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Florida Department of State

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION**THE YBOR CITY HOSPITALITY FOUNDATION INC**

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ARTICLES OF INCORPORATION
OF
THE YBOR CITY HOSPITALITY FOUNDATION, INC.

The undersigned subscribers to these Articles of Incorporation, a majority of whom are citizens of the United States, and natural persons competent to contract, hereby form a Not-For-Profit Corporation under the Not-For-Profit Laws of the State of Florida.

ARTICLE I.
Name

The name of the Corporation shall be:

THE YBOR CITY HOSPITALITY FOUNDATION, INC.

ARTICLE II.
Duration

The duration of the Corporation is perpetual.

ARTICLE III.
Purposes

The purposes of the Corporation are as follows:

A. This Corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific organization and operation of this Corporation is for the following purposes:

1. To exclusively provide for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any statute of similar import. The specific purpose and mission of this Corporation is as follows: To motivate and encourage private businesses and individuals to invest their time, talents and money into social and culturally edifying projects in Ybor City, so that the

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community will become a more civil, safer, better educated, moral and socially responsible place to live or work in. This foundation shall contribute to and plan the rehabilitation of single family homes in low-income neighborhoods within the Ybor City area. The foundation shall create and maintain drug and alcohol education outreach projects within Ybor City in order to eliminate or reduce illegal drug use or underage consumption of alcoholic beverages. The foundation shall support community outreach projects to inner-city youths in the Ybor City area that shall teach social responsibility and moral responsibility to them. The foundation shall encourage inner-city youths to engage in personally edifying charitable, religious, educational and scientific activities.

B To exercise all rights and powers conferred by the laws of the State of Florida upon non-profit corporations.

C. Provided, however, that the Corporation shall not engage in any action which is not permitted to be carried on by non-profit corporations under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors or officers, or other private persons, but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purpose. 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 or in opposition to 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

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corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation. contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

D. The Corporation will distribute its income for each tax year at a time and in a manner as to not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

E. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

F. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future tax code.

G. The Corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

H. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV. **Dissolution**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, 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

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organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes

ARTICLE V.
Members

The Corporation shall have Voting Members, who shall be elected (and may be removed) by the Voting Members, and who shall have all the rights and privileges of the members of the Corporation. The bylaws may provide for Non-voting 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:

<u>Name</u>	<u>Address</u>
Joel Brewer	120 Baltic Circle, Tampa FL 33617
Kenny Sohl	120 Baltic Circle, Tampa FL 33617
Sean Caldwell	120 Baltic Circle, Tampa FL 33617

ARTICLE VI.
Initial Registered Agent, Principal Office and Mailing Address

The initial registered agent is Alton M. White, Jr., and the initial registered office is: 201 E. Kennedy Boulevard, Tampa FL 33602. The principal office and mailing address of the Corporation is: 201 E. Kennedy Boulevard, Tampa FL 33602.

ARTICLE VII.
Initial Board of Directors

The initial Board of Directors shall have three members whose names and addresses are:

<u>Name</u>	<u>Address</u>
Joel Brewer	120 Baltic Circle, Tampa FL 33617
Kenny Sohl	120 Baltic Circle, Tampa FL 33617

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Sean Caldwell

120 Baltic Circle, Tampa FL 33617

The Board of Directors of this Corporation shall consist of not less than three (3) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the members or the bylaws. The business and affairs of this Corporation shall be managed by the Board of Directors, who shall be elected as provided in the bylaws and who may exercise all such powers of this Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the members. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this Corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be members. The members of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII
Officers

The officers of the Corporation shall consist of a President, Vice-President, Secretary and Treasurer. Other officers may be provided for in the bylaws. Each officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the bylaws. The name and address of each initial officer of the Corporation is as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	Joel Brewer	120 Baltic Circle, Tampa FL 33617
Vice-President	Kenny Sohl	120 Baltic Circle, Tampa FL 33617

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Secretary-Treasurer Sean Caldwell

120 Baltic Circle, Tampa FL 33617

ARTICLE IX.
Incorporators

The names and addresses of the incorporators of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
Joel Brewer	120 Baltic Circle, Tampa FL 33617
Kenny Sohl	120 Baltic Circle, Tampa FL 33617
Sean Caldwell	120 Baltic Circle, Tampa FL 33617

ARTICLE X.
Nonstock basis

The Corporation is organized (and shall be operated) on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the bylaws.

ARTICLE XI.
Bylaws

(a) The power to adopt the Bylaws of this Corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this Corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be may be altered, amended or repealed by vote of the members entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the members, and the members may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.

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(b) The bylaws of this Corporation shall be for the government of this Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this Corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XII
Amendment of Articles of Incorporation

These Articles may be amended by resolution adopted by the majority vote of the Board of Directors of this Corporation present at any meeting duly called and convened; provided, however, that unless ten days' advance notice of the amendment or amendments to be considered at such meeting shall have been given in writing by mail to each Director prior to such meeting, or such notice shall have been waived in writing, these Articles may be amended only by resolution adopted by two-thirds vote of the Directors present at such meeting.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals to these Articles of Incorporation on this 10th day of September, 2001.


JOEL BREWER
INCORPORATOR


KENNY SOFT
INCORPORATOR


SEAN CALDWELL
INCORPORATOR

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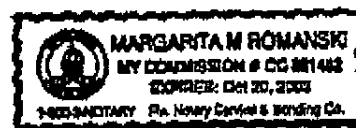
I, **ALTON M. WHITE, JR.**, hereby am familiar with the obligations and accept, the duties and responsibilities as Registered Agent for **THE YBOR CITY HOSPITALITY FOUNDATION, INC.**, a Florida not-for-profit corporation.


ALTON M. WHITE, JR.
Registered Agent

STATE OF FLORIDA
COUNTY OF Tallahassee

The foregoing instrument was subscribed to before me on this 20th day of September, 2001, by **ALTON M. WHITE, JR.**, who is personally known to me or who has produced _____ as identification.


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