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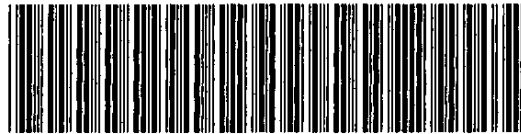
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2007 FEB 13 P 2:39

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2-14-07
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WILLIAM T. PRESTON, P.A.

ATTORNEY AT LAW

ADMITTED TO PRACTICE IN VIRGINIA AND FLORIDA

February 5, 2007

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: The Gallery Group of Flagler Avenue.

Dear Sir or Madam:

Please find enclosed the original and one copy of the Articles of Incorporation of The Gallery Group of Flagler Avenue.

Please also find my firms check # 8291 in the amount of \$78.75 which represents fees as follows:

1. Filing Fees - \$35.00
2. Registered Agent - \$35.00
3. Certified Copy - \$8.75

Please file the Articles and return the Certified Copy to me in the self addressed stamped envelope.

Thank you for your assistance in this regard.

With kind regards.

Respectfully,

William T. Preston

William T. Preston

WTP/lm

Enclosures

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ARTICLES OF INCORPORATION

OF

THE GALLERY GROUP OF FLAGLER AVENUE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation not for profit under Chapter 617, Florida Statutes.

ARTICLE I. NAME

The name of this corporation is THE GALLERY GROUP OF FLAGLER AVENUE, INC.

ARTICLE II. GENERAL PURPOSE

The purpose for which this corporation is organized shall be to promote the arts of the local community, including but not limited to sponsoring, organizing, administering, enhancing, and operating music, entertainment, art and cultural exhibitions, assemblies and activities that benefit the public through the public exhibition and display of such works and other objects of cultural significance, and to engage in any lawful purpose or purposes not for pecuniary profit. The purpose for which this corporation is organized is exclusively for religious, charitable, and educational activities as is defined under the Internal Revenue Code, Section 501(c)(3); to do all such things as is lawful to further such purposes. No part of the net earnings of this corporation shall inure to the benefit of any private member or individual. No substantial part of the activities of this corporation is for the purpose of propagandizing or otherwise attempting to influence legislation and this corporation shall not participate or intervene in a political campaign on behalf of a candidate for public office. Upon dissolution, the assets of this corporation will not be distributed to its members or shareholder.

ARTICLE III. COMPLIANCE WITH SECTION 501 (C) (3).
INTERNAL REVENUE CODE

Notwithstanding any other provisions of these Articles, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal 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.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue code of 1986, or corresponding Section of any future Federal Tax Code, or shall be distributed to the Federal, State, or Local government for a public purpose. Any such asset not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located exclusively for such purposes.

ARTICLE IV. MEMBERS

No Members. The corporation shall not have members and shall not issue membership certificates. The corporation shall not issue shares of stock.

ARTICLE V. DURATION

This corporation shall have perpetual existence commencing on the date of filing of Articles of Incorporation by the Department of State.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is as follows:

NAME

ADDRESS

Robert W. Lott

143 Canal Street
New Smyrna Beach, Florida 32169

ARTICLE VII. OFFICERS

The affairs of this corporation shall be managed by the following officers: President, Vice-President, Treasurer, and Secretary.

ARTICLE VIII. PERSONS CONSTITUTING FIRST BOARD OF DIRECTORS

The Board of Directors shall consist of not less than three (3) Directors. The names and addresses of the persons who are to serve as the members of the Board of Directors until the first annual meeting or until their successors are elected or appointed and have qualified, are as follows:

NAME

ADDRESS

ANTHONY BELL
President

316 Flagler Avenue
New Smyrna Beach, Florida 32169

JOHN HOSTETTER
Vice President

301 Lincoln Avenue
New Smyrna Beach, Florida 32169

JENNY NORADO
Treasurer/Secretary

113 Flagler Avenue
New Smyrna Beach, Florida 32169

ARTICLE IX. CORPORATION'S PRINCIPAL OFFICE AND ADDRESS AND
INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's principal office and the initial registered office is the same and is:

316 Flagler Avenue
New Smyrna Beach, Florida 32169

and the name of the initial registered agent of this corporation at this address is:

ANTHONY BELL

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation December 5, 2006.


_____(SEAL)
ANTHONY BELL

STATE OF FLORIDA
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared ANTHONY BELL, to me known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above December
__, 2006.

(NOTARIAL SEAL)

Notary Public, State of Florida

My Commission Expires:

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

The undersigned incorporator of THE GALLERY GROUP OF FLAGLER AVENUE, INC., hereby designates the following individual as registered agent for this corporation:

ANTHONY BELL

Anthony Bell (SEAL)
ANTHONY BELL

ACCEPTANCE OF REGISTERED AGENT

The undersigned does hereby accept the designation as registered agent of THE GALLERY GROUP OF FLAGLER AVENUE, INC.

DATED: December __, 2006.

Anthony Bell (SEAL)
ANTHONY BELL

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TALLAHASSEE, FLORIDA