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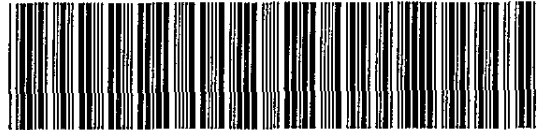
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FILED
04 MAY 17 PM 12:45
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**HARRY S. COLBURN, JR.
PROFESSIONAL ASSOCIATION
ATTORNEY AND COUNSELOR AT LAW
444 W. DEARBORN STREET
P.O. BOX 1865
ENGLEWOOD, FLORIDA 34295-1865**

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FLORIDA BAR BOARD CERTIFIED TAX ATTORNEY
CERTIFIED PUBLIC ACCOUNTANT

MASTER OF LAWS IN TAXATION
MEMBER FLORIDA AND NEW YORK BARS

May 14, 2004

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

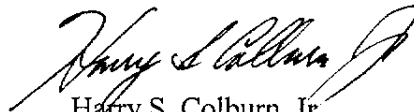
Re: Arts Alliance of Lemon Bay, Inc.
Articles of Incorporation

Dear Sir/Madam:

Enclosed for filing are an original and one copy of Articles of Incorporation of the above corporation not for profit together with a check in the amount of \$70.00 for the filing fee and registered agent fee.

Please acknowledge receipt of the Articles on the copy and return it to me in the envelope provided. Thank you for your assistance.

Very truly yours,


Harry S. Colburn, Jr.

Enclosures

cc: Thomas Kester
(with enclosure)

ARTICLES OF INCORPORATION
OF
ARTS ALLIANCE OF LEMON BAY, INC.

FILED
04 MAY 17 PM 12:45
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation not for profit under the Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is Arts Alliance of Lemon Bay, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual duration commencing on the date of execution and acknowledgement of these Articles.

ARTICLE III - PURPOSES

This corporation is organized as a corporation not for profit in accordance with the provisions of Chapter 617, Florida Statutes, to participate in the revitalization of Olde Englewood Village, Florida by creating an environment where artisans live and work, while supporting each other and enhancing the social and economic development of the community; and for such other charitable, scientific, literary or educational purposes as the Board of Directors may deem appropriate.

No part of the net earnings of the corporation shall inure to the benefit of any member, director, 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, director, 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.

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

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.

The corporation shall not retain any excess business holding as defined in Section 4943(c) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws, which would subject the corporation to tax under Section 4943 of the Code.

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

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.

Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on 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 hereafter 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 hereafter be amended.

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 under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE IV - PRINCIPAL OFFICE; MAILING ADDRESS

The principal office of the corporation is:

245 Cedar Street
Englewood, Florida 34223

The mailing address of the corporation is:

245 Cedar Street
Englewood, Florida 34223

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 444 West Dearborn Street, Englewood, Florida 34223, and the name of the initial registered agent at such address is Harry S. Colburn, Jr.

ARTICLE VI - BOARD OF DIRECTORS

The initial Board of Directors of the corporation shall consist of five (5) persons. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be fewer than three (3). The method of election of directors shall be as stated in the By-Laws. The names and addresses of the persons who are to serve as initial directors of this corporation are:

Yana Soder
130 Sabal Court
Englewood, Florida 34223

Skip Soder
130 Sabal Court
Englewood, Florida 34223

Andrew Wender
225 Old Englewood Road
Englewood, Florida 34223

Stephanie Ryder
7092 Placida Road
Cape Haze, Florida 33946

Stephen L. Lee
1151 Larchmont Drive
Englewood, Florida 34223

ARTICLE VII - INCORPORATOR

The name and address of the incorporator signing these Articles is:

Thomas Kester
245 Cedar Street
Englewood, Florida 34223

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation and in any amendment thereto.

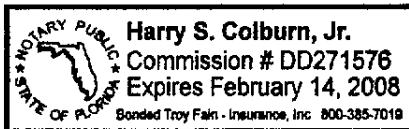
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this ____ day of May, 2004.

Thomas Kester

Thomas Kester, Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF SARASOTA)

The foregoing instrument was executed and acknowledged before me this 12th day of May, 2004, by Thomas Kester, (☒) who is personally known to me, or (☐) who produced _____ as identification.



Harry S. Colburn, Jr.
Signature of Notary Public

ACCEPTANCE OF DESIGNATION

The undersigned, Harry S. Colburn, Jr., having been designated to act as Registered Agent for this corporation, hereby accepts the designation of himself as Registered Agent and agrees to serve in compliance with all applicable Florida Statutes.

Harry S. Colburn, Jr.
Harry S. Colburn, Jr., Registered Agent

FILED
04 MAY 17 PM 12:45
SARASOTA, FLORIDA