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FLORIDA NON-PROFIT CORPORATION

THE BROOKSVILLE MURAL SOCIETY, INC.

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 28, 2001

JOHNSTON & SASSER, P.A.

SUBJECT: THE BROOKSVILLE MURAL SOCIETY, INC.
REF: W01000006960

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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Doris Brown
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SECRETARY STAFF
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
THE BROOKSVILLE MURAL SOCIETY, INC.

The undersigned, acting as incorporator of a corporation not-for-profit, pursuant to chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be The Brooksville Mural Society, Inc.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of the corporation shall be: 201 North Howell Avenue, Brooksville, Florida 34601.

ARTICLE III - PURPOSES

The general purposes for which the Corporation is organized are the following:

A. To enhance the cultural and educational development of the residents of the City of Brooksville and Hernando County through the creation, development and promotion of murals and other public artworks of regional and historical significance.

B. To provide an endowment fund to which Hernando County residents and other interested parties can contribute gifts and bequests which will actively be used to support community projects consistent with the goals set forth above.

C. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish the purposes, all within the purview of Section 501(c)(3) of the Internal Revenue Code and the Regulations thereof.

This instrument was prepared by
Darryl W. Johnston (FBN: 768286)
JOHNSTON & SASSER, P.A.
P.O. Box 997
Brooksville, Florida 34605
352-796-5123

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ARTICLE IV - INITIAL BOARD OF DIRECTORS

This corporation shall have six (6) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws but shall never be less than three (3). Directors shall be elected or appointed in accordance with the By-laws. The names and addresses of the initial Board of Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Mary Alice Queiros	12128 Clubhouse Road Brooksville, FL 34613
Valdora Ward	19 Natelle Street Brooksville, FL 34601
Diana T. Johnston	15 Alta Vista Avenue Brooksville, FL 34601
Maxine R. Matilainen	6497 Amber Ridge Drive Ridge Manor, FL 33523
James A. Covell	26 East Liberty Street Brooksville, FL 34601
Victor F. Heins	10462 Casa Grande Circle Spring Hill, FL 34608
Karen L. Phillips	201 North Howell Avenue Brooksville, FL 34601

ARTICLE V - INCORPORATOR

The name and address of the sole incorporator under these Articles of Incorporation is: Mary Alice Queiros, 12128 Clubhouse Road, Brooksville, Florida 34613.

ARTICLE V - MEMBERS

The authorized number and qualification of members of the corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability to dues or assessments and the method of collection thereof, shall be

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to dues or assessments and the method of collection thereof, shall be set forth in the By-Laws.

ARTICLE VI - DISTRIBUTION OF GAINS

This corporation does not contemplate the distribution of gains, profits or dividends to the members thereof, and is organized for non-profit purposes; no part of any net earnings or assets thereof shall inure to the benefit of any member or any other individual.

ARTICLE VII - DISSOLUTION

In the event of the dissolution and winding up of this corporation, after paying or adequately providing for the debts or obligations of this corporation, the directors, or persons in charge of liquidation, shall grant, convey, assign and transfer the remaining assets of this corporation unto:

(1) A state, a territory, a possession of the United States, or any political subdivision of any of the foregoing; or to the United States or the District of Columbia, to be used exclusively for public purposes.

(2) A corporation, trust, or community chest, fund or foundation:

(a) Created or organized in the United States or in any possession thereof, or under the law of the United States, any state or territory, the District of Columbia, or any possession of the United States.

(b) Organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals;

(c) No part of the net earnings of which inures to the benefit of any private shareholder or individual, and

(d) No substantial part of the activities of which is

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carrying on propaganda, or otherwise attempting to influence legislation.

The assets transferred to any organization listed above shall be used within the United State, or any of its possessions, exclusively for the purposes specified in subparagraph (b).

No such organization listed above shall qualify for distribution unless such organization shall be an organization, association, fund or foundation organized and operated exclusively for charitable, religious, scientific or educational purposes which is tax-exempt, non-profit corporation under the United States Internal Revenue Code, and which is recognized as such by the United States Bureau of Internal Revenue.

If the corporation holds any assets in trust at the time of dissolution thereof, such assets shall be disposed of in such manner as may be directed by decree of the circuit court in the county in which the dissolved corporation had its principal office, upon petition therefor by the Attorney General, or any person concerned in the liquidation.

ARTICLE VIII - INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent of this corporation is: Karen L. Phillips, and the address of the initial Registered Office is: 201 North Howell Avenue, Brooksville, Florida 34601.

ARTICLE IX - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles with the Department of State.

IN WITNESS WHEREOF, the incorporator of this corporation has executed this instrument this 27 day of March, 2001.


Mary Alice Queiros

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STATE OF FLORIDA
COUNTY OF HERNANDO

THE foregoing Articles of Incorporation were signed and acknowledged before me by Mary Alice Queiros, who is personally known to me or who produced _____ as identification on this 27 day of March, 2001.



Notary Public

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: The Brooksville Mural Society, Inc.
2. The name and address of the registered agent and office is:

Registered Agent: Karen L. Phillips

Registered Office: 201 North Howell Avenue
Brooksville, FL 34601

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 REGISTERED AGENT.

Karen L. Phillips
Karen L. PhillipsMarch 27, 2001
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STATE
SECRETARY OF
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CORPORATIONS