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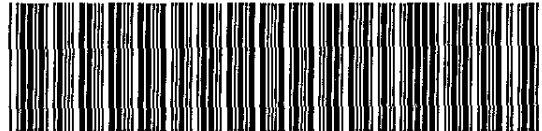
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ACCOUNT NO. : 072100000032

REFERENCE : 450179 4347A

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 78.75

ORDER DATE : February 19, 2004

ORDER TIME : 2:48 PM

ORDER NO. : 450179-005

CUSTOMER NO: 4347A

CUSTOMER: Ms. Renee' Wyatt
Burton & Burton, P.a.

P.o. Drawer 1729

Wauchula, FL 33873

DOMESTIC FILING

NAME: THE BILL REID FOUNDATION FOR
PERFORMING ARTS, INC.

XX ARTICLES OF INCORPORATION

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ARTICLES OF INCORPORATION
of
THE BILL REID FOUNDATION FOR PERFORMING ARTS, INC.
a Florida Not For Profit Corporation

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of incorporation:

Article I

The name of the corporation is **THE BILL REID FOUNDATION FOR PERFORMING ARTS, INC.**

Article II

The corporation shall have perpetual duration.

Article III

The corporation is a not for profit corporation. The purposes for which the corporation is organized are:

(a) To promote and create an interest in the performing arts and provide scholarships and an educational expense program to students residing in the area in which the foundation is located, who are interested in pursuing careers related to the performing arts.

(b) The general purposes for which this corporation is formed are to operate exclusively for charitable and educational purposes which will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

Article IV

(a) ELIGIBILITY. The members of the corporation shall consist of such persons who are interested in the objects and purposes of the corporation as may be elected from time to time and admitted to the membership by the Board of Trustees (the "Board"); provided, however, that the Board shall have no obligation or responsibility to admit members.

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(b) TERMINATION. If the Board shall at any time determine, for any reason which to them shall seem sufficient, that the continued membership of a member is prejudicial to the corporation or to the purposes for which it has been formed, the membership of such person in the corporation may be terminated by a majority vote of the Trustees present at any meeting of the Board. No member shall be entitled to any hearing before the Board regarding his membership in the corporation.

(c) MEETINGS. In the event members are admitted to the corporation, the Board shall amend these By-laws to provide for annual and special meetings of the members in accordance with Florida law.

(d) Rights and Liabilities of Members. The members of this corporation shall have no right, title, or interest in its income, property, or assets, nor shall any portion of its income, property, or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

Article V

The street address of the principal office and registered office of the corporation is 305 Dansby Road, Wauchula, FL 33873, Wauchula, FL 33873. The name of its registered agent at that address is John W. Burton. The mailing address of the corporation is 305 Dansby Road, Wauchula, FL 33873.

Article VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be not less than five (5) nor more than fifteen (15). Within the limits set forth herein, the manner and method of electing directors and the manner and method of conducting the business affairs of the corporation shall be as provided in the bylaws of the corporation.

The directors named herein, and all subsequently elected directors, shall hold office until the annual meeting of members, to be held on the last Monday of August of each year at the principal office of the corporation (or such other place the board may designate), at which time an election of directors shall be held.

Directors elected at the annual meeting shall serve for a term of one (1) year until the subsequent annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held on the last Monday in August at the principal office of the corporation, or at any other place or places designated by the board of directors by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors' authority.

The names and residential addresses of the persons who are to serve as the current directors are:

<u>Name:</u>	<u>Address:</u>
Layne Prescott	305 Dansby Road, Wauchula, FL 33873
John Baxter	703 Honalulu Drive, Wauchula, FL 33873
Debbie Carlton	2587 W. Main Street, Wauchula, FL 33873
Dana English	Post Office Box 971, Wauchula, FL 33873
Donna McKown	3008 N. Lake Damon Road, Avon Park, FL 33825

Article VII

The board of directors shall elect the following officers: president, vice-president, treasurer, and secretary, and any other officers which the bylaws of this corporation authorize the directors to elect. Officers shall be elected at the annual meeting of the board of directors. Until the next election of officers is held, the following persons shall serve as corporate officers:

<u>Name:</u>	<u>Address:</u>	<u>Office:</u>
Layne Prescott	305 Dansby Road Wauchula, FL 33873	President
John Baxter	703 Honalulu Drive Wauchula, FL 33873	Vice-President
Donna McKown	3008 N. Lake Damon Road Avon Park, FL 33825	Treasurer
Donna McKown	3008 N. Lake Damon Road Avon Park, FL 33825	Secretary

Article VIII

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth in the bylaws.

Article IX

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

Article X

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority vote of the Board present at any meeting of the Board duly called or convened, provided that a quorum is present at such meeting and that notice of the proposed amendment or new By-law shall have been mailed by the secretary to all of the members of the Board at least ten (10) days before the meeting

Article XI

On the dissolution, liquidation, or winding up of this corporation, its properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable or educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

WITNESS our hands and seals this the 9TH day of January, 2004.

THE BILL REID FOUNDATION FOR PERFORMING ARTS

BY: Layne Prescott (SEAL)
LAYNE PRESCOTT, President

ATTEST: John C. Baxter (SEAL)
JOHN BAXTER, Vice President

STATE OF FLORIDA:
COUNTY OF HARDEE:

On this 9TH day of January, 2004, before me, a notary public personally appeared LAYNE PRESCOTT, President and JOHN BAXTER, Vice President, known to me to be the persons whose names are subscribed to the instrument within, and acknowledged that they have executed the same for the purposes contained therein. They are personally known to me (✓) OR presented FLORIDA Drivers License as identification (), and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Wauchula, Florida.

NOTARY PUBLIC:

Dawn Renee Wyatt
DAWN RENEE' WYATT
State of Florida at Large
My Commission Expires:



Dawn Renee Wyatt
MY COMMISSION # DD148915 EXPIRES
October 8, 2006
BONDED THROUGH TROY FARM INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

I hereby accept designation as Registered Agent for **THE BILL REID FOUNDATION FOR PERFORMING ARTS, INC.**, and am familiar with and accept the obligations provided for in Chapter 607.0505, Florida Statutes.



JOHN W. BURTON, Register Agent

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