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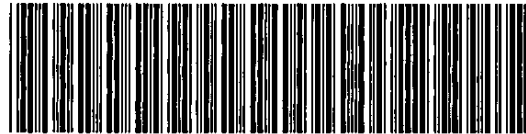
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2006 OCT 27 PM 3:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

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

SUBJECT: Random Play, 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: Teri Booth  
Name (Printed or typed)

PO Box 713  
Address

Sarasota FL 34230  
City, State & Zip

941-928-8121  
Daytime Telephone number

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

**ARTICLES OF INCORPORATION**  
**FOR**  
**RANDOM PLAY, INC.**  
**A Florida Non-Profit Corporation**

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2006 OCT 27 PM 3:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of the not for profit corporation, the undersigned has placed her signature and seal upon this document for the purposes of becoming a not for profit corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of this corporation is: **RANDOM PLAY, INC.**

**ARTICLE II - PRINCIPAL OFFICE AND ADDRESS**

The mailing address of the corporation is: **PO Box 713, Sarasota, Florida 34230.** and the principal office is located at: **2208 Industrial Boulevard, Sarasota, Florida 34234.**

**ARTICLE III - PURPOSE**

This nonprofit corporation is organized for charitable and educational purposes. The primary purposes for which this corporation is organized are to educate the public in theater and other art forms, specifically utilizing the talents of under served populations such as persons with developmental disabilities.

The secondary and general purposes of this corporation are as follows:

1. To exercise all rights and powers conferred on nonprofit corporations under the laws of the State of Florida, or which may hereafter be conferred, including the power to contract, rent, buy, or sell personal or real property; provided, however, that this corporation will not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation;
2. To make bylaws and regulations not inconsistent with the constitution or laws of the United

States, Florida or the Articles of the corporation;

3. To purchase, lease, or otherwise acquire, improve, construct, own, hold, use, maintain, operate, exchange, encumber, sell, convey and/or otherwise dispose of real and personal property of every kind, nature or description, as may be necessary or desirable to promote the primary purpose of this corporation;
4. To transact any or all lawful business and to do any and all such other incidental acts and things and to exercise any and all other powers which a co-partnership or natural person could do and exercise, as may be authorized by law; and
5. To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation.

The several clauses contained in this statement of purposes will be construed as both purposes and powers, and their statements contained in each clause will, except where otherwise expressly stated, be in no way limited or restricted by reference to or interference from the terms of any other clause, but will be regarded as independent purposes and powers, rights or privileges given by law to corporations.

#### **ARTICLE IV - RESTRICTION ON CORPORATE PURPOSE**

The purposes of which this corporation is organized are to receive and maintain real and/or personal property, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific and educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and the Regulations issued pursuant thereto.

No part of the net earnings of this corporation will inure to the benefit or be distributable to any Director or Officer of the corporation, or to any other private individual (except that reasonable compensation may be paid for services rendered to the corporation, and reasonable expenses may be paid thereto, affecting one or more of the corporation's purposes). No Director or Officer, or any private

individual will be entitled to share in the distribution of any corporate assets in the event of dissolution of this corporation.

The corporation will distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws. The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws. The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws. The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Notwithstanding any other provision of these Articles, the corporation will not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the Regulations issued pursuant thereto.

Upon dissolution of this corporation, the assets of the corporation will be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue code and Regulations issued pursuant thereto, as stated in the Bylaws.

#### **ARTICLE V - DIRECTORS**

The corporation's Board of Directors will consist of no fewer than three (3) Directors. The method

of election of the Directors of the Corporation is set forth in the Bylaws of this corporation.

The initial directors of this corporation will be:

<b>Teri Booth</b>	<b>Ann Morrison</b>	<b>Tony Becich</b>
275 Herons Run Dr. #709	5034 Barrington Circle	1105 Fourth Street W
Sarasota, FL 34232	Sarasota, FL 34234	Palmetto, FL 34221

#### **ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the principal office and mailing address of the corporation is as set forth in Article II, above. The name and address of the initial registered agent of this corporation is: **TERI BOOTH, 275 Herons Run Drive #709, Sarasota, Florida 34232.**

#### **ARTICLE VII - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

**Teri Booth**  
275 Herons Run Drive #709  
Sarasota, FL 34232

#### **ARTICLE VIII - OFFICERS**

The officers of this corporation will be a President, who will be a Director of the corporation; a Secretary and a Treasurer, and such other officers and agents as may be necessary. All officers and agents as may be necessary will be chosen in such manner, hold office for such terms and have such powers and duties as may be prescribed by the Bylaws of the corporation or determined by the Board of Directors. Any person may hold two offices, except that the President may not be also the Secretary or assistant secretary of this Corporation.

#### **ARTICLE IX - AMENDMENT**

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 shareholders is subject to this reservation.

**ARTICLE X - INDEMNIFICATION**

The corporation will indemnify any officer or director, or any former officer or director, to the full extent permitted by laws.

IN WITNESS WHEREOF, I have subscribed my name this 3<sup>rd</sup> day of October,  
2006.

Jaime Sanford  
Witness  
[Signature]  
Witness

Teri Booth  
TERI BOOTH

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 3<sup>rd</sup> day of October,  
2006, by **TERI BOOTH** who is personally known to me or who has produced \_\_\_\_\_  
as identification and who did/did not take an oath.



Jaime Sanford  
My Commission DD229436  
Expires July 06, 2007

Jaime Sanford  
NOTARY PUBLIC

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE**  
**FOR THE SERVICE OF PROCESS WITHIN THIS STATE**  
**NAMING AGENT UPON WHOM SERVICE MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST - That **RANDOM PLAY, INC.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Sarasota, County of Sarasota, State of Florida, has named **TERI BOOTH** located at **275 Herons Run Drive #709, Sarasota, Florida 34232**, County of Sarasota, State of Florida, as its agent to accept service of process within said State.

**ACKNOWLEDGMENT**

(MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

*Teri Booth*  
**TERI BOOTH**  
Resident Agent

**FILED**  
2006 OCT 27 PM 3:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA