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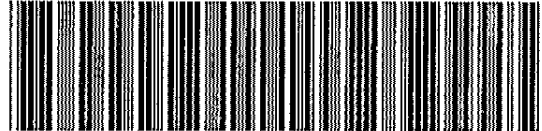
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 117948 11548A

AUTHORIZATION :

*Patricia Pigato*

COST LIMIT : \$ 78.75

ORDER DATE : December 31, 2004

*Effective date 1-3-05*

ORDER TIME : 11:32 AM

ORDER NO. : 117948-005

CUSTOMER NO: 11548A

CUSTOMER: Christy Scanga  
Karen S. Keaton, P.a.

2816 Beach Boulevard

Saint Petersburg, FL 33707

DOMESTIC FILING

NAME: GULFPORT TIME CAPSULE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: \_\_\_\_\_

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**ARTICLES OF INCORPORATION**  
**OF**  
**GULFPORT TIME CAPSULE 2005-2025, INC.**

We, the undersigned, with other persons being desirous of forming a corporation for profit, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

**ARTICLE I**

NAME

The name of the Corporation shall be GULFPORT TIME CAPSULE 2005-2025, INC.

**ARTICLE II**

PURPOSES

Section 1. The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any Member of the Corporation or any other 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 Director or 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.

Section 3. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal

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tax laws.

Section 4. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 5. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 6. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 7. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 8. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(d)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

Section 9. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding

provisions of any subsequent federal tax laws, as the Board of Directors shall determine. Any of such assets not so 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 purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

### **ARTICLE III**

#### **TERM OF EXISTENCE**

The Corporation shall have perpetual existence, commencing January 3, 2005.

### **ARTICLE IV**

#### **MEMBERS**

The Corporation shall have Members. The membership of the Corporation shall constitute all persons hereinafter named as Subscribers, as Directors, and such other persons who, from time to time hereafter, meet such criteria for membership, qualification and manner of admission as shall be determined by the Board of Directors and provided for in the Bylaws of the Corporation.

### **ARTICLE V**

#### **BOARD OF DIRECTORS**

Section 1. The business affairs of the Corporation shall be managed by the Board of Directors.

Section 2. The Corporation shall have three (3) members of the Board initially. The number of Directors may be changed from time to time as provided by the Bylaws, but their number may never be less than three (3).

Section 3. Only persons who are Members of the Corporation shall be eligible to serve on the Board of Directors.

Section 4. The names and addresses of the initial Board of Directors who are to serve as Directors until the first meeting of the membership is as follows:

Karen Gates  
4920 27<sup>th</sup> Avenue South  
Gulfport, FL 33707  
(727) 327-6826

Phyll Yoon  
5829 19<sup>th</sup> Avenue South  
Gulfport, FL 33707  
(727) 278-6963

Michael McKee  
2820 Beach Boulevard South  
Gulfport, FL 33707  
(727) 459-1963

Section 5. Members of the Board of Directors shall be elected and hold office as provided in the Bylaws.

## ARTICLE VI

### OFFICERS

Section 1. The officers of the Corporation shall be a President, Vice President, a Secretary, a Treasurer, and such number of additional Vice Presidents or other officers as may be provided in the Bylaws.

Section 2. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

President: Phyll Yoon  
5829 19<sup>th</sup> Avenue South  
Gulfport, FL 33707  
(727) 278-6963

Vice President: Karen Gates  
4920 27<sup>th</sup> Avenue South  
Gulfport, FL 33707  
(727) 327-6826

Secretary: Phyll Yoon  
5829 19<sup>th</sup> Avenue South  
Gulfport, FL 33707  
(727) 278-6963

Treasurer: Karen Gates  
4920 27<sup>th</sup> Avenue South  
Gulfport, FL 33707  
(727) 327-6826

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

Section 4. The officers shall have such duties, responsibilities and powers as provided by the Bylaws.

## **ARTICLE VII**

### **BYLAWS**

The membership shall adopt Bylaws for the Corporation at the first meeting of the membership of the Corporation after the approval of these Articles of Incorporation by the Secretary of State. Additional Bylaws or alterations or rescission of the first Bylaws shall be enacted by the Members or Directors.

## **ARTICLE VIII**

### **CONDUCT OF AFFAIRS**

The conduct of the affairs of the Corporation shall be limited by the various provisions of the Bylaws including but not limited to the following matters: provisions establishing classes of membership and limiting voting rights to one or more of such classes; and provisions creating, dividing, limiting and regulating the powers of the Corporation, the Directors and the Members.

## **ARTICLE IX**

### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 2816 Beach

Boulevard, St. Petersburg, FL 33707, and the name of the initial registered agent of the Corporation located at that address is Karen S. Keaton . The Principal address and the mailing address of the corporation is 2820 Beach Blvd, South, Gulfport, Fl 33707.

**ARTICLE X**  
**INCORPORATOR**

The name and address of the person signing these Articles of Incorporation are:

Karen S. Keaton  
2816 Beach Boulevard  
Post Office Box 1139  
St. Petersburg, FL 33731-1139

**ARTICLE XI**

**AMENDMENT OF ARTICLES OF INCORPORATION**


These Articles of Incorporation may be amended by the Members and the Directors. Such amendment shall be proposed and adopted by a vote of the Directors and Members of the Corporation.

5th IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this day of January, 2005.

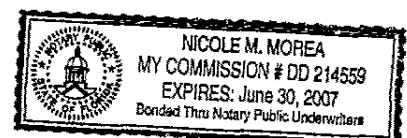
  
Karen S. Keaton  
INCORPORATOR

STATE OF FLORIDA           )  
COUNTY OF PINELLAS    )

5th The foregoing Articles of Incorporation were sworn to and acknowledged before me this day of January, 2005, by Karen S. Keaton, who is personally known to me or who has produced \_\_\_\_\_ as identification and did/did not take an oath.

  
Nicole M. Morea, Notary Public  
STATE OF FLORIDA

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

I hereby accept to act as Initial Registered Agent of GULFPORT TIME CAPSULE 2005-2025, INC., as stated in these Articles of Incorporation.

  
KAREN S. KEATON

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