

N000000003939

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H00000032229 7)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 922-4001

From: Account Name : ROBERT D. ROYSTON, JR., P.A.  
Account Number : 110414000772  
Phone : (941) 939-2222  
Fax Number : (941) 939-2280

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 JUN 15 PM 4:21

FILED

FLORIDA NON-PROFIT CORPORATION

Sanibel-Captiva Review, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

AUDIT NO. H00000032229 7

**ARTICLES OF INCORPORATION  
OF  
SANIBEL-CAPTIVA REVIEW, INC.  
A NONPROFIT CORPORATION**

We the undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, (Chapter 617, Florida Statutes) do hereby make and adopt the following Articles of Incorporation:

**Article 1  
NAME**

The name of the Corporation is: SANIBEL-CAPTIVA, REVIEW, INC.

**Article 2  
NOT FOR PROFIT**

The Corporation is a corporation not for profit as defined in Chapter 617 of the Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

**Article 3  
DURATION**

The duration of the Corporation is perpetual.

**Article 4  
PURPOSES**

The Corporation is exclusively organized, and shall be operated exclusively for, the following literary and educational purposes:

A. To support the creation, publication and public awareness of original literary works of art, including without limitation works of fiction, journalism, and poetry, through (1) the identification of new artists; (2) development and maintenance of programs for the education and support of new artists; (3) regular publication of collections and reviews of original literary works for the general public; (4) development and maintenance of programs and publications for the education of the general public with regard to the literary arts; and (5) the establishment and maintenance of review criteria for evaluating original literary works of art.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by donation, contribution, bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage,

Prepared by:  
Robert D. Royston, Jr., Esq.  
Fla. Bar No. 33496

**COSTELLO, SIMS & ROYSTON**  
P.O. Drawer 60205, Fort Myers, FL, 33906  
(941) 939-2222 (voice) (941) 939-2280 (facsimile)

AUDIT NO. H00000032229 7

FILED  
JUN 15 PM 4:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## AUDIT NO. H00000032229 7

use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

### Article 5 LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors or Officers, 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 4 (Purposes) 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 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

### Article 6 MEMBERS

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

**Name:****Address:**

Scott Martell

714 Rabbit Rd.  
Sanibel, FL 33957

John Johns

521 Lake Murex Circle  
Sanibel, FL 33957

Betty Anholt

3064 Poinciana Circle  
Sanibel, FL 33957

AUDIT NO. H00000032229 7

Belle Deutscher

802 Elinor Way  
Sanibel, FL 33957

Ginny Fleming

1036 Whisperwood Way  
Sanibel, FL 33957

**Article 7**

**INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent of the corporation and the street address of the corporation's initial registered agent are:

**Name**

**Street Address**

Robert D. Royston, Jr.

12670 New Brittany Blvd., Suite 101  
Fort Myers, FL 33907

**Article 8**

**INITIAL BOARD OF DIRECTORS**

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is five (5). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). The Voting Members shall elect the Directors at an annual meeting of Voting Members. The Bylaws may provide for ex officio and honorary Directors and their rights and privileges. The name and address of each initial Director of the Corporation is as follows:

**Name:**

**Address:**

Scott Martell

714 Rabbit Rd.  
Sanibel, FL 33957

John Johns

521 Lake Murex Circle  
Sanibel, FL 33957

Betty Anholt

3064 Poinciana Circle  
Sanibel, FL 33957

Belle Deutscher

802 Elinor Way  
Sanibel, FL 33957

Ginny Fleming

1036 Whisperwood Way  
Sanibel, FL 33957

AUDIT NO. H00000032229 7

**Article 9  
BYLAWS**

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

**Article 10  
AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation.

**Article 11  
NONSTOCK BASIS**

The Corporation is organized and shall be operated on a nonstock basis and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the Corporation.

**Article 12  
INDEMNIFICATION**

The Corporation may indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not For Profit Corporation Act.

**Article 13  
DISTRIBUTION UPON 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 exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of pursuant to Florida law and exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes.

AUDIT NO. H00000032229 7

**Article 14**  
**COMMENCEMENT OF CORPORATE EXISTENCE**

The date when corporate existence shall commence as of the time and date of the filing of these Articles of Incorporation with the Secretary of State of Florida pursuant to Section 617.0123, Florida Statutes.

**Article 15**  
**INCORPORATORS**

The name and address of each Incorporator is as follows:

**Name:**  
Robert D. Royston, Jr.

**Address:**  
12670 New Brittany Blvd., Suite 101  
Fort Myers, FL 33907

**Article 16**  
**INITIAL PRINCIPAL OFFICE AND MAILING ADDRESSES**

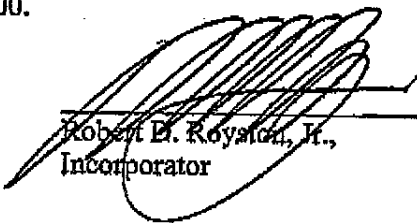
The street address of the initial principal office of the corporation is:

714 Rabbit Rd.  
Sanibel, FL 33957

The mailing address of the corporation is:

c/o Robert D. Royston, Jr.  
Costello, Sims & Royston  
P.O. Drawer 60205  
Fort Myers, FL 33906

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 15<sup>th</sup> day of June, 2000.

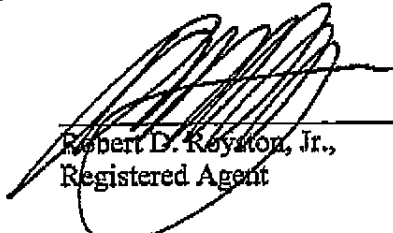
  
Robert D. Royston, Jr.,  
Incorporator

AUDIT NO. H00000032229 7

**ACCEPTANCE OF DUTIES OF REGISTERED AGENT**

Having been named to act as Registered Agent to accept service of process for the above named Corporation, at the place designated in these Articles of Incorporation, and being familiar with the obligations of this position, I hereby accept the duties of registered agent, agree to act in this capacity, and I further agree to comply with the provisions of Florida law relative to the proper and complete performance of my duties.

IN WITNESS WHEREOF, the undersigned Registered Agent has executed this Acceptance of Duties of Registered Agent on the 15<sup>th</sup> day of June, 2000.

  
Robert D. Royston, Jr.,  
Registered Agent

FILED  
00 JUN 15 PM 4:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA