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Florida Department of State

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

WINING WOMEN OF SARASOTA, INC.

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**ARTICLES OF INCORPORATION
OF
WINING WOMEN OF SARASOTA, INC.
A Florida Not For Profit Corporation**

The undersigned hereby associates to form a not for profit corporation under Chapter 617 of the Florida Statutes.

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

The name of this Corporation shall be WINING WOMEN OF SARASOTA, INC., and its initial principal office shall be at 1501 South Drive, Sarasota, Florida 34239.

**ARTICLE II
PURPOSES AND POWERS**

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 purposes of this Corporation include by way of example, but not by way of limitation:

A. To specifically raise funds for the benefit of not for profit organizations by organizing and sponsoring cultural fund-raisers.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit Corporations.

This Instrument Prepared By:
Jason M. DePaola, Esq. (FBN: 0180040)
Porges, Hamlin, Knowles & Prouty, P.A.
1205 Manatee Avenue West
Bradenton, FL 34205
(941)748-3770

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C. The purposes for which this Corporation is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Code.

D. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall 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 Internal Revenue Code and the Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended, or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

E. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director of the Corporation or to any member of the Corporation or to any 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 Director of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

F. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

F. In the event of dissolution, the residual assets of the Corporation shall be turned over to one or more Organizations which themselves are exempt as Organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any subsequent Internal Revenue Code or Regulation.

ARTICLE III

MANNER OF ELECTION OF BOARD OF DIRECTORS

The method of election of the Board of Directors of the Corporation shall be as set forth in the Bylaws for the Corporation. In no event shall the number of Board of Directors for this Corporation be less than three (3). The names and addresses of the initial Board of Directors are as follows:

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	<u>Name</u>	<u>Address</u>
1.	SUE SULLIVAN	1501 South Drive Sarasota, Florida 34239
2.	MINDY VOIGT	1924 Bouganvilla Street Sarasota, Florida 34239
3.	REBECCA MARCEY	4673 Deer Creek Boulevard Sarasota, Florida 34238
4.	KATARINA SMOTHERS	4209 Heatherstone Drive Sarasota, Florida 34239
5.	CHARLENE EMMONS	633 Shilo Road Sarasota, Florida 34240
6.	KERI EASTERLING	1704 Fortuna Street Sarasota, Florida 34239

ARTICLE IV
INDEMNIFICATION

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that she is or was a Director, Officer or committee member of the Corporation, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by her in connection with such action, suit or proceedings, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted, or not pursued by the proposed indemnitee, that she did not act in good faith, nor in a manner she reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, that she had reasonable cause to believe her conduct was unlawful; and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceedings by judgment, order, settlement, conviction or upon a plea of nolo contendere, or its equivalent, shall not, of itself, create a presumption that the person did not

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act in good faith and in a manner which she reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that her conduct was unlawful. It is the intent of this provision to provide the most comprehensive indemnification possible to the Officers, Directors and committee members of the Corporation, as permitted by Florida law.

ARTICLE V
TERM

The Corporation shall have perpetual existence unless and until dissolved as provided by law.

ARTICLE VI
INCORPORATOR

The name and street address of the Incorporator is:

SUE SULLIVAN
1501 South Drive
Sarasota, Florida 34239

ARTICLE VII
INITIAL REGISTERED OFFICE ADDRESS
AND NAME OF INITIAL REGISTERED AGENT

The name of the initial Registered Agent and Florida street address of the initial Registered Agent is:

JASON M. DEPAOLA, Esquire
c/o Forges, Hamlin, Knowles & Prouty, P.A.
1205 Manatee Avenue West
Bradenton, FL 34205

IN WITNESS WHEREOF, the Incorporator has executed these ARTICLES this
14th day of NOVEMBER, 2001.

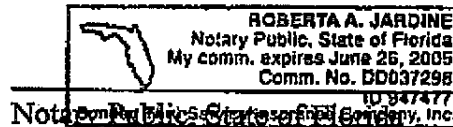

SUE SULLIVAN

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Signed, sealed and delivered
in the presence of:

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 14th day of NOVEMBER, 2001, by Sue Sullivan, as this corporation's incorporator, who () has provided _____ as identification or who (✓) is personally known to me.



REGISTERED AGENT ACCEPTANCE

Having been named to accept service of process for the above Corporation at the place designated in these Articles, I hereby 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.


Jason M. DePaola, Esq.

STATE OF FLORIDA
COUNTY OF MANATEE

On November 14, 2001, Jason M. DePaola, designated above as the individual who shall serve as this not for profit corporation's Registered Agent, who is personally known to me, and who did not take an oath, personally appeared before me and signed these Articles of Incorporation.




Notary Public, State of Florida

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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