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**FLORIDA NON-PROFIT CORPORATION****FRIENDS OF THE BELLEVIEW BELTMORE, INC.**

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CAPITAL CONNECTION

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**Articles of Incorporation of  
FRIENDS OF THE BELLEVIEW BILTMORE, INC.**

**A Florida Not for Profit Corporation**

We, the undersigned, in compliance with Chapter 617, F.S., do hereby join and associate ourselves together for the purpose of creating and becoming a corporation, non-profit in nature and purpose, in accordance with the laws of the State of Florida, and do jointly and severally subscribe to these Articles of Incorporation.

**ARTICLE I  
NAME**

The name of this corporation shall be "Friends of the Belleview Biltmore, Inc."

**ARTICLE II  
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 9180 Oakhurst Road, Suite 5, Seminole, Florida 33776.

**ARTICLE III  
PURPOSES**

The purposes of this corporation shall be as follows:

A. To receive and administer funds to operate exclusively for charitable, scientific, literary or educational purposes within the meaning of Chapter 617, Florida Statutes, and specifically, Section 501(c)(3) of the Internal Revenue Code, as the same may be revised from time to time, including among these purposes the purchase and preservation of historical lands, buildings, structures and the like, including but not limited to the Belleview Biltmore Hotel and its holdings and properties.

B. To do such things and perform such acts to accomplish its purposes as the Board of Directors shall deem appropriate and as are not forbidden by Section 501(c)(3) of the Internal

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Revenue Code. This corporation shall have all the powers conferred on not-for-profit corporations under the laws of the State of Florida, except as provided otherwise in these Articles of Incorporation, provided, however that notwithstanding any other provision of these Articles of Incorporation, this corporation shall not engage in any activity not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

#### **ARTICLE IV LIMITATIONS**

This corporation shall be operated exclusively for charitable, scientific, literary or educational purposes as a not-for-profit corporation. No individual director or member of this corporation shall have any title or interest in the corporate property or earnings in his or her individual or private capacity, and not part of the net earnings of this corporation shall inure to the benefit of any director, officer, or member. No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall this corporation participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

#### **ARTICLE V TERM OF EXISTENCE**

This corporation shall begin existence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida, and shall have perpetual existence.

#### **ARTICLE VI LOCATION OF INITIAL REGISTERED OFFICE AND NAME OF INITIAL REGISTERED AGENT**

The street address of the initial registered office of the corporation is 9180 Oakhurst Road, Suite 5, City of Seminole, State of Florida, County of Pinellas, 33776.

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The mailing address of the initial registered office of the corporation is 9180 Oakhurst Road, Suite 5, City of Seminole, State of Florida, County of Pinellas, 33776.

The name of the initial registered agent at such address is John D. Rich, Law Offices of John D. Rich, P.A.

#### **ARTICLE VII INITIAL DIRECTORS AND OFFICERS**

The affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) and not more than eleven (11) persons, who shall be elected, qualified as to their membership, and hold office in accordance with the Bylaws.

The Board of Directors shall be governed by a president, vice president, secretary and treasurer and such other officers as may be established in or permitted by the Bylaws of the corporation. The officers will be elected or appointed in accordance with these Articles of Incorporation and the Bylaws.

There shall be three (3) directors constituting the initial board of directors. The name and address of each person who is to serve as an initial director and officers until the first election are:

President:	Rae Claire Johnson 9180 Oakhurst Road, Suite 5 Seminole, Florida 33776
Vice President:	John D. Rich 9180 Oakhurst Road, Suite 5 Seminole, Florida 33776
Secretary/Treasurer	Connie Mudano 9180 Oakhurst Road, Suite 5 Seminole, Florida 33776

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**ARTICLE VIII  
MANNER OF ELECTION**

The manner in which the directors are elected or appointed are through a nominating committee and shall be regulated by the Bylaws.

**ARTICLE IX  
INCORPORATORS**

The names and addresses of the incorporators of this corporation are the same as the names and addresses of the initial directors listed in Article Seven of these Articles of Incorporation.

**ARTICLE X  
DISTRIBUTION OF  
ASSETS**

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation or corporation organized, operated, and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of, or corresponding provisions of any subsequent federal tax laws.

**CERTIFICATE OF DESIGNATION AND ACCEPTANCE  
REGISTERED AGENT/REGISTERED OFFICE**

The foregoing not-for-profit corporation, organizing under the laws of the State of Florida, submits this statement for the purpose of designating the registered officer/registered agent in the State of Florida and evidencing the registered agent's acceptance of that position.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND

CAPITAL CONNECTION

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ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:

  
John D. Rich

Date:

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