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**FLORIDA NON-PROFIT CORPORATION**

**Venice Circus Arts Foundation, Inc.**

|                       |         |
|-----------------------|---------|
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ARTICLES OF INCORPORATION  
OF  
VENICE CIRCUS ARTS FOUNDATION, INC.

**EFFECTIVE DATE**  
10-27-2003

A Non-Profit Corporation

ARTICLE I. NAME and ADDRESS

The name of this Corporation is VENICE CIRCUS ARTS  
FOUNDATION, INC.

The address of the principal office is and the mailing address of the  
corporation is: 429 Everglades Drive, Venice, FL 34285.

ARTICLE II. PURPOSES

The general nature of the objects and purposes of this Corporation shall  
be:

The purposes for which the Corporation is to be formed are  
exclusively to receive and administer funds for the preser-  
vation of circus arts and other scientific, educational,  
religious, literary and charitable purposes within the  
meaning of Section 501(c) (3) of the Internal Revenue Code  
of 1986 or corresponding provisions of any subsequent  
federal tax laws and to that end to hold any property, or  
any undivided interest in property, without limitation

THIS INSTRUMENT PREPARED BY  
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Attorney At Law  
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as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitations as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any applicable laws; to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof.

#### ARTICLE III. TERM OF EXISTENCE

The Corporation shall exist perpetually. Corporate existence shall commence on October 27, 2003.

#### ARTICLE IV. NONPROFIT STATUS AND DISSOLUTION

- (a) This Corporation shall issue no stock.
- (b) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or 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 member, trustee, officer 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. 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.

(c) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or by an organization, contributions to which are deductible under Section 170(c) (2) of such Code and Regulations as they now exist or as they may be amended.

(d) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify as exempt organizations under the provisions of Section 501(c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

#### ARTICLE V. INCORPORATOR

The name and residence of the incorporator to these Articles is:

LAWRENCE A. RYAN  
1302 Ridgewood Avenue  
Venice, FL 34285

#### ARTICLE VI. BOARD OF DIRECTORS

Section 1. The business affairs of this Corporation shall be managed by the Board of Directors. The number of directors may be increased or decreased from time to time, by the Bylaws, but shall not be less than three. The method of election of directors shall be as stated in the Bylaws. The names and addresses of the persons

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who shall serve as the initial directors of the corporation until their successors are duly elected and qualified are as follows:

Name and street address

VICTOR DANIEL GAONA  
429 Everglades Drive  
Venice, FL 34285

LAWRENCE A. RYAN  
1302 Ridgewood Avenue  
Venice, FL 34285

JUDY BARSTOW  
401 Commonwealth Avenue  
Boston, MA 02215

ARTICLE VII. REGISTERED AGENT and OFFICE

The initial registered agent for this Corporation is LAWRENCE A. RYAN and the initial registered office is located at 1302 Ridgewood Avenue, Venice, FL 34285.

IN WITNESS WHEREOF, I, the undersigned subscribing Incorporator, have hereunto set my hand and seal, this 23 day of October, 2003, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.

  
LAWRENCE A. RYAN

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

*Lawrence A. Ryan*  
LAWRENCE A. RYAN

*October 23, 2003*  
Date