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FLORIDA PROFTT/NON PROFIT CORPORATION

THE KREWE OF PRINCESS ULELE HIRRIHIGUA OF THE TOCORA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION**OF****THE KREWE OF PRINCESS ULELE HIRRIHIGUA OF THE
TOCOBAGA TRIBE OF ST. PETERSBURG, FLORIDA, INC.**07 JUN 27 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDAAPPROVED
AND
FILED

We, the undersigned, natural persons of the age of 18 years or more, acting as incorporators of a corporation not-for-profit, adopt the following Articles of Incorporation for such corporation not-for-profit pursuant to Chapters 617 and 607 of the Florida Statutes.

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation and its principal office or mailing address are: **THE KREWE OF PRINCESS ULELE HIRRIHIGUA OF THE TOCOBAGA TRIBE OF ST. PETERSBURG, FLORIDA, INC., 881 - 31st Terrace NE, St. Petersburg, Florida 33704.**

ARTICLE 2: CORPORATE PURPOSE

The Corporation is organized and shall be operated as an organization for ladies to socialize, participate in parades, build friendships and raise funds for selected charitable organizations and for any and all other lawful purposes.

ARTICLE 3: RESTRICTIONS ON CORPORATION POWERS

The Corporation shall possess all powers granted corporations not-for-profit under the laws of the State of Florida and shall be subject to all restrictions imposed upon such corporations and in addition thereto the following restrictions shall pertain:

3.01 Net Earnings. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable 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 expenditures in furtherance of the purposes set forth in Article 2 hereof.

3.02 Activities. No substantial part of the activities shall be the participation in political campaigns on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income

Krewe of Princess Ulele, Art of Inc, Page 1 of 7

Richard P. Caton, Esquire
Williamson, Diamond & Caton, P.A.
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Seminole, Florida 33772

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tax under Section 501(C) of the Internal Revenue Code of 1986, as amended; or (ii) by corporation contributions which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law); or (iii) by a corporation organized under Part I of Chapter 617 of the Florida Statutes.

ARTICLE 4: DURATION OF CORPORATE EXISTENCE

The Corporation shall have perpetual existence. Corporate existence shall commence on the date of filing of these Articles.

ARTICLE 5: MEMBERS

5.01 Eligibility. Membership shall be open to all natural women over the age of 21 years who are interested in furthering the purposes of this Corporation as set forth in Article 2. Membership status shall be determined by the Board of Directors in the adoption of Bylaws and Amendments thereto from time to time and may embrace the qualifications for active, inactive, honorary, sustaining and lifetime membership and establish membership fees therefore.

5.02 Dues. Dues for the various classes of membership shall be determined from time to time by the Board of Directors in the adoption of Bylaws and Amendments thereto.

5.03 Meeting. Membership meetings shall be held as scheduled and notice shall be given each member in advance of such meeting as determined by the Board of Directors in the adoption of Bylaws.

ARTICLE 6: SUBSCRIBERS

The names and residences of the subscribers to these Articles of Incorporation who constitute the founding members of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
CANDACE H. SCHERER	881 - 31 st Terrace NE St. Petersburg, Florida 33704
SUZANNE FISHER	2401 Pinellas Point Drive St. Petersburg, Florida 33712

Krewe of Princess Ulele, Art of Inc, Page 2 of 7

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SALLY POYNTER100 Beach Drive NE, #1103
St. Petersburg, Florida 33701**GALA L. BADGLEY**7625 Sun Island Drive S, #408
South Pasadena, Florida 33707**ALEXIS WINNING**767 - 45th Avenue North
St. Petersburg, Florida 33703**JULIE JANSSEN**52 Dolphin Drive
Treasure Island, Florida 33706**MARIE PROCTOR**1218 - 67th Street North
St. Petersburg, Florida 33710**ANN VICKSTROM**505 - 20th Avenue NE
St. Petersburg, Florida 33704**DIANE WINNING**935 - 42nd Avenue North
St. Petersburg, Florida 33703**ARTICLE 7: OFFICERS**

7.01 Defined. The affairs of the Corporation shall be managed by a president, a vice president of organization, a vice president of membership, a secretary and treasurer who shall perform the usual functions of said offices together with such additional officers as may be from time to time constituted and appointed by the Board of Directors or as may be provided in the Bylaws.

7.02 Election. Officers of the Corporation shall be elected by the Board of Directors at annual meetings of the Board of Directors. All officers shall continue to serve until the election of their successors.

7.03 Initial Officers. The names and addresses of the officer who are to serve until the first annual meeting of the Directors are:

OFFICERS**NAME AND ADDRESS****President**Candace H. Scherer
881 - 31st Terrace NE
St. Petersburg, Florida 33704*Krewe of Princess Ulele, Art of Inc, Page 3 of 7*

Richard P. Caton, Esquire
Williamson, Diamond & Caton, P.A.
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Seminole, Florida 33772
(727) 398-3600

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Vice President of Organization	Suzanne Fisher 2401 Pinellas Point Drive St. Petersburg, Florida 33712
Vice President of Membership	Sally Poynter 100 Beach Drive NE, #1103 St. Petersburg, Florida 33701
Treasurer	Gala Badgley 7625 Sun Island Drive S, #408 South Pasadena, Florida 33707
Secretary	Alexis Winning 767 - 45 th Avenue North St. Petersburg, Florida 33703

7.04 Vacancies. Any vacancy appearing in any office prior to the first annual meeting of the Board of Directors shall be filled by action of the Board of Directors and any vacancy occurring after the first annual meeting shall be filled in accordance with the Bylaws.

ARTICLE 8: BOARD OF DIRECTORS

8.01 Defined. The Corporation shall be governed by a Board of Directors, each of whom shall be members of the Corporation and shall be elected by the membership in the manner provided for in the Bylaws. The Board of Directors may be increased or decreased as provided in the Bylaws but in no case shall the number of Directors be less than three.

8.02 Term. At the first general election the Nominating Committee will put forth four members to serve one year, and five members to serve two years. Thereafter, all Board members will serve two years.

8.03 Number. The number of Directors constituting the initial Board of Directors is nine persons and the names and addresses of the persons who are to serve as initial Directors until the first annual meeting of the Corporation and the election and qualification of their successors are as follows:

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<u>NAME</u>	<u>ADDRESS</u>
CANDACE H. SCHERER	881 - 31 st Terrace NE St. Petersburg, Florida 33704
SUZANNE FISHER	2401 Pinellas Point Drive St. Petersburg, Florida 33712
SALLY POYNTER	100 Beach Drive NE, #1103 St. Petersburg, Florida 33701
GALA L. BADGLEY	7625 Sun Island Drive S, #408 South Pasadena, Florida 33707
ALEXIS WINNING	767 - 45 th Avenue North St. Petersburg, Florida 33703
JULIE JANSSEN	52 Dolphin Drive Treasure Island, Florida 33706
MARIE PROCTOR	1218 - 67 th Street North St. Petersburg, Florida 33710
ANN VICKSTROM	505 - 20 th Avenue NE St. Petersburg, Florida 33704
DIANE WINNING	935 - 42 nd Avenue North St. Petersburg, Florida 33703

**ARTICLE 9: ACCEPTANCE OF GIFTS, DEVISES AND BEQUESTS;
APPLICATION THEREOF**

The officers or Directors of the Corporation may accept on its behalf any designated contribution, gift or devise consistent with the general purposes of the Corporation. Where consistent with the needs of the Corporation, designated contributions by donors will be accepted and designations honored as to special funds, purposes or uses. The Corporation at all times reserves all rights over, interests in and control of such contributions in the full discretion as to the ultimate expenditure or distribution of the contribution in satisfaction of any specified fund, purpose or use. The Corporation shall, at all times, have full control over all donated funds and discretion as to their use so as to ensure that all contributions will be used to carry out its purposes as set out in Article 2. In the event the Corporation shall be the beneficiary of any gift, devise or bequest subject to conditions subsequent with respect to the administration or alienation of said property, the Corporation shall, at all times, act in a manner consistent with such conditions and the purposes to be served by such conditions.

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ARTICLE 10: ADOPTION AND AMENDMENT OF BYLAWS

The Bylaws of the Corporation shall be as adopted by the first Board of Directors. The Bylaws may thereafter be amended by a 66% vote of the Members of the THE KREWE OF PRINCESS ULELE HIRRHIGUA OF THE TOCOBAGA TRIBE OF ST. PETERSBURG, FLORIDA, INC. at any regular or special meeting in which a quorum is present thereof provided that notice of such meeting containing the text of the proposed Bylaw amendment is furnished to each member at least five days prior to such meeting.

ARTICLE 11: AMENDMENT OF ARTICLES OF INCORPORATION

11.01 By Directors. Amendments of the Articles of Incorporation shall be proposed by majority vote of the Board of Directors and shall be subject to ratification and approval by 66% of the membership voting at any regular or special meeting in which a quorum is present, provided that written notice of such meeting containing the text of the proposed amendments be furnished to each member not less than ten days prior to such meeting.

11.02 By Members. Amendments may be proposed by any member and may be considered at the annual or any regular meeting of the membership, provided that written notice of any such amendment or amendments shall be given in writing to all members at least ten days prior to the meeting at which such amendment or amendments is or are to be considered. An amendment shall be adopted by 66% vote of the members voting, a quorum being present.

ARTICLE 12: DISPOSITION OF ASSETS UPON DISSOLUTION

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for such purposes and to such entities as are authorized for corporations exempt from federal income tax under Section 501(c) of the Internal Revenue Code of 1986, as amended.

ARTICLE 13: REGISTERED AGENT

The Corporation's initial registered agent maintains an office at 881 - 31st Terrace NE, St. Petersburg, Florida 33704, and the registered agent thereat shall be CANDACE H. SCHERER.

26 IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this day of June, 2007.


CANDACE H. SCHERER

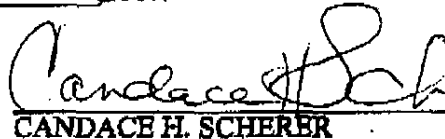
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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 26 day of June, 2007.


CANDACE H. SCHERER

APPROVED
AND
FILED
07 JUN 27 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA