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TALLAHASSEE, FLORIDA

2-24-2006

COVER LETTER

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

SUBJECT: East Bay Institute Inc  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are 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 of  
Status

ADDITIONAL COPY REQUIRED

FROM: Cecelia Anderson  
Name (Printed or typed)

135 Harrison Avenue  
Address

Panama City, FL 32401  
City, State & Zip

850-215-2288  
Daytime Telephone number

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

Articles of Incorporation  
of  
EastBay Institute, Inc.

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The undersigned adopts these Articles of Incorporation and forms a not for profit corporation (the "Institute") under the Florida Not For Profit Corporation Act (the "Act") (Chapter 617 of Title 36 of the Code of Florida), and states as follows:

**Article I**  
**Name**

The name of the Institute is **EAST BAY INSTITUTE, INC.** The address of the initial principal office shall be 135 Harrison Avenue, Panama City, FL 32401.

**Article II**  
**Term of Existence**

The Institute's existence commences on the date of the filing of these Articles of Incorporation with the Department of State of the State of Florida. The Institute will have perpetual existence thereafter.

**Article III**  
**Dissolution**

Upon dissolution of this Institute or the liquidation of its assets, whether voluntary or involuntary or by operation of law, except as and to the extent otherwise provided or required by law, the net assets remaining may be distributed to entities qualifying under Section 501(c)(3) of the Internal Revenue Code, as amended, or to the State of Florida, subject always to the provisions of these Articles and to the specific condition that none of the net assets of the Foundation will be distributed to or for the benefit of any member, officer or director of the Foundation or to any other individual; provided however, that nothing contained in this Article will be construed to prevent a distribution from the net assets of the Foundation to another distributee otherwise properly made in accordance with the provisions of these Articles and the purposes herein stated, solely by reason of the fact that one or more of the members, officers or directors of the Foundation may be connected or associated with the distributee as a shareholder, member, trustee, director, officer or in any other capacity.

**Article IV**  
**Purposes**

The purposes for which the Institute is formed are to:

- Promote a vital cultural life in the EastBay and Bay County communities for the benefit of residents and visitors alike;
- Strengthen the artistic and cultural education of residents and guests of the region;
- Encourage and support the development of programs that provide valuable social, cultural and educational opportunities;
- Encourage and support creativity and competence in the arts;

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- Encourage environmental and energy education programs, and encourage the celebration of the region's history, and
- Any and all other lawful business.

## **Article V**

### **Limitation on Activities**

No part of the net earnings of the Institute will inure to the benefit of, or be distributable to, any member, director or officer of the Institute or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Institute affecting one or more of its purposes), and no member, director or officer of the Institute, or any private individual, will be entitled to share in the distribution of any of the corporate assets on dissolution of the Institute; provided however, the Institute may confer benefits in the form of distributions, in dissolution or otherwise, upon any not for profit institute described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and specified in Article III above. No substantial part of the activities of the Institute will be the carrying on of propaganda or otherwise attempting to influence legislation, and the Institute will not participate in or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Institute will not conduct or carry on any activities not permitted to be conducted or carried on (i) by an organization exempt from taxation under Section 501(c)(3) of the Code, or (ii) by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

## **Article VI**

### **Incorporators**

The name and address of the incorporator of the Institute is:

Name

Address

JULIUS POSTON

135 Harrison Avenue  
Panama City, FL 32401

## **Article VII**

### **Board of Directors**

7.1 Number and Election of Directors. The Institute shall have three (3) directors initially. The number of directors may be increased or decreased from time to time by the Board of Directors ("Board") as provided in the Bylaws of the Institute. Directors may be elected, removed from office, and hold office as provided in the Bylaws.

7.2 Initial Directors. The names and addresses of the initial directors of the Institute, who will serve until their successor(s) are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
JULIUS POSTON	135 Harrison Avenue Panama City, FL 32401
JOEL H. COWAN JR	135 Harrison Avenue Panama City, FL 32401
PAUL SCHAIENDRA	1170 Peachtree Street, NE Suite 2350 Atlanta, GA 30309

**Article VIII**  
**Members and Voting Rights**

The Institute shall have one class of Members. Members shall not be entitled to vote.

**Article IX**  
**Registered Office and Registered Agent**

The name and the Florida street address of the registered agent are:

CECELIA ANDERSON  
135 Harrison Avenue  
Panama City, FL 32401

**Article X**  
**Bylaws**

The power to adopt, alter, amend or repeal Bylaws will be vested in the Board.

**Article XI**  
**Limit On Liability And Indemnification**

11.1 Limit on Liability. In every instance in which the Florida Not For Profit Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of directors or officers of a corporation, the directors and officers of this Institute shall not be liable to the Institute or its Members.

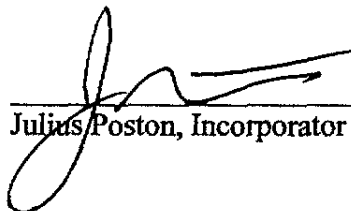
11.2 Mandatory Indemnification. The Institute shall indemnify any individual who is, was or is threatened to be made a party to a civil, criminal, administrative, investigative or other proceeding (including a proceeding by or in the right of the Institute or by or behalf of its Members) because such individual is or was a director or officer of the Institute, or of any other legal entity controlled by the Institute, against all liabilities and reasonable expenses incurred by him or her on account of the proceeding, except such liabilities and expenses as are incurred because of his or her willful misconduct or knowing violation of the criminal law. Unless a determination has been made that indemnification is not permissible, the Institute shall make advances and reimbursement for expenses incurred by any of the persons named above upon receipt of an undertaking from him or her to repay the same if it is ultimately determined that such individual is not entitled to indemnification. The Institute is authorized to contract in advance to indemnify any of the persons named above to the extent it is required to indemnify them pursuant to this Section.

11.3 Miscellaneous. The rights of each person entitled to indemnification under this Article shall inure to the benefit of such person's heirs, executors and administrators. Indemnification pursuant to this Article shall not be exclusive of any other rights of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the Institute and indemnification under policies of insurance purchased and maintained by the Institute or others. However, no person shall be entitled to indemnification by the Institute to the extent he or she is indemnified by another, including an insurer.

**Article XII**  
**Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

Dated 2/20/06, 2006


  
\_\_\_\_\_  
Julius Poston, Incorporator

*(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)*

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF  
REGISTERED AGENT OF  
EASTBAY INSTITUTE, INC.**

Pursuant to Chapter 608, Florida Limited Liability Company Act, Cecelia Anderson, 135 Harrison Avenue, Panama City FL 32401, having been named as registered agent to accept service of process upon the EastBay Institute, Inc., hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties as registered agent, acknowledging hereby that it is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned individual has caused this Certificate to be executed in Panama City Bay County, Florida on this 22<sup>nd</sup> day of February 2006.

  
Cecelia Anderson

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