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FLORIDA PROFIT/NON PROFIT CORPORATION

Alliance Francaise de Tallahassee, Inc.

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ARTICLES OF INCORPORATION
OF
ALLIANCE FRANCAISE DE TALLAHASSEE, INC.

A Florida Not-For-Profit Corporation

ARTICLE I

The name of this corporation is ALLIANCE FRANCAISE DE TALLAHASSEE, INC., which translated in English means FRENCH ALLIANCE OF TALLAHASSEE, INC., a Florida Not-For-Profit Corporation.

ARTICLE II

This corporation shall exist perpetually, commencing on the date of filing of these Articles.

ARTICLE III

The purposes for which the corporation is organized are as follows:

- A. To receive and to administer funds and to operate exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation and to give funds and property from time to time to other organizations to be used or held for use directly in carrying out one or more such purposes. Among these purposes are: 1) to encourage and further the knowledge of French culture, art, and language through presentations of uniquely or traditionally French cultural and folk activities, exhibiting and showcasing all disciplines of French art and education in the French culture and language, 2) through such, to foster friendly relations between American and French people.
- B. To acquire, own, purchase, lease, dispose of and deal with real and personal property and interests, either absolutely or in trust therein and to apply gifts, grants, bequests, and devises and the proceeds thereof in furtherance of the purposes of the corporation.
- C. To do such things and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by Section 501(c)(3) of the Code, with all powers conferred on not-for-profit corporations under the laws of the State of Florida.
- D. This corporation shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

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ARTICLE IV

Any person having an interest in the purpose and objectives of the corporation, paying dues as provided for in the By-Laws and agreeing to be bound by the Articles of Incorporation of this corporation, by its By-Laws and by such rules and regulations as the Directors may from time to time adopt, is eligible for membership in the corporation regardless of age, sex, race, or national, ethnic or cultural background. The Directors shall from time to time prescribe the form and manner in which application may be made for membership.

ARTICLE V

The street address of the initial principal office and mailing address of this corporation is Box MS #43, 1720 S. Gadsden Street, Tallahassee, FL 32301. The name and address of of the registered agent of this corporation is Jackson L. Sigler, 836 Santa Rosa Drive, Tallahassee, FL 32301.

ARTICLE VI

The corporation will have five (5) directors initially. The manner in which the directors are elected shall be stated in the By-Laws. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than three (3). The names and addresses of the initial directors of this corporation, who shall serve until the earlier of the election of directors, or their resignation or removal, are:

1. Nicolas Wienders, 1163 Seminole Drive, Tallahassee, FL, 32301
2. Deborah Head, 1124 Camellia Drive, Tallahassee, FL 32301
3. Muriel Caillet-Coiffet, 600 Victory Garden Drive, Apartment A2, Tallahassee, FL 32301
4. Jackson Sigler, 836 Santa Rosa Drive, Tallahassee, FL 32301
5. Daniel Bensimon, 6044 Pickwick Road, Tallahassee, FL 32309

ARTICLE VII

Upon 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 corresponding section of any future federal tax code, or shall be distributed by 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 the 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 VIII

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

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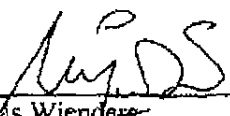
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corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three (III) hereof. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. 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, 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.

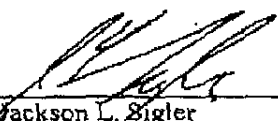
ARTICLE VIII

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon members is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has signed these articles on May 11, 2006.


_____, Incorporator
Nicolás Wienders
1633 Seminole Drive
Tallahassee, FL 32301

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.


_____, Registered Agent
Jackson L. Sigler
836 Santa Rosa Drive
Tallahassee, F 32301

TALLAHASSEE, FLORIDA

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