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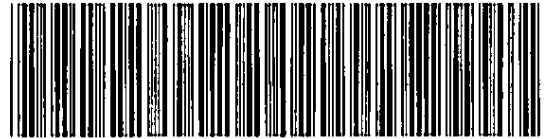
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2022 SEP 15 PM 4:15

SECRETARY OF STATE
TALLAHASSEE, FL

9/19/2023

COVER LETTER

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

SUBJECT: **THE PHILLIPPI CREST CLUB, INC**
CORPORATE NAME

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

☐ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

<input type="checkbox"/> \$43.75 Filing Fee & Certified Copy	<input checked="" type="checkbox"/> \$52.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED	

FROM: **JEFFREY FRANK**
Name (Printed or typed)
2525 ASHTON RD
Address
SARASOTA, FL 34231
City, State & Zip
202-345-0100
Daytime Telephone number
PhillippiClub@gmail.com
E-mail address: (to be used for future annual report notification)

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

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE PHILLIPPI CREST CLUB INC.
A Florida Not for Profit Corporation**

FILED
2022 SEP 15 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FL

These Amended and Restated Articles of Incorporation are signed by the chairpersons of The Phillippi Crest Club Inc. for the purpose of forming a corporation not for profit under the provisions of Florida Statutes, Chapter 617, as follows:

ARTICLE I. - NAME

The name of this corporation is The Phillippi Crest Club Inc. The principal office and the mailing address of the corporation is 2421 Burlington Lane, Sarasota, FL 34231

ARTICLE II. - PURPOSE

The corporation has been organized to provide community engagement and promote harmony and goodwill among the members of the community. In addition, it will raise funds for the maintenance and restoration of the historic Phillippi Crest Community Clubhouse (deeded to owners' association, value reflected in individual parcels in Phillippi Crest, Unrec Doc 92). The corporation will also educate the community about the history of the Phillippi Crest Club. The corporation shall be operated exclusively for charitable, educational and community engagement, including, but not limited to:

(a) Conducting its affairs, carrying on its operations, and having offices and exercising the powers granted by the Florida Not for Profit Corporation Act in any state or in any foreign country.

(b) Conducting educational programs. Which will include such activities as lectures and musical performances.

(c) Historical restoration activities

(d) Community engagement programs

(e) Administering for charitable purposes property donated to the corporation.

(f) Distributing property for such purposes in accordance with the terms of gifts, bequests, or devises to the corporation not inconsistent with its purposes, as set forth in these articles of incorporation, or in accordance with the determination made by the board of directors pursuant to these articles of incorporation.

(g) Receiving gifts and bequests and to use the principal and income generated from the investment of the gifts and bequests for the benefit of the corporation, or such other charitable, religious, or educational organizations that are described in §501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and exempt from taxation under §501(a).

(h) Reserving the power to modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations if in the sole judgment of the board of directors (without the necessity of the approval of any trustee, custodian, or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable need; and

(i) Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.

(j) Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.

(k) Engaging in any and all lawful activities necessary or desirable for the accomplishment of any of the above-described powers.

ARTICLE III. - MEMBERSHIP

The membership of the corporation shall consist of the board of directors and any person or persons acceptable to the Board of Directors and such other persons as are prescribed by the bylaws.

ARTICLE IV. - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V. - BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a board of directors consisting of no less than three directors but have no limit as to the total number of directors. The board of directors shall be elected or appointed as provided in the bylaws. The board of directors shall have the requisite power and authority, which is customarily vested in corporate directors over the business and affairs of the corporation.

ARTICLE VI.
REGISTERED OFFICE AND REGISTERED AGENT

The registered office of this corporation shall be 2525 ASHTON ROAD, SARASOTA, FL 34231, and the registered agent at such office shall be JEFFREY FRANK.

ARTICLE VII. - COMPENSATION AND ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its directors or officers, or any individual, but 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 II hereof. The corporation shall not carry-on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of the exemption under Section 501(c)(3) of the Code. 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. Notwithstanding any other provisions of these articles of incorporation, the corporation shall not carry on any other activities not permitted to be carried on:

- (a) by a corporation exempt from taxation under the Code; or
- (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VIII. - INDEMNIFICATION

The corporation shall indemnify the incorporator and any director or officer, or any former director or officer, to the full extent permitted by law.

ARTICLE IX. - INCORPORATORS

The name and address of the original incorporators are as follows:

Elsie Davis
1726 Jefferson Avenue
Sarasota, FL 33579

Frank Reid
Route 12
Lot #12 Clark Road
Sarasota, FL 33583

Ray Ellis
5858 Midnight Pass Road
Sarasota, FL 33581

William Littlefield
Windward Isles Mobile Home Park
Sarasota, FL

ARTICLE X – OFFICERS

The corporation shall be governed by a president, vice president, secretary, treasurer, and any other officers which may be established by the bylaws of the corporation. The officers will be elected by the directors at the annual meeting in accordance with the bylaws.

JEFFREY FRANK-CO PRESIDENT
2525 ASHTON ROAD
SARASOTA, FL 34231

ANJA PALOMBO-CO PRESIDENT
2429 BURLINGTON LANE
SARASOTA, FL 34231

THOMAS HICKS-VICE PRESIDENT
560 ARAPAHO ST
SARASOTA, FL 34231

CAROL CIALLELLA-TREASURER
2414 PORTLAND ST
SARASOTA, FL 34231

JOEL PALOMBO-SECRETARY
2429 BURLINGTON LANE
SARASOTA, FL 34231

ARTICLE XI. - BYLAWS

The bylaws of this corporation shall be made, altered, or rescinded by the board of directors at any regular or special meeting held in accordance with the bylaws.

ARTICLE XII. - AMENDMENT OF ARTICLES OF INCORPORATION

These articles of incorporation may be amended from time to time by a resolution adopted by a two-thirds vote of the board of directors present at a meeting at which a quorum is present; provided, however, that these articles of incorporation shall not be amended to permit the corporation to engage in any activity prohibited with Article VII or inconsistent with these articles.

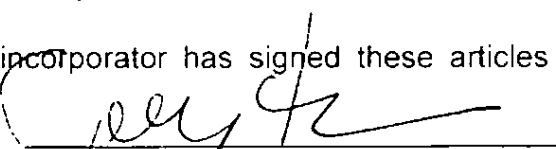
ARTICLE XIII. - DISSOLUTION

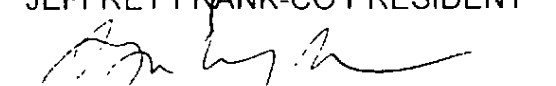
Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing those assets exclusively for charitable purposes in such manner or to such organization or organizations organized and operated exclusively for religious, charitable or scientific purposes as shall, at the time, qualify as exempt under Section 501(c)(3) of the Code, as the board of directors shall determine. Any assets not so disposed of shall be disposed of by the circuit court which has general jurisdiction for the county in which the principal office of the corporation shall then be located, exclusively for such charitable purposes or such charitable organization or organizations described in Section 501(c)(3) of the Code as the court shall select.

ARTICLE XIV. - DEFINITIONS

For purposes of these articles, "charitable purposes" include educational, religious, scientific, public, and other purposes, contributions to which are deductible under Section 170(c) of the Code. Any reference in these articles to a section of the Internal Revenue Code of 1986 shall be deemed to include the corresponding provision or provisions of any applicable future Internal Revenue Code.

IN WITNESS WHEREOF, the incorporator has signed these articles of incorporation on AUGUST 30, 2022

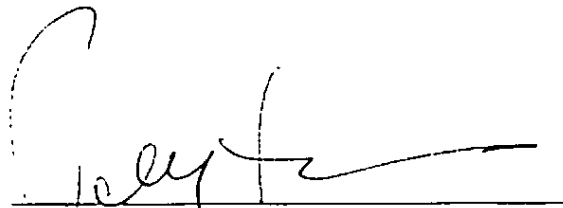

JEFFREY FRANK-CO PRESIDENT


ANJA PALOMBO-CO PRESIDENT

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process at the place designated in the articles, 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 registered agent.

DATED: AUGUST 30, 2022



JEFFREY FRANK

Adoption of Amendment(s)

(CHECK ONE)

☐ These restated articles of incorporation contain an amendment to the articles of incorporation which required member approval. The date of adoption of the amendments was _____, and the votes cast were sufficient for approval

☒ These restated articles of incorporation were adopted by the board of directors.