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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

855245/7875C

July 16, 2001

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

The Historical & Cultural Society of Clearwater, Inc.

NO1000005205

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate

Other 300004477043--3
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Retrieval Request

- Photocopy
- Certified Copy

	NEW FILINGS
	Profit
X	Non Profit
	Limited Liability
	Domestication
	Other

	AMENDMENTS
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

	OTHER FILINGS
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

	REGISTRATION/QUALIFICATION
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

J. BRYAN JUL 16 2001

Articles of Incorporation
of
The Historical & Cultural Society of Clearwater, Inc.

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The undersigned, a majority of whom are citizens of the United States, desiring to form a nonprofit corporation under the Florida Nonprofit Corporation Law or as the case may be of the State of Florida, do hereby certify:

Article One: Name

The name of this corporation is The Historical & Cultural Society of Clearwater, Inc.

Article Two: Principal Office

The place in this state for the principal business office and mailing address of the corporation is 405 Cleveland St., Clearwater, FL 33755.

Article Three: Purpose

This corporation is a nonprofit public benefit corporation, is not organized for the private gain of any person, and is organized exclusively for cultural, historical, educational purposes and for the furtherance and promotion of the performing arts, including for such purpose the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code. It is organized under the Florida Not for Profit Corporation Act.

Article Four: Manner of Election of Directors

The names and addresses of the persons who are to serve as the initial directors of the corporation are as follows:

Founding Directors:

Regina M. Augsten, 108 24th St., Bellair Beach, FL 33786
Elizabeth Pippin, 4509 Shamrock Rd., Tampa, FL 33611
Robert Davidson, 9448 117th St. North, Seminole, FL 33772

Elected Directors:

Method of nominating and electing directors: The Founding Directors named above shall hold director position until the sooner of their demise or their resignation, whichever occurs first. In the event a Founding Director resigns or deceases, an additional elected director shall be elected in their place according to the manner and method of election of elected directors set forth herein. The elected directors named above shall hold the director position for a term of one year from the date of incorporation. Thereafter, the elected directors shall hold the director position for a term of one year and will be elected on an annual basis upon a vote of the members on an at-large basis, each member voting once per open directors seat for the slate of nominees. At least sixty days, but in not event less than thirty days prior to the election, the members of the corporation in good standing shall nominate director designates to the Board. Notice of the nominations shall

be made available to the membership, including the names and qualifications of any nominee, no later than 10 days prior to the date of the election. The Board shall give the members at least 10 days notice of any election of directors. All time periods shall be in calendar days. The Board shall provide a ballot for the membership to record their vote, one member shall have one vote per open director seat. The Board shall promulgate such other rules and procedures governing the election process in their discretion which shall be approved by a majority vote of the directors. The directors receiving the largest number of votes shall be sworn in as directors and shall replace the outgoing directors 10 days following the declaration of the election results. The Board shall make available to all members the election results upon request of any member.

Article Five: Initial Registered Agent and Street Address

The name and Florida street address of the initial registered agent is:

Robert Davidson, 9448 117th St. North, Seminole, FL 33772

Article Six: Incorporator

The name and address of the Incorporator to these Articles of Incorporation is:

Robert Davidson, 9448 117th St. North, Seminole, FL 33772

Article Seven: Tax Exempt Requirements

This corporation is organized and operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code..

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, directors or trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose or purposes set forth in Article Three hereof.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements on behalf of any candidate for public office).

Article Eight: Dedication of Assets/Distribution on Dissolution

The assets of this corporation are irrevocably and permanently dedicated to the purposes set forth in Article Three. Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or shall be distributed to 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 a 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 such court shall determine, that are organized and operated exclusively for such purposes.

In witness whereof, we have signed these articles of incorporation on 15 day of June, 2001.



Robert Davidson, Incorporator

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.

Executed this 15 day of June, 2001.



Robert Davidson, Registered Agent

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