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D&C
ATTORNEYS AT LAW

DENT & COOK
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

P.O. BOX 3259 • SARASOTA, FLORIDA 34230

DENT & ASSOCIATES, P.A.

JOHN C. DENT, JR.

SHERRI L. JOHNSON

JOE D. DINGESS

May 30, 2002

RICHARD A. MILLER

OF COUNSEL

JOHN F. COOK, P.A.

JOHN F. COOK

Secretary of State

Division of Corporations

409 East Gaines Street

Tallahassee, Florida 32399

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-06/04/02--01012--004
*****78.75 *****78.75

Re: TSIC of Sarasota County, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation of, TSIC of Sarasota County Inc. for filing, together with a copy for certifying.

Also, enclosed is this firm's check in the amount of \$78.75, representing the filing fees - \$35.00, certified copy - \$8.75 and registered agent designation - \$35.00.

Please forward the Certificate of Incorporation, together with the certified copy of the Articles of Incorporation to the undersigned at your earliest opportunity.

Very truly yours,

John C. Dent, Jr.

02 JUN 12 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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Enclosures

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 4, 2002

DENT & COOK
330 S. ORANGE AVENUE
SARASOTA, FL 34236

SUBJECT: TSIC OF SARASOTA COUNTY, INC.
Ref. Number: W02000016053

We have received your document for TSIC OF SARASOTA COUNTY, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

ARTICLE XII MUST LIST THE NAME AND ADDRESS OF THE REGISTERED AGENT.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
Document Specialist
New Filing Section

Letter Number: 102A00035974

ARTICLES OF INCORPORATION
OF
TSIC OF SARASOTA COUNTY, INC.
(A Corporation Not-for Profit)

FILED
02 JUN 12 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
Name

The name of the corporation shall be TSIC OF SARASOTA COUNTY, INC.

ARTICLE II
Principal Office and Mailing Address

The address of the principal office of the corporation as well as the mailing address of the corporation is:

P.O. Box 48186
Sarasota, Florida 34230-5186

ARTICLE III
Purposes

The corporation is organized exclusively for the following charitable purposes:

1. To award full tuition scholarships to Sarasota County students, to match each student with a mentor and support their educational achievement.
2. To accept public donations or private charity for the support, in whole or in part, of the corporation, and to devote all of its income and profits, after paying expenses, to the charitable purposes of this corporation.
3. To do any and all things necessary and proper to carry out the foregoing charitable purposes.

The above purposes shall be construed as both objects and powers, and the enumeration of specific purposes shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE IV
Limitations on Corporate Powers

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 corporation exempt from federal income tax under § 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 § 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V
Capital Stock

This corporation is not organized for profit and shall have no capital stock.

ARTICLE VI
Directors

The management of this corporation shall be vested in a board of not less than 3 or more than 50 directors. The names of those directors selected to serve beginning with the incorporation of this corporation and until their successors shall be chosen are:

<u>Name</u>	<u>Address</u>
John Dent	Dent & Cook 330 South Orange Avenue Sarasota, Florida 34236
Karen Hough	SunTrust Bank 200 Nokomis Avenue South Venice, Florida 34292

Catherine Burton

Representative Nancy Detert's Office
200 Capri Isles Boulevard
Venice, Florida 34292

Lee Johnson, ACSW

YMCA Children, Youth and Family Services, Inc.
One South School Avenue, Suite 301
Sarasota, Florida 34237

Patrick L. Gallagher, C.P.A.

Natherson & Company, P.A.
1801 Glengary Street
Sarasota, Florida 34231

Daniel M. Schwartz

Salomon Smith Barney
Two North Tamiami Trail, 11th Floor
Sarasota, Florida 34236

Joni Leetzow Rametta

Salomon Smith Barney
Two North Tamiami Trail, 11th Floor
Sarasota, Florida 34236

The board of directors shall have the right to increase and decrease within the limits set out above the number of directors of the corporation and shall have the right to fill any vacancy in the Board of Directors or to select additional directors in the manner provided in the bylaws. The Board of Directors shall have full power to adopt and amend bylaws and to make proper rules and regulations for the transaction of the affairs of the corporation and to elect all officers.

ARTICLE VII Membership

The Board of Directors may establish in the By-Laws memberships, the qualifications of membership, the dues, if any, the responsibility, and the termination of membership.

ARTICLE VIII Nonliability of Directors

The corporation does not afford pecuniary gain, incidentally or otherwise, to its directors. There shall be no personal liability of directors for corporate obligations.

ARTICLE IX
Indemnity

The power of indemnification under the laws of Florida shall not be denied or limited by the bylaws.

ARTICLE X
Distribution of Earnings

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, 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 purposes set out.

ARTICLE XI
Disposal of Assets on Dissolution

Upon the dissolution of the corporation, the Board of Directors, shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of its assets exclusively for the purposes of the corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the Internal Revenue Code as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE XII
Initial Registered Office and Agent

The street address of the corporation's initial registered office is 330 South Orange Avenue, Sarasota, Florida 34236 and the name of the corporation's initial registered agent at that address is John C. Dent, Jr., Esq.

ARTICLE XIII
Incorporator

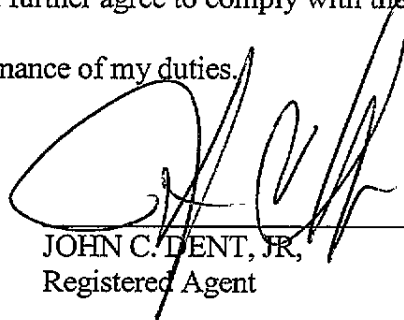
The name and address of the incorporator is:

JOHN C. DENT, JR.
330 South Orange Avenue
Sarasota, Florida 34236

Dated this 7th day of June, 2002.


Incorporator

Having been designated and appointed to act as registered agent and to accept service of process for and on behalf of the above stated corporation, at the place designated in this certificate, I hereby state that I am familiar with and accept the obligations of registered agent for the corporation and accept the appointment to such position, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


JOHN C. DENT, JR.,
Registered Agent

Dated: May 31st, 2002

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA