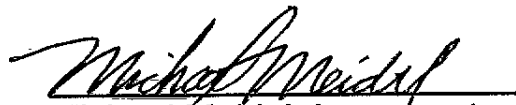
- Nancy Hart, 1006 Eldorado Avenue, Clearwater, Florida 33767
- Gerri Raymond, 249 Windward Passage, Clearwater, Florida 33767
- Sheila Cole, P.O. Box 3573, Clearwater, Florida 33767
- Michael Meidel, 1130 Cleveland Street, P.O. Box 2457, Clearwater, Florida 33757
- Karen Vann, P.O. Box 7278, Clearwater, Florida 33758
- Robert A. Freedman, 1111 McMullen Booth Road, Clearwater, Florida 33759
- Bruce Kotchey, 14700 Terminal Boulevard, Suite 229, Clearwater, Florida 33762
- Isay Gulley, 608 Garden Avenue, Clearwater, Florida 33755
- Roxana Levin, 3311 Tanglewood Trail, Palm Harbor, Florida 34685
- David Hardman, ⁴⁵⁰⁻¹¹⁰⁴~~45044~~ Lakeview Drive, Palm Harbor, Florida 34683

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 10th day of November, 1999.

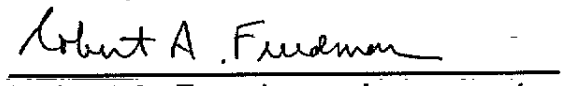

Nancy Hart, Incorporator

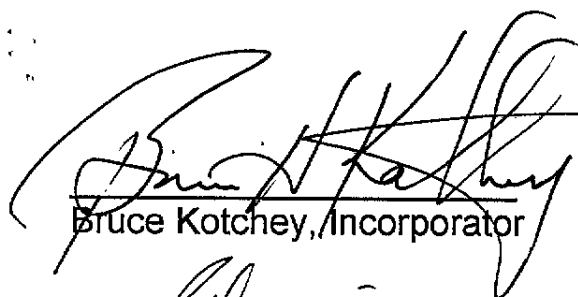

Gerri Raymond, Incorporator

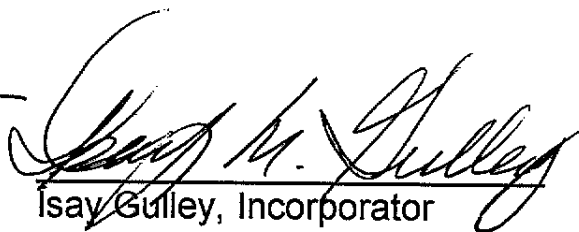

Sheila Cole, Incorporator


Michael Meidel, Incorporator


Karen Vann, Incorporator


Robert A. Freedman, Incorporator


Bruce Kotchey, Incorporator


Isay Gulley, Incorporator


Roxana Levin, Incorporator


David Hardman, Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 2nd day of November, 1999 by Gerri Raymond, who is personally known to me or who has produced _____ as identification and who ~~did~~ (did not) take an oath.

Holly M. Ausanio



HOLLY M. AUSANIO
My Comm Exp. 4/20/2001
Bonded By Service Ins
No. CC639888

☐ Personally Known ☐ Other I.D.

_____, Notary Public, Commission No. CC639888

_____, (Name of Notary typed, printed or stamped)

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 8th day of November, 1999 by Nancy Hart, who is personally known to me or who has produced FL Driver's License as identification and who ~~did~~ (did not) take an oath.

Holly M. Ausanio



HOLLY M. AUSANIO
My Comm Exp. 4/20/2001
Bonded By Service Ins
No. CC639888

☐ Personally Known ☐ Other I.D.

_____, (Name of Notary typed, printed or stamped)

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 8th day of November, 1999 by Sheila Cole, who is personally

known to me ~~or who has produced~~ _____ as
identification and who ~~did~~ (did not) take an oath.

Holly M. Ausanio, Notary Public, Commission No. CC639888



HOLLY M. AUSANIO
My Comm. Exp. 4/20/2001
Bonded By Service Ins
No. CC639888

☐ Personally Known ☐ Other I.D.

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 9th day
of November, 1999 by Michael Meidel, who is personally
known to me ~~or who has produced~~ _____ as
identification and who ~~did~~ (did not) take an oath.

Maryann Bruce, Notary Public, Commission No. CC758468



Maryann Bruce
My Commission CC758468
Expires December 7, 2001

(Name of Notary typed, printed or stamped)

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 9th day
of November, 1999 by Karen Vano, who is personally
known to me ~~or who has produced~~ FL Driver's License as
identification and who ~~did~~ (did not) take an oath.

Holly M. Ausanio, Notary Public, Commission No. CC639888
HOLLY M. AUSANIO



HOLLY M. AUSANIO
My Comm. Exp. 4/20/2001
Bonded By Service Ins
No. CC639888

☐ Personally Known ☐ Other I.D.

(Name of Notary typed, printed or stamped)

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 12th day
of November, 1999 by Robert A. Freedman, who is personally

~~known to me~~ or who has produced FL Driver's license as identification and who ~~did~~ (did not) take an oath.

Susan M. Hackett, Notary Public, Commission No. _____

Susan M. Hackett (Name of Notary typed, printed or stamped)

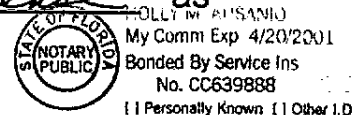


STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 3rd day of November, 1999 by Bruce Katchey, who is ~~personally known to me or who~~ has produced FL Driver's License as identification and who ~~did~~ (did not) take an oath.

Holly M. Ausanio, Notary Public, Commission No. _____

Holly M. Ausanio (Name of Notary typed, printed or stamped)



STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 3rd day of November, 1999 by Isay Gully, who is personally known to me ~~or who~~ has produced _____ as identification and who ~~did~~ (did not) take an oath.

Holly M. Ausanio

HOLLY M. AUSANIO, Notary Public, Commission No. CC639888

Holly M. Ausanio (Name of Notary typed, printed or stamped)



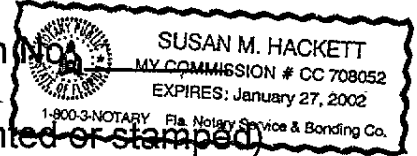
STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 5th day of November, 1999 by Rafaela Levin, who is personally

The foregoing instrument was acknowledged before me this 3rd day of Nov., 1999 by Lynna Wargo, who is personally known to me or who has produced Id. Driver's License as identification and who ~~did~~ (did not) take an oath.

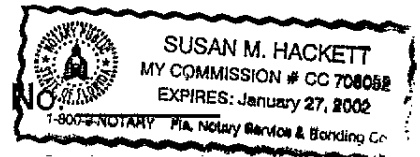
Susan M. Hackett, Notary Public, Commission No. 104

Susan M. Hackett (Name of Notary typed, printed or stamped)



~~known to me~~ or who has produced FL Driver's License as identification and who did (did not) take an oath.

Susan M. Hackett, Notary Public, Commission No. _____



Susan M. Hackett (Name of Notary typed, printed or stamped)

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 3rd day of November, 1999 by David Hardman, who is ~~personally known to me or who~~ has produced FL. Drivers License as identification and who ~~did~~ (did not) take an oath.



Holly M. Ausanio

Notary Public, Commission No. CC639888

No. CC639888

☐ Personally Known ☐ Other I.D.

(Name of Notary typed, printed or stamped)

STATEMENT OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I 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 a registered agent.

Lynn Wargo
Lynn Wargo, Registered Agent

11-3-99
Date

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC -2 PM 1:43