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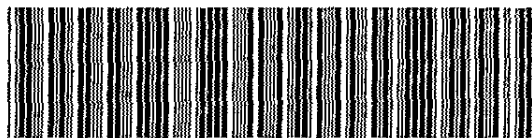
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TALLAHASSEE, FLORIDA

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SUPLEE & SHEA, P.A.
CERTIFIED PUBLIC ACCOUNTANTS

T. Raymond Suplee, CPA
Norman J. Shea, III, CPA
Thomas R. Cramer, CPA
Joseph E. Rocklein, III, CPA

25 May 2004

CERTIFIED MAIL: 7003 3110 0002 8489 7023

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

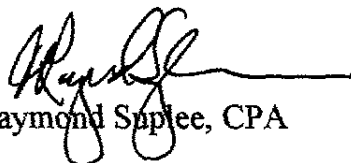
SUBJECT: The Field Club Foundation, Inc.

Ladies and Gentlemen:

The enclosed Articles of Incorporation for the subject not-for-profit entity are submitted for filing.

Enclosed please find check to cover filing fees for the Articles of Incorporation as well as the Registered Agent designation and two certified copies.

Sincerely,


T. Raymond Suplee, CPA

TRS/mo
Enclosures

ARTICLES OF INCORPORATION
OF
THE FIELD CLUB FOUNDATION, INC.

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In compliance with Chapter 617 of the Florida Statutes (Not For Profit Corporations):

ARTICLE I: NAME. The name of the corporation is The Field Club Foundation, Inc. (the "Foundation").

ARTICLE II: PRINCIPAL OFFICE. 1400 Field Road, Sarasota, Florida 34231-2302.

ARTICLE III. PURPOSES. The Foundation is organized to operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, and, more specifically: to research, restore, and insure the preservation of buildings, land, homes, or other articles which may relate to the history of Sarasota, Florida, with particular reference to the historical buildings occupied by The Field Club ("Field Club") in Sarasota, Florida; to hold meetings and other activities for instruction and information on the various purposes enumerated in this Article; to accept donations of money, real property, or other property for the above purposes; and to do any lawful act consistent with the purposes herein stated. Unless otherwise specified, all subsequent references to sections herein are to the Internal Revenue Code of 1986, as amended, as now exists and may hereafter be amended from time to time.

ARTICLE IV: MEMBERS. The Foundation shall have no members.

ARTICLE V: BOARD OF DIRECTORS. Directors shall be appointed in the manner provided in the bylaws.

ARTICLE VI: TERM. The duration of the Foundation is perpetual.

ARTICLE VII: INTERNAL AFFAIRS. The internal affairs of the Foundation shall be regulated in accordance with the following provisions:

The Foundation is organized and will operate on a nonprofit basis and shall not have or issue shares of stock nor pay dividends;

The Foundation is organized and, notwithstanding any other provisions of these Articles of Incorporation, shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) and the regulations thereunder;

In no event shall any part of the net earnings of the Foundation inure to the benefit of, or be distributable to, its Directors or officers, or to other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof;

No substantial part of the activities of the Foundation shall be carrying on of propaganda or otherwise attempting to influence legislation, nor shall the Foundation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office;

Notwithstanding any other provision of these Articles of Incorporation, the Foundation shall not carry on any other activities not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2) and the regulations thereunder;

If the Foundation shall be or become a private foundation as such term is defined by Section 509, then the Foundation shall be required to distribute its income for each taxable year at such time in such manner as not to subject it to tax under Section 4942, and the Foundation shall be prohibited from engaging in any act of self-dealing (as defined in Section 4941(d)), from retaining any excess business holdings (as defined in Section 4943(c)), from making any investments in such manner as to subject the Foundation to tax under Section 4944, and from making any taxable expenditures (as defined in Section 4945(d)).

The Foundation may (but shall not be obligated to) from time to time conduct educational programs and tours of the Field Club, with the approval of the Field Club, for which a fee no greater than necessary to defray expenses of the event may be charged.

Any action in furtherance of the purposes set forth in these Articles that relates to the exterior appearance, interior structural architecture, or preservation of the

Field Club, as described in the National Register of Historic Places, shall be taken only after consultation with, and the approval of, the appropriate officials of the Gulf Coast Heritage Association (d/b/a Historic Spanish Point), or if such officials are not available, then after consultation with, and approval of, the appropriate officials of any other organization that is an authority on the preservation of the historical buildings occupied by the Field Club and other buildings on the National Register of Historic Places.

In the event of the dissolution of the Foundation, all its assets remaining, after the payment of all debts and obligations of the Foundation, shall be distributed to the Gulf Coast Heritage Association, provided that said Gulf Coast Heritage Association is then exempt from United States income tax under Section 501(c)(3), to be used in and around the Sarasota, Florida, area, in accordance with the original purposes of the Foundation. In the event that the Gulf Coast Heritage Association is not then exempt from United States income taxes under Section 501(c)(3), or for any other reason is unavailable as distributee upon dissolution of the Foundation, then all remaining assets, after the payment of all debts and obligations of the Foundation, shall be distributed to such one or more organizations which have purposes and objects similar to those of the Foundation and are exempt from United States income taxes under Section 501(c)(3), as the Board of Directors may select, and if more than one, in such shares and proportions as the Board of Directors may determine.

ARTICLE VIII: REGISTERED OFFICE AND AGENT. The initial registered office of the Foundation is 800 S. Osprey Avenue, Sarasota, Florida 34236, and its initial registered agent at such address is T. Raymond Suplee, a resident of Sarasota, Florida.

ARTICLE IX: INITIAL DIRECTORS. The number of directors constituting the initial Board of Directors is six, and the names and addresses of the persons who are to serve as the initial directors until the first annual meeting or until their successors be elected and qualified are:

Stephen Voigt
778 Siesta Drive
Sarasota, FL 34342

Howard Crowell
3970 Prairie Dunes Drive
Sarasota, FL 34238

T. Raymond Suplee
800 S. Osprey Avenue
Sarasota, FL 34236

James C. Rutledge
771 Mangrove Point Road
Sarasota, FL 34242

Norman J. Shea
1420 S. Lakeshore Drive
Sarasota, FL 34231

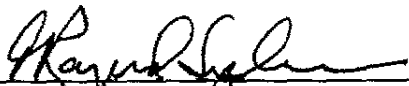
Alan Floyd
5880 Midnight Pass Road, #905
Sarasota, FL 34242

ARTICLE X: INCORPORATOR. The name and address of the incorporator is as follows:

T. Raymond Suplee
800 S. Osprey Avenue
Sarasota, FL 34236

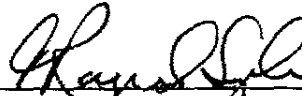
Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this Certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

REGISTERED AGENT


T. Raymond Suplee

Date: May 18, 2004

INCORPORATOR


T. Raymond Suplee

Date: May 18, 2004

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