

CORPORATE
ACCESS,
INC.

100000004973

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP

7/31/00



☒ CERTIFIED COPY

CUS

PHOTO COPY

☒ FILING

Prok

FILED
00 JUL 31 AM 9:26
SEC. OF STATE
TALLAHASSEE, FLORIDA

1.) Catherine Cole Taylor Center For The Arts, Inc.
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

400003339884--9
-07/31/00--01022--028
*****18.75 *****18.75

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

RECEIVED
00 JUL 31 AM 8:39
DEPARTMENT OF STATE
BUREAU OF CONSUMER AFFAIRS
TALLAHASSEE, FLORIDA

SPECIAL INSTRUCTIONS

"When you need ACCESS to the world"
CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU!

T. SMITH JUL 31 2000

FILED
00 JUL 31 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
Catherine Cole Taylor
Center For The Arts, Inc.**

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a not for profit corporation (the "**Corporation**") under the Florida Not for Profit Corporation Act (the "**Act**"), as follows:

**I.
Name**

The name of the Corporation is **Catherine Cole Taylor Center For The Arts, Inc.**

**II.
Term of Existence**

The Corporation's existence commences on the date of the filing of these Articles of Incorporation with the Department of State of the State of Florida. The Corporation will have perpetual existence thereafter.

**III.
Dissolution**

Upon dissolution of this Corporation, or the liquidation of its assets, whether voluntary or involuntary or by operation of law, except as and to the extent otherwise provided or required by law, the net assets remaining may be distributed to entities qualifying under Section 507(b)(1)(A) of the Internal Revenue Code of 1986, as amended (the "**Code**"), or to the State of Florida, subject always to the provisions of these Articles and to the specific condition that none of the net assets of the Corporation will be distributed to or for the benefit of any member, officer or director of the Corporation or to any other individual; provided, however, that nothing contained in this Article will be construed to prevent a distribution from the net assets of the Corporation to another distributee, otherwise properly made in accordance with the provisions of these Articles and the purposes herein stated, solely by reason of the fact that one or more of the members, officers or directors of the Corporation may be connected or associated with the distributee as a shareholder, member, trustee, director, officer or in any other capacity.

IV.
Principal Office

The principal office and mailing address of the Corporation is: 55 Nature Way
Santa Rosa Beach, Florida 32459

V.
Purposes

The purposes for which the Corporation is formed are to fund the construction, maintenance, and promotion of a visual, performing and cultural arts center in South Walton County, Florida, and any and all lawful other business not inconsistent with the provisions set forth in Article VI below.

VI.
Limitation on Activities

No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to, any member, Director or officer of the Corporation or any other 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 or officer of the Corporation, or any private individual, will be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation; provided, however, the Corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon any not for profit corporation qualifying under Section 507(b)(1)(A) of the Code and specified in Article III above. No substantial part of the activities of the Corporation will be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation will not participate in or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation will not conduct or carry on any activities not permitted to be conducted or carried on (i) by an organization exempt from taxation under Section 501(c)(3) of the Code, or (ii) by an organization contributions to which are deductible under Section 170(c)(2) of the Code. Further, notwithstanding anything to the contrary in these Articles of Incorporation, each taxable year the Corporation shall distribute its income at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code. In addition, the Corporation shall not (i) engage in any act of self-dealing (as such term is defined in Section 4941(d) of the Code), (ii) retain any excess business holdings (as defined in Section 4943(c) of the Code), (iii) make any investments in such manner as to subject the Corporation to tax under Section 4944, or (iv) make any taxable expenditures (as defined in Section 4945(d) of the Code).

VII.
Directors

The Corporation will have 16 directors initially. Directors may be elected, removed from office and hold office as provided in the Bylaws of the Corporation. The number of directors may be increased or decreased from time to time as provided in the Bylaws of the Corporation, provided that the Corporation will always have at least 3 directors. The names and addresses of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Phyllis Bleiweiss	Seaside Institute P.O. Box 4730 Seaside, Florida 32459
Mary Damroth	2078 Olde Towne Avenue Destin, Florida 32541
Jake Ingram	2489 S. County Hwy 395 Santa Rosa Beach, Florida 32459
Kitty Taylor	12 Magnolia Street Santa Rosa Beach, Florida 32459
Joe Stanko	55 Nature Way Santa Rosa Beach, Florida 32459
Meg Stevenson	307 DeFuniak Street Grayton Beach, Florida 32459
Ernie Arrant	246 Forest Street Santa Rosa Beach, Florida 32459
Pam Tedesco	P.O. Box 1598 Santa Rosa Beach, Florida 32459
Van Ness Butler	35 Clayton Lane Santa Rosa Beach, Florida 32459
Kriss Titus	P.O. Box 1248 Santa Rosa Beach, Florida 32459
Alex Dunser	3723 East C30-A Panama City Beach, Florida 32413

Jim Rester	415 Beckridge Road #350 Panama City Beach, Florida 32407
Chick Grant	415 Beckridge Road #350 Panama City Beach, Florida 32407
Cindy Meadows	119 Nightcap Street Santa Rosa Beach, Florida 32459
Bets Haynes	2 Hotz Avenue Grayton Beach, Florida 32459
Sue Parsonnet	4003 East C30-A Seagrove Beach, Florida 32459

VIII.

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 55 Nature Way Santa Rosa Beach, Florida 32459 and the name of its initial registered agent at such address is Joe Stanko.

IX.

Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Alex H. Dunser	3723 East C30A Panama City Beach, Florida 32413

X.

Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

XI.
Indemnification

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

XII.
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on July 27, 2000.


Alex H. Dunser

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated:

July 26, 2000


Joe Stanko, Registered Agent