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N02000006900

August 31, 2002

Corporate Specialist
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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Re: South Pasadena Voters Watch

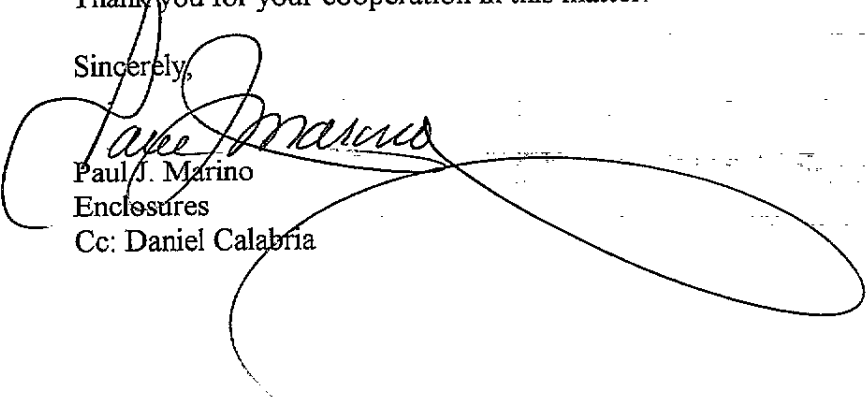
Dear Corporate Specialist:

Enclosed please find the original and one copy of executed Articles of Incorporation for the above referenced non-profit entity, together with a check in the amount of \$ 70.00 payable to the Florida Secretary of State.

Please conform the attached copy and return the same to this office at your earliest convenience.

Thank you for your cooperation in this matter.

Sincerely,


Paul J. Marino
Enclosures
Cc: Daniel Calabria

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
FOR THE
SOUTH PASADENA VOTERS WATCH, INC.
(A Florida Non-Profit Corporation)**

ARTICLE I

CORPORATE NAME

The name of this corporation is: South Pasadena Voters Watch, Inc.

ARTICLE II

CORPORATE NATURE

This is a non-profit corporation organized solely for general educational purposes pursuant to the provisions of the Florida Corporation (Not-For Profit) Law as set forth in Chapter 617, Florida Statute.

ARTICLE III

DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV

GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

- (a) To provide public information to the citizens of South Pasadena regarding ways and means to promote the physical appearance of the City of South Pasadena Florida
- (b) To promote educational programs relating to the administrative and legislative management of the City of South Pasadena, Florida.
- (c) To provide assistance and input to governmental leadership and community organizations in the decision making process to make South Pasadena a cost effective and viable community on the Gulf Coast of Florida.
- (d) To encourage all citizens to engage in a program designed for the betterment and beautification of the city and to encourage all citizens to take a proactive approach in the operation of their local government and decisions of their elected and appointed officials.
- (e) To operate exclusively in any other manner for such educational purposes as will qualify it as an exempt organization under Section 501(c) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any

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subsequent federal tax laws covering the distribution to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended.

ARTICLE V
MANAGEMENT OF CORPORATE AFFAIRS

A. BOARD OF TRUSTEES. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Trustees consisting of not less than five (5) persons, provided that the number and composition of the Board of Trustees may be changed by the by-laws of the corporation, duly adopted by the Board of Trustees.

B. METHOD OF SELECTION OF TRUSTEES. Trustees of the Board shall be nominated and elected by a majority vote of the membership in accordance with the procedures set forth in the by-laws of the corporation.

C. TERM OF OFFICE OF TRUSTEES. The term of office of each Trustee of the corporation shall be fixed by the by-laws of the corporation.

D. EXECUTIVE MANAGEMENT COMMITTEE. There shall be an Executive Management Committee of the Board of Trustees consisting of the corporate officers, to wit, President, Vice Presidents, Secretary and Treasurer. The Executive Management Committee may be called into session on the call of the Chairman of the Board of Trustees.

E. INITIAL INCORPORATORS AND BOARD OF TRUSTEES.

The names and addresses of the initial incorporators and Board of Trustees are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Daniel Calabria	President	7068 S. Shore Drive, South, South Pasadena, Florida 33707
Thomas Vath	Vice President	6984 S. Shore Drive, South South Pasadena, Florida 33707
Francine PrevotEAU	Secretary/Treasurer	6951 Grand Vista Way South Pasadena, Florida 33707

ARTICLE VI
EARNINGS AND ACTIVITIES OF CORPORATION

(a). No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, directors, 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 purposes set forth in Article IV, hereof.

(b). Notwithstanding any other provisions 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) of the Internal Revenue Code of 1954, (or the corresponding provisions of any future United States Revenue Law).

(c). Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any power that are not in furtherance of the purposes of this corporation.

ARTICLE VII
DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Trustees shall, after paying or making the provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualified as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in 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, which are organized and operated exclusively for such purposes.

ARTICLE VIII

MEMBERSHIP

Membership in the corporation shall be by appointment of the Board of Trustees, with qualification for such membership and the manner of admission being established by the by-laws of this corporation. The Board of Trustees may approve other classes of membership, by appropriate amendment to the by-laws of the corporation, to further the purposes for which the corporation was formed.

ARTICLE X

AMENDMENT OF BY-LAWS

Subject to the limitations contained in the by-laws, and any limitations set forth in the Corporation Not For Profit Laws of the State of Florida, concerning corporate action that must be authorized or approved by the member Trustees of the corporation, by-laws of the corporation may be made, altered, rescinded, added to, or new by-laws may be adopted by the Board of Trustees, or by following the procedures set forth in the by-laws.

ARTICLE XI

DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational or charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, trustee, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII

REGISTERED AGENT AND OFFICE

The address of the Corporation's registered office shall be at 7068 S. Shore Drive, South, South Pasadena, Florida 33707 and the name of the registered agent is Daniel Calabria, whose address is 7068 S. Shore Drive, South, South Pasadena, Florida 33707

ARTICLE XIII

PRINCIPAL OFFICE AND MAILING ADDRESS

The Principal Office of the Corporation shall be located at 7068 South Shore Drive South, South Pasadena, Florida 33707 until otherwise changed by the Board of Trustees, and the mailing address is the same as the Principal Office.

WE, THE UNDERSIGNED, being the subscriber of the corporation, for the purpose of forming this non-profit corporation under the laws of the State of Florida, having executed these Articles of Incorporation, this 29th day of August 2002.

Daniel Calabria
Daniel Calabria, Incorporator/President

Thomas Vath
Thomas Vath, Incorporator/Vice President

Francine PrevotEAU
Francine PrevotEAU Incorporator/Secretary-Treasurer

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**STATE OF FLORIDA
COUNTY OF PINELLAS**

Before me, the undersigned authority, this 29th day of August 2002, personally appeared Daniel Calabria, Thomas Vath and Francine PrevotEAU who are personally known to me or who produced FL D.L.C. as identification and who did take an oath.

Vonna L. Balkovic
Notary Public, State of Florida

My Commission Expires: _____



Vonna L. Balkovic
Commission # DD 059670
Expires Oct. 28, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

REGISTERED AGENT'S ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of Section 48.091 and other statutes of Florida law relative to the proper and complete performance of my duties.

Daniel Calabria
Daniel Calabria, Registered Agent

Francine PG13-240-5J-881-0

Thomas Vath V 300827 33441-0

DAN Calabria known

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, this 29th day of August, 2002 personally appeared Daniel Calabria as Registered Agent to me known to be the persons who executed the foregoing Articles of Incorporation or who produced — as identification and he acknowledged to and before me that he executed such instrument as his voluntary and free act.

Vonna L. Balkovic

Notary Public of the State of Florida at Large

My Commission Expires: _____



Vonna L. Balkovic
Commission # DD 059670
Expires Oct. 28, 2005
Bonded Thru
Atlantic Bonding Co., Inc.