

Nov 11, 2002 11:03 AM Hamrick, Perrey, Quinnlan & Smith No. 008 P. 1  
Division of Corporations Page 1 of 62

# No2000000866

Florida Department of State  
Division of Corporations  
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## FLORIDA NON-PROFIT CORPORATION

Manatee to Manati Initiative, Inc.

Certificate of Status	1
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Jim Smith  
Secretary of State

November 6, 2002

HAMRICK, PERREY, Q'UINLAN & SMITH

SUBJECT: MANATEE TO MANATI INITIATIVE, INC.  
REF: W02000031799

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

If you have any further questions concerning your document, please call (850) 245-6934.

Loria Poole  
Corporate Specialist  
New Filings Section

FAX Aud. #: H02000222258  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**

**Manatee to Manati Initiative, Inc.**  
a Florida Nonprofit Corporation

**ARTICLE ONE**  
**Name**

The name of the corporation is **Manatee to Manati Initiative, Inc.**

**ARTICLE TWO**  
**Principal Office and Mailing Address**

The street address of the initial principal office of the corporation is **405 26<sup>th</sup> Avenue West , Bradenton, Florida**, and the mailing address of the corporation is **405 26<sup>th</sup> Avenue West , Bradenton, FL 34205**.

**ARTICLE THREE**  
**Duration**

The term of existence of the Corporation is perpetual; and the corporate existence will commence on its existence on the date of subscription and acknowledgment of these Articles, as hereinafter set forth, if these Articles are filed with the Department of State within five (5) days exclusive of legal holidays, after such date. If these Articles are not so filed, this corporation shall commence existence upon the filing hereof with the Department of State.

**ARTICLE FOUR**  
**Purposes**

The purposes for which the Corporation is organized are for scientific, educational and charitable purposes within the meaning of Section 501 of the Internal Revenue Code of 1986, and in this connection:

(1) Primarily to foster educational, athletic, cultural, professional people to peopled exchanges between the general public of Manatee County Florida and Puerto Manati in Las Tunas, Cuba.

(2) Generally to have and exercise all rights and powers conferred on nonprofit corporations under the laws of Florida, or which may hereafter be conferred, including the power to contract, rent, buy or sell personal or real property.

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(3) Notwithstanding any of the above statements of purposes or powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of the corporation.

#### ARTICLE FIVE Exempt Purpose

The corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the corporation is distributable to, or inures to the benefit of its directors or officers except to the extent permitted by the Florida Not For Profit Corporation Act. 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 Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Therefore, the Corporation is subject to the following restrictions and provisions:

(1) The purposes for which the corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

(2) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director, Officer, or member of the corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation, and reasonable expenses may be paid thereto, affecting one or more of the corporation's purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets part of the activities of the corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.

(3) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(4) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(5) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

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(6) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(7) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(8) 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 by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.

(9) 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 the assets of the corporation exclusively for the purposes 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 qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court in Manatee County, Florida, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE SIX

### Members

The Corporation shall not have members.

## ARTICLE SEVEN

### Election of Directors

Directors shall be elected in the manner provided in the Bylaws.

## ARTICLE EIGHT

### Initial Directors

The number of directors constituting the initial board of directors shall be one, and the names and addresses of the person who is to serve as director until the first meeting of the corporation or until her successors are elected and qualified are:

Maria Hussey	405 26 <sup>th</sup> Avenue West	Bradenton, FL 34205
Steve Tyndal	Port Manatee, 300 Regal Cruise Way	Palmetto, FL 34221-6608
Steve Rupert	405 26 <sup>th</sup> Avenue West	Bradenton, FL 34205

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**ARTICLE NINE**  
**Registered Office and Agent**

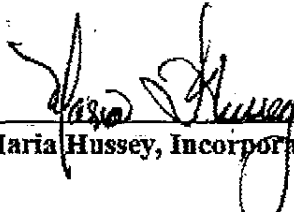
The address of the initial registered office of the Corporation is 405 26<sup>th</sup> Avenue West, Bradenton, FL 34205. The name of the initial registered agent of the Corporation at such address is Maria Hussey. The registered office and registered agent may be changed from time-to-time by the Board of Directors as authorized by law.

**ARTICLE TEN**  
**Incorporator**

The name and address of the incorporator of the Corporation is:

Maria Hussey 405 26<sup>th</sup> Avenue West Bradenton, FL 34205


In Witness Whereof, I have subscribed our names this 8<sup>th</sup> day of November 2002.

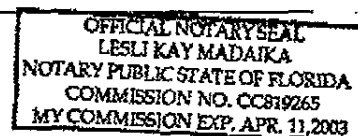
  
\_\_\_\_\_  
Maria Hussey, Incorporator

**STATE OF FLORIDA**  
**COUNTY OF MANATEE**

On the 8<sup>th</sup> day of November, 2002, before me, a Notary Public in the aforesaid State and County, personally appeared Maria Hussey, who is known to me to be the person named in and who executed the foregoing instrument and who severally acknowledged that she executed the same freely.

(Affix Notary Seal)

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida at Large  
My Commission Expires: \_\_\_\_\_  
My Commission No \_\_\_\_\_



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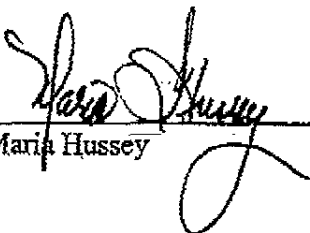
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TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT**

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as registered agent for Manatee to Manati Initiative, Inc., a Florida non profit corporation.

  
\_\_\_\_\_  
Maria Hussey