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TALLAHASSEE, FLORIDA

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J. Shivers OCT 07 2005

COVER LETTER

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

SUBJECT: KREWE OF GRACE O'MALLEY Foundation, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: CAROL C. RODRIGUEZ
Name (Printed or typed)

3110 Cordelia ST.
Address

Tampa, FL. 33607
City, State & Zip

(813) 740-3554 (ext 106)
Daytime Telephone number

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TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

Articles of Incorporation
for



Krewe of Grace O'Malley Foundation, Inc.
(a Not For Profit Corporation)

The undersigned, a U.S. Citizen, acting as incorporator of a corporation pursuant to Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for the corporation:

ARTICLE I
Name

The name of this organization shall be **Krewe of Grace O'Malley Foundation, Inc.** and shall be located in Tampa, Hillsborough County, Florida.

ARTICLE II
Purpose

1. The Krewe of Grace O'Malley Foundation, Inc. is formed and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. Pursuant thereto, the organization shall foster the well being of residents of the Standard Metropolitan Statistical Area (SMSA) of Greater Tampa Bay Area through programs having charitable and educational benefits, including for such purposes, the making of distributions to other organizations that qualify as exempt organizations under section 501(c)(3) to the extent permitted by said Internal Revenue Code Provisions, applicable Florida State and U.S. Federal Laws. To increase public awareness in furtherance of promoting the corporation's stated purposes, the Foundation Members shall participate annually in public community events sponsored by Ye Mystic Krewe of Gasparilla, Knights of Sant'Yago, 1st USV Cavalry Rough Riders, Inc. and others as determined by the Board Directors.

The general nature of the Not For Profit activity to be transacted by this corporation is as follows, including but not limited to:

2. To do all things as deemed lawful under the laws of the United States of America, including the internal Revenue Code, The State of Florida or any other state, country, nation or territory as pertaining to Not For Profit Corporations.
3. To operate exclusively in any other many for such charitable and educational purposes as will qualify it as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1954, as amended 1986, and thereafter, or under any corresponding provisions of any subsequent federal tax laws, covering distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.
4. To exercise all rights and powers conferred by the laws of the State of Florida upon Not For Profit corporations and organizations;

Provided, however, that the corporation shall not engage in any action or activity which is not permitted to be carried on by nonprofit corporations or organizations under the Internal Revenue Code 501 (c) (3) of the Internal Revenue Code of 1986, or the corresponding section of any future tax code, or

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by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of nay future federal tax code.

ARTICLE III

Duration

The date when the corporate existence shall commence shall be the date of the filing of the Articles of Incorporation, and the Corporation shall have perpetual existence thereafter.

ARTICLE IV

Membership

- (a) The first sixty (60) Memberships shall be offered to active members of Ye Loyal Krewe of Grace O'Malley, Inc., and shall be further regulated by Bylaws to be adopted by this corporation.
- (b) Any active member, in good standing, of Ye Loyal Krewe of Grace O'Malley, Inc. paying initiation fees, dues/and/or assessments as provided in the Bylaws of the corporation shall be eligible for membership.
- (c) The qualifications for members and the manner of their admission shall be determined from time to time, as needed or required, by the Board of Directors in accordance with the Bylaws, these Articles of Incorporation, and with any applicable laws of the State of Florida or the United States of America, upon an applicant submitting application and dues and/or assessments and following approval by the Board of Directors.
- (d) No member shall have any right, title or interest in any of the property or assets, including any earnings or investment category, of this corporation. Neither shall any of the property or assets be distributed to any member on dissolution or winding-up of the corporation.
- (e) Membership in this corporation is non-transferable. The powers, duties and privileges of the members of the corporation, and the matter of their admission, shall be specified in the Bylaws of the Corporation. All provisions in these Articles of Incorporation or in the Bylaws of the corporation, to conduct of the affairs of the corporation and the qualifications for membership in the corporation are hereby expressly intended to be in furtherance of, and not in limitation or exclusion, of the powers conferred by Statute.
- (f) The Corporation has a racially nondiscriminatory policy as to members and does not discriminate against applicants and members on the basis of race, color, national or ethnic origin. The organization shall maintain a racially nondiscriminatory policy on the basis of race, color, national and ethnic origin in all aspects of any scholarship programs that may be created during the its' existence.
- (g) The Corporation shall have Voting Members, who shall be elected (and may be removed) by the Voting Members, and who shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for rights and privileges of non-voting members. The original Voting Members are as follows:

Sue Barnum, 1211 N. Westshore Blvd. Ste. 414, Tampa, Florida 33607-4605
Terryyn Burnett, 1211 N. Westshore Blvd. Ste. 414, Tampa, Florida 33607-4605
Carol C. Rodriguez, 3110 Cordelia St., Tampa, Florida 33607
Desiree M. Rodriguez, 1211 N. Westshore Blvd. Ste. 414, Tampa, Florida 33607-4605
Karen Wells, 1211 N. Westshore Blvd. Ste. 414, Tampa, Florida 33607-4605

ARTICLE V
Non-Stock Basis

This Corporation is organized and shall be operated on a non-stock basis within the meaning of the Florida Not For Profit Corporation Act, and it shall not have the power to issue shares of any type, but may issue membership certificates if so provided in the Bylaws.

ARTICLE VI
Directors

This corporation shall have five directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws of the corporation but shall never be less than five.

ARTICLE VII
Initial Board of Directors and Manner of Election

The names and addresses of the Initial Board of Directors of this corporation are:

Sue Barnum	1211 N. Westshore Blvd. Ste. 414, Tampa, Florida 33607-4605
Terryn Burnett	1211 N. Westshore Blvd. Ste. 414, Tampa, Florida 33607-4605
Carol C. Rodriguez	3110 Cordelia St., Tampa, Florida 33607
Desiree M. Rodriguez	1211 N. Westshore Blvd. Ste. 414, Tampa, Florida 33607-4605
Karen Wells	1211 N. Westshore Blvd. Ste. 414, Tampa, Florida 33607-4605

The Initial Directors/Officers shall serve a term of two (2) years commencing October 1, 2005, and ending on September 30, 2007. The method of election of Directors shall be stated in the corporation's Bylaws.

ARTICLE VIII
Initial Officers

The Corporation shall have a President, First Vice-President, Second Vice-President, Third Vice-President/Treasurer and Secretary/Recorder, who shall be elected by the Board of Directors as provided by the Bylaws. The names of the Initial Officers who are to serve until the first Election next following the filing of the Articles of Incorporation are as follows:

Carol C. Rodriguez (President)	3110 Cordelia St. Tampa, Florida 33607-4605
Terryn Burnett (1 st Vice President)	1211 N. Westshore Blvd. Ste. 414 Tampa, Florida 33607-4605
Karen Wells (2 nd Vice President)	1211 N. Westshore Blvd. Ste. 414 Tampa, Florida 33607-4605
Sue Barnum (3 rd Vice President/Treasurer)	1211 N. Westshore Blvd. Ste. 414 Tampa, Florida 33607-4605
Desiree M. Rodriguez (Secretary/Recorder)	1211 N. Westshore Blvd. Ste. 414 Tampa, Florida 33607-4605

ARTICLE IX

Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporations Act. This corporation is to have the power to do any and all things necessary or expedient for carrying out the purposes of the corporation and to possess all rights, privileges and immunities, and enjoy all the benefits granted to corporations not-for-profit under the laws of the State of Florida, including but not limited to the following:

- (a) The power to keep the Corporate books within the State of Florida and at such place or places as may from time to time be designated by the Board of Directors.
- (b) The business of the Corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the powers of the Corporation, including (but without limiting the generality hereof):
 - (1) To sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its' property and assets of the Corporation, real or personal, without any action of or by the members, except as otherwise provided by statute or by the Bylaws.
 - (2) The power to make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income.
 - (3) Lend money for its corporate purposes, invest and reinvest its fund, and take and hold real and personal property as security for the payment of funds so loaned or invested.
 - (4) Make donations for the public welfare or for religious, charitable, scientific, educational or other similar purpose.
 - (5) Merge and consolidate with other corporations not-for-profit, domestic and foreign, provided that the surviving corporation is a corporation not-for-profit and exempt under Section 501(c)(3) of the internal Revenue Code of 1986, as amended.
 - (6) The Board of Directors shall have power to adopt, change, amend and repeal Bylaws, not inconsistent with law or its' Articles of Incorporation, for the administration of the affairs of the corporation and the exercise of its' corporate powers.
 - (7) The Board of Directors shall have the power, in its discretion, to fix, determine and vary, from time to time, the amount to be retained as surplus and the amount or amounts to be set apart out of any of the funds of the corporation available from membership dues, fees and/or assessments as working capital or a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created.
 - (8) The Board of Directors shall have the power, in its' discretion, from time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of the Corporation shall be open for inspection, but they shall be open to inspection by members in good standing as prescribed in Florida Statute.
 - (9) Shall have the power to increase, by a vote of its members cast as the Bylaws may direct, the number of its Directors, managers or trustees so that the number shall not be less than five(5) but may be any number in excess thereof.

- (10) Shall have the power to purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated.
- (11) Shall have the power to adopt and use a common corporate seal and alter the same; **provided however**, that such seal shall always contain the words "corporation not-for profit".
- (12) Shall have the power to acquire, enjoy, utilize and dispose of patent, copyrights and trademarks and any licenses and other rights or interests there under or therein.
- (13) The power to conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this part in any state, territory, district, or possession of the United States of any foreign country.
- (c) The Corporation reserves the right to amend, alter, change, add to or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights herein conferred are granted subject to this reservation.

ARTICLE X

Limitations on Corporate Powers

Notwithstanding any provisions of these Articles of Incorporation to the contrary, or any provision of state or federal law not inconsistent herewith, the following shall be controlling restrictions upon the corporation:

- (a) The corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.
- (b) The corporation shall not exercise any power, right, privilege or immunity, that would constitute the carrying on of a trade or business for profit within the meaning of the relevant statutes of the Internal Revenue Code.
- (c) The corporation shall not have nor issue shares of stock. No dividends shall be paid, and no part of the income of the corporation shall inure to the benefit of, or be distributable to its members, directors or 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 forth in Article II hereof.
- (d) No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempt to influence legislation and the corporation shall not participate in, or intervene in (including the publishing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.
- (d) If at any time the corporation is deemed to be a private foundation as defined in Internal Revenue Code Section 509(a), the following restrictions shall apply:
 - (1) The corporation shall not engage in any act of "self-dealing" as defined in internal Revenue Code Section 4941(d), which would give rise to any liability for the tax imposed by Internal Revenue Code Section 4941 (a);
 - (2) Retain any "excess business holdings", as defined in Internal Revenue Code Section 4943(c) which would give rise to any liability for the tax imposed by Internal Revenue Code Section 4943(a).

- (3) Make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Internal Revenue Code Section 4944, so as to give rise to any liability for the tax imposed by Internal Revenue Code Section 4944(a).
- (4) Make any "taxable expenditures" as defined in Internal Revenue Code Section 4945(d), which would give rise to any liability for the tax imposed by Internal Revenue Code Section 4945(a) and
- (4) Distribute for the purposes specified in its Articles of Incorporation, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by Internal Revenue Code Section 4942(a).

ARTICLE XI

Distribution of Assets on Dissolution Liquidation

In the event of a liquidation or dissolution of the corporation, whether voluntary or involuntary, no Officer, Director or member shall be entitled to any distribution or division of its remaining property or to its proceeds. The residual assets of the corporation, shall be distributed exclusively for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the Federal Government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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 XII

Amendments to Articles

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

ARTICLE XIII

Bylaws

The initial Bylaws of the corporation shall be established and adopted by the corporation by unanimous agreement of the corporation's Initial Board of Directors. Thereafter, the Bylaws of the corporation are to be made, altered or rescinded by a two-thirds (2/3) majority of the Board of Directors, subject to the approval of a majority of the membership present and voting at a duly called meeting of the general membership.

The Bylaws of the corporation, among other matters, shall set forth the requirements for membership, and the requirement for a meeting of the membership of the corporation to conduct such business as necessary to be conducted in a meeting of the membership of the corporation.

The Bylaws of this corporation may be made, altered or rescinded from time to time as allowed by law.

ARTICLE XIV

Counterparts

These Articles may be signed in Counter-part.

ARTICLE XV

Effective Date

The effective date of this corporation is upon acceptance by the Secretary of State of the State of Florida.

ARTICLE XVI
Principal Office and Address

Said corporation may establish branch offices in any other state or places, and may change the place of its principal office as and when it is deemed advisable by its Board of Directors.

The principal office of this corporation shall be and is located at:
3110 Cordelia Street, Tampa, Florida 33607

The Post Office Mailing address of the principal office of this corporation is at:
3110 Cordelia Street, Tampa, Florida 33607

ARTICLE XVII
Incorporator

The name and mailing address of the incorporator for these Articles Of Incorporation is:
Carol C. Rodriguez, 3110 Cordelia St., Tampa, Florida 33607.

IN WITNESS WHEREOF, the undersigned Incorporator and Witnesses, respectively have hereunto set our hands and seals, for the purpose of forming this Not For Profit Corporation under the laws of the State of Florida, and we hereby make and file in the Office of the Secretary of State for the State of Florida these Articles Of Incorporation, and certify that the facts stated herein are true to the best of our information, knowledge and belief on this 30th day of September, 2005.

Penny S. Holmes
Witness

Jaine James
Witness

Carol C. Rodriguez
Carol C. Rodriguez, Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 30th day of September, 2005, by **CAROL C. RODRIGUEZ**, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.

Katrina D. Feliciano
NOTARY PUBLIC, State of Florida
Print name: Katrina D. Feliciano
Commission Expires: _____



Katrina D. Feliciano
MY COMMISSION # DD413719 EXPIRES
June 7, 2009
BONDED THRU TROY FAIR INSURANCE, INC.

ARTICLE XVIII
Designation of Initial Registered Agent and Address

The Corporation has designated **Lorraine A. Valenti**, of 1211 N. Westshore Blvd., Ste. 414, Tampa, Florida 33607-4605 as its resident agent.

ACCEPTANCE BY REGISTERED AGENT AND REGISTERED OFFICE

Having been named Registered Agent and designated to accept service of process for the **Krowe of Grace O'Malley Foundation, Inc.** at 1211 N. Westshore Blvd. Ste. 414, Tampa, Florida 33607-4605. I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.

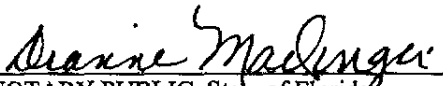

Lorraine A. Valenti, Esq.
Registered Agent.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 29 day of September, 2005, by **Lorraine A. Valenti**, who is personally known to me or who has produced _____ as identification and who ~~did/did not~~ take an oath.



DIANNE MADINGER
MY COMMISSION # DD 123150
EXPIRES: October 7, 2008
Bonded Thru Budget Notary Services



NOTARY PUBLIC, State of Florida
Print name: _____
Commission Expires: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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