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Division of Corporations

Page 1 of 1

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## FLORIDA NON-PROFIT CORPORATION

SARASOTA  
ON THE EDGE, INC.

Certificate of Status	1
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

February 26, 2004

BLALOCK LANDERS WALTERS AND VOGLER, PA.

SUBJECT: ON THE EDGE, INC.  
REF: W04000008169

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The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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**ARTICLES OF INCORPORATION**  
**OF**  
**ON THE EDGE SARASOTA, INC.**

A Not-for-Profit Corporation

We, the undersigned, do hereby subscribe our names to these Articles of Incorporation for the purpose of creating a Corporation, not for profit in nature and purpose, in accordance with Chapter 617, Florida Statutes, as now in force or hereafter amended.

**ARTICLE I**

**NAME, ADDRESS AND INITIAL REGISTERED AGENT AND OFFICE**

The name of this Corporation shall be **ON THE EDGE SARASOTA, INC.** The address of the Corporation's principal place of business is 1530 Harbor Sound Drive, Longboat Key, Florida 34228, and the mailing address is P O Box 9810, Longboat Key, Florida 34228.

**ARTICLE II**

**OBJECTIVES AND PURPOSES**

A. The general objectives and purposes of this Corporation shall be: to establish and operate a nonprofit organization organized and operated exclusively for the purpose of furthering the range of arts programming available to the community and to produce performances and exhibitions of visual and performing arts for this purpose. In doing so, On The Edge Sarasota, Inc. seeks to:

- re-connect Sarasota's thriving arts organizations and audiences with art of the 20<sup>th</sup> and 21<sup>st</sup> century.
- build bridges between historical and contemporary arts that encourages and respects both the new and the traditional.
- fortify and revitalize existing audiences and build new ones.
- become a destination as the Southeast's preeminent contemporary arts festival.

Notwithstanding the foregoing, the purposes for which the corporation is organized are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future U.S. Internal Revenue Law).

B. To establish and publish rules and regulations governing the exercise of all rights and powers conferred by the laws of the State of Florida upon non-profit corporations, within the restrictions of Section 501(c)(3) of the Internal Revenue Code, including without limitation, to

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acquire by bequest, devise, gift, purchase, lease or otherwise, any property of any sort or nature without limitation as to its amount or value and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of any such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

D. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

### ARTICLE III

#### DISSOLUTION

In the event the Corporation is dissolved by either voluntary or involuntary means, all residual assets of the Corporation shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 107(c)(2) of the Internal Revenue Code, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific (or corresponding section of any future Federal tax code), or shall be distributed to the federal government, or to a state or local government for public purpose. The determination required hereby shall be made by the Corporation's Board of Directors in their sole discretion, applying the guidelines set forth herein.

### ARTICLE IV

#### TERM OF EXISTENCE

Pursuant to the provisions of Section 617.0123, Florida Statutes, this Corporation shall begin existence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. This Corporation shall have perpetual existence or as determined earlier by the laws of the State of Florida, or by the vote of its membership as provided in the Bylaws of this Corporation.

### ARTICLE V

#### DIRECTORS AND OFFICERS OF THE CORPORATION

The affairs of the Corporation shall be managed by its Board of Directors. The Board of

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Directors shall consist of not less than three (3) nor more than six (6) Directors who shall be elected, qualified as to their membership and hold office in accordance with the provisions of the Bylaws of this Corporation. The Board of Directors shall elect its Chairman.

The Officers of this Corporation shall be as follows: President, Vice President, Secretary, Treasurer, and such other officers with such other duties and tenures as set forth and provided by the Bylaws of the Corporation.

## ARTICLE VI

**REGISTERED AGENT**

The initial registered agent shall be ROBERT G. BLALOCK, and the address of the initial registered agent is: 802 11th Street West, Bradenton, Florida 34205.

## ARTICLE VII

## NAME AND ADDRESS OF INCORPORATOR

The incorporator is INA SCHNELL, 1530 Harbor Sound Drive, Longboat Key, Florida 34728.

Ina Schnell  
Ina Schnell, Incorporator

**Ing. Schnell, Incorporator**

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all Florida Statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

*Robert G. Blalock*  
Robert G. Blalock

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