

NO6000006329

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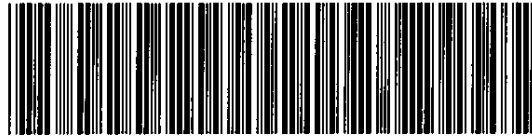
(Business Entity Name)

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06 JUN 12 PM 12:04  
TALLAHASSEE, FLORIDA

J. Stivers JUN 13 2006

W06-24306

## COVER LETTER

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

SUBJECT: thread, Incorporated  
(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: Richard Jones  
Name (Printed or typed)

11805 Skyview Ln.  
Address

Clermont, FL 34715  
City, State & Zip

(407) 443-6101  
Daytime Telephone number

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

**ARTICLES OF INCORPORATION  
OF  
Thread Orlando, Incorporated  
A Florida "Not for Profit" Corporation**

The undersigned incorporator, who is a United States citizens, natural person over the age of eighteen (18) years, and competent to contract, hereby forms a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation.

**ARTICLE I  
NAME OF CORPORATION**

The name of the corporation is Thread Orlando, Incorporated.

**ARTICLE II  
PRINCIPAL OFFICE**

The principal office of the corporation is located at 209 Hibiscus Court, Orlando, FL 32801.

**ARTICLE III  
MAILING ADDRESS**

The mailing address of the corporation is 1221 Greenwood Street, Orlando, FL 32801.

**ARTICLE IV  
REGISTERED AGENT & REGISTERED OFFICE**

The name of the registered agent of the corporation is Adam Prince, and the address of the initial registered office is 209 Hibiscus Court, Orlando, FL 32801.

**ARTICLE V  
DURATION/MEMBERSHIP**

The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the Bylaws.

**ARTICLE VI  
BOARD OF DIRECTORS**

The method of selection of the Board of Directors and number of directors shall be stated in the Bylaws.

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06 JUN 12 PM 12:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the incorporator is Richard Jones, 11805 Skyview Lane, Clermont, FL 34715.

**ARTICLE VIII**  
**CORPORATE PURPOSES**

The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

1. To provide affordable studio space for resident visual and performing artists in the Central Florida area.
2. To provide exhibition and performance space for resident and visiting visual and performing artists.
3. To provide the general public cultural events in the visual arts, performing arts, and education.
4. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.
5. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

**ARTICLE IX**  
**501(c)(3) LIMITATIONS**

1. CORPORATE PURPOSES: Notwithstanding any other provision of these Articles this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
2. EXCLUSIVITY: The Corporation is organized exclusively for charitable and educational purposes.
3. NO PRIVATE INUREMENT: The Corporation is not organized nor shall it be

operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

4. LOBBYING AND POLITICAL CAMPAIGNS: No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

5. DISSOLUTION: Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

6. "PRIVATE FOUNDATION" PROVISIONS: In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

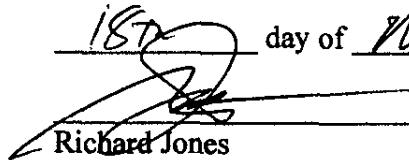
**ARTICLE X**  
**INDEMNIFICATION**

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

**EXECUTION**

These Articles of Incorporation are hereby executed by the incorporator on this

18<sup>th</sup> day of May, 2006.


  
\_\_\_\_\_  
Richard Jones

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Richard Jones who is either personally known to me or who produced a valid Florida Driver's license, executed the foregoing instrument as incorporator (or the agent of the incorporator) and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid

this 18 day of May, 2006.

  
\_\_\_\_\_  
NOTARY PUBLIC STATE OF FLORIDA  
My Commission Expires:



Vivian I Santiago  
My Commission DD195805  
Expires March 23, 2007

**REGISTERED AGENT'S  
ACCEPTANCE OF APPOINTMENT**

I hereby accept my appointment as registered agent for Thread Orlando, Incorporated, a Florida not for profit corporation.

Adam Prince  
Adam Prince

6/06/06  
Date

**FILED**  
06 JUN 12 PM 12:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA