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TALLAHASSEE, FLORIDA

J. Shivers OCT 17, 2006

LAW OFFICES

CARON SPEAS, P.A.

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Telephone (386) 329-9081

Facsimile (386) 329-9082

October 12, 2006

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

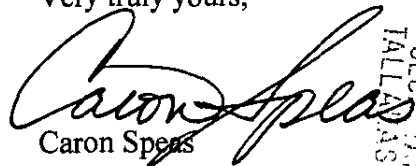
Re: CREATE The Artists Guild of North Florida, Inc.

Dear Sir or Madam:

Enclosed for filing please find an original and one copy of the Articles of Incorporation for the above-referenced corporation and our check in the amount of \$87.50. I am also enclosing a stamped envelope to facilitate your returning a certified copy of the articles as well as a Certificate of Status.

Thank you for your attention. Please give us a call if you have any questions.

Very truly yours,


Caron Speas

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Enclosures

ARTICLES OF INCORPORATION

ARTICLE I CORPORATE NAME, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of this corporation is **CREATE The Artist's Guild of North Florida, Inc.**, hereinafter referred to as CREATE.

The principal office of this corporation is: 143 A King St., St. Augustine, FL 32084
The mailing address of this corporation is: 143 A King St., St. Augustine, FL 32084

ARTICLE II CORPORATE NATURE

This is a nonprofit corporation, organized solely for general educational and charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

A. For the advancement of the arts for charity, education, and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. To create and enhance the public's appreciation and awareness of the creative arts through the sponsorship of scholarships, educational workshops, presentations, displays, and similar community service events.

C. To operate exclusively in any other manner 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, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE V AUTHORIZED MEMBERSHIP CERTIFICATES

A. This corporation shall be authorized to issue 100,000 membership certificates.

B. All membership certificates issued by the corporation shall contain a statement on the face of thereof that it is a non-profit corporation. If such shares are restricted as to their sale or purchase, the membership certificates shall bear a legend stating that such shares are restricted in the manner described in the By-Laws or any agreement between the members, and that a copy of such By-Laws or agreement shall be provided to all members.

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C. Except as otherwise prescribed by Florida law, each share shall entitle the holder thereof to one vote.

ARTICLE VI MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Trustees. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Trustees, consisting of not less than five (5) persons. The number of Trustees of the corporation shall be five (5), provided, however, that such number may be changed by a By-Law duly adopted by the members.

The Trustees named herein as the first Board of Trustees shall hold office until the first meeting of members at which time an election of Trustees shall be held.

Trustees elected at the first annual meeting, and at all time thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Trustees and until the qualification of the successors in office. Annual meetings shall be held at Putnam County Public Library on March 1st of each year at 1:00 p.m., or such other place or places as the Board of Trustees may designate from time to time by resolution.

Any action required or permitted to be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Trustees without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Trustees to so act. Such a statement shall be prima facie evidence of such authority.

The name and addresses of such initial members of the Board of Trustees are as follows:

Name	Address
Martha Greiner	762 Copperhead Circle, St. Augustine, FL 32084
Terry Luke	118 Eberhard Ave., Palatka, FL 32177
Caron Speas	613 St. Johns Avenue, Suite 203, Palatka, FL 32177
Jack Trendler	319 Kirkland St., Palatka, FL 32177
Sharon Cobb	P. O. Box 960, Welaka, FL 32193

B. Corporate Officers. The Board of Trustees shall elect the following officers: President, Vice-President, Secretary, and Treasurer, and such other officers, and in such manner, as the By-Laws of this corporation may authorize the Trustees to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Trustees. Until such election is held, the following persons shall serve as corporate officers:

	Name	Address
President	Laura Greiner	103 Crestwood Ave., Palatka, FL 32177
Vice -President	Claudia Corbett	7332 Crill Ave., Palatka, FL 32177
Secretary	Scott Cleveland	904 Kirkland Ave., Palatka, FL 32177
Treasurer	Bettye Goodwin	180 Poplar Drive, Interlachen, FL 32177

ARTICLE VII EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, Trustees, 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 IV hereof.

B. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

D. Notwithstanding any other provision of these Articles, this 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.

ARTICLE VIII DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all 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, education, 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 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the By-Laws for this corporation.

ARTICLE X SUBSCRIBERS

The names and residence addresses of the Subscribers of this corporation are as follows:

Name	Address
Martha Greiner	762 Copperhead Circle, St. Augustine, FL 32084

ARTICLE XI
AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Trustees, or by following the procedure set forth therefor in the By-Laws.

ARTICLE XII
DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational or charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XIII
REGISTERED AGENT AND OFFICE

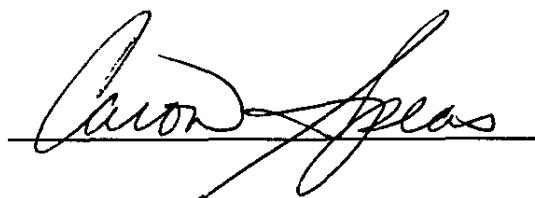
The address of the corporation's registered office shall be 613 St. Johns Avenue, Suite 203, Palatka, FL 32177 and the name of its registered agent at said address shall be Caron Spears.

ARTICLE XIV
AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Trustees and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

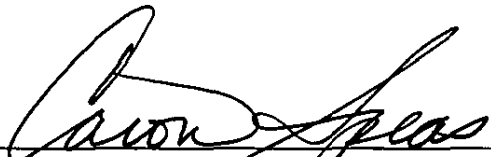
I, the undersigned, being the Subscriber and Incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 12th day of October, 2006.

WITNESSED BY:


Martha Greiner, Subscriber

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 617.0501 Florida Statutes (2006).


Caron Speas, Registered Agent

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