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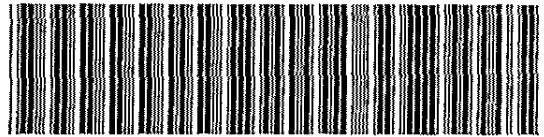
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ATTORNEYS AT LAW

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P.O. BOX 3259 • SARASOTA, FLORIDA 34230

JOHN C. DENT, JR.
SHERRI L. JOHNSON
JOE D. DINGESS
MICHELE SANTI

August 30, 2004

RICHARD A. MILLER
OF COUNSEL

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation of The Dialogue Foundation, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation of The Dialogue Foundation, Inc. for filing, together with a copy for certifying.

Also, enclosed is a check in the amount of \$78.75, representing the filing fees - \$35.00, certified copy - \$8.75 and registered agent designation - \$35.00.

Please forward the Certificate of Articles of Incorporation to the undersigned at your earliest opportunity.

Very truly yours,



Sherri L. Johnson

JCD:dsm
Enclosures

N: R76-5834 Lit Secretary of State 083044.doc

**ARTICLES OF INCORPORATION
OF
THE DIALOGUE FOUNDATION, INC.**

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STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
Name**

The name of the corporation shall be The Dialogue Foundation, Inc.

**ARTICLE II
Principal Office and Mailing Address**

The address of the principal office of the corporation as well as the mailing address of the corporation is:

2213 Bispham Road
Sarasota, FL 34231

**ARTICLE III
Purposes**

The corporation is organized exclusively for the following charitable purposes:

1. To promote appreciation of art through education, and by exhibiting and promoting the work of undiscovered and lesser-known artists.
2. To accept public donations or private charity for the support, in whole or in part, of the corporation, and to devote all of its income and profits, after paying expenses, to the charitable purposes of this corporation.
3. To do any and all things necessary and proper to carry out the foregoing charitable purposes.

The above purposes shall be construed as both objects and powers, and the enumeration of specific purposes shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE IV
Limitations on Corporate Powers

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 publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under § 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V
Capital Stock

This corporation is not organized for profit and shall have no capital stock.

ARTICLE VI
Directors

The management of this corporation shall be vested in a board of not less than 3 nor more than 5 directors. The method of selection of the directors shall be set forth in the bylaws.

The board of directors shall have the right to increase and decrease within the limits set out above the number of directors of the corporation and shall have the right to fill any vacancy in the Board of Directors or to select additional directors in the manner provided in the bylaws. The Board of Directors shall have full power to adopt and amend bylaws and to

make proper rules and regulations for the transaction of the affairs of the corporation and to elect all officers.

ARTICLE VII
Nonliability of Directors

The corporation does not afford pecuniary gain, incidentally or otherwise, to its directors. There shall be no personal liability of directors for corporate obligations.

ARTICLE VIII
Indemnity

The power of indemnification under the laws of Florida shall not be denied or limited by the bylaws.

ARTICLE IX
Distribution of Earnings

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set out.

ARTICLE X
Disposal of Assets on Dissolution

Upon the dissolution of the corporation, the Board of Directors, shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of its assets exclusively for the purposes of the corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the Internal Revenue Code as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the circuit court of the county in

which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE XI
Initial Registered Office and Agent

The street address of the corporation's initial registered office is 330 S. Orange Avenue, Sarasota, FL 34236 and the name of the registered agent at that address is Sherri L. Johnson.

ARTICLE XII
Incorporator

The name and address of the incorporator is:

Sherri L. Johnson
330 S. Orange Avenue
Sarasota, FL 34236

Dated this 30th day of August, 2004.



Incorporator

Having been designated and appointed to act as registered agent and to accept service of process for and on behalf of the above stated corporation, at the place designated in this certificate, I hereby state that I am familiar with and accept the obligations of registered agent for the corporation and accept the appointment to such position, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



SHERRI L. JOHNSON,
Registered Agent

Dated: Aug. 30, 2004

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FILED