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COVER LETTER

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

SUBJECT: Shakespeare by the Bay, 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: Chuck Clay
Name (Printed or typed)

2500-A W. 10th St.
Address

Panama City, FL 32401
City, State & Zip

(850) 319-6188
Daytime Telephone number

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

ARTICLES OF INCORPORATION
In compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I – NAME

The name of the corporation shall be Shakespeare by the Bay, Inc.

ARTICLE II – PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2500 W. 10th St., Unit A
Panama City, FL 32401

ARTICLE III – PURPOSE

A. This corporation is organized exclusively for charitable and educational purposes, more specifically to provide public performances of the works of William Shakespeare as well as other important dramatists, to better enrich and cultivate the cultural and artistic life of the community. To this end, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

B. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purpose, 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.

ARTICLE IV – DURATION

The duration of the corporate existence shall be perpetual.

ARTICLE V – MANNER OF ELECTION

The manner in which the directors shall be elected or appointed:

The members of the first Board of Directors shall be those persons elected by the incorporators of the Foundation. The Board of Directors shall consist of seven (7) directors until changed by an amendment to these Bylaws. Except as hereinafter provided, directors shall be elected at the annual meeting of the members of the Foundation, and each director shall be elected to serve for one year and until his/her successor shall be elected and shall qualify; provided, however, that failure to elect directors at the time designated therefore shall not work any forfeiture or dissolution of the Foundation. If and when the number of directors shall be increased, the additional

directors are then to be elected by a majority of the directors in office at the time of the increase or, if not elected prior to the next annual meeting of the members of the Foundation, they shall be elected by said members.

Nominations for election to the Board of Directors shall be made at a special meeting held for said purpose in the month preceding the annual meeting. Nominations shall be received from the floor. Only qualified voting members shall be able to nominate and each nomination must be seconded. Those seven (7) nominees receiving the highest number of votes shall be declared elected. In the event of a tie vote, election shall be decided by a toss of a coin.

The newly-elected members of the Board of Director shall, as soon after their election as possible, elect a Chairman, Vice Chairman, Secretary and Treasurer, to serve as the officers of the Board of Trustees. Further, the Board of Trustees may, from time to time, elect such other officers as it deems necessary.

ARTICLE V – INITIAL DIRECTORS

The corporation shall have one or more classes of members, as provided in the corporation's bylaws. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

The initial officers of the Board of Directors are as follows:

Charles Clay—Chairman
2500 W. 10th St. Unit A
Panama City, FL 32401

Rosemarie O'Bourke—Vice Chairman
103 Queens Circle
Panama City, FL 32405

Carmen Gomez—Secretary
2500 W. 10th St. Unit A
Panama City, FL 32401

Tammy Marinuzzi—Treasurer
811 W. 26th St.
Lynn Haven, FL 32444

ARTICLE VI – EXEMPTION REQUIREMENTS

At all times shall the following operate as conditions restricting the operations and activities of the corporation:

1. The corporation shall not afford pecuniary gain, incidentally or otherwise to its members. No part of the net earnings of this corporation shall inure to the benefit of any member of the corporation, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. Such net earnings, if any, of this corporation shall be used to carry out the nonprofit corporate purposes set forth in Article II above.

2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

ARTICLE VII – PERSONAL LIABILITY

No member, officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers, or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VIII – DISSOLUTION

At the time of dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, dispose of all of the assets of the corporation. In no case shall a disposition be made which would not qualify as a charitable contribution under Section 170(c)(1) or (2) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, in such manner as the Board of Directors shall determine.

ARTICLE IX – INITIAL REGISTERED AGENT AND STREET ADDRESS

Carmen Gomez
2500 W. 10th St. Unit A
Panama City, FL 32401

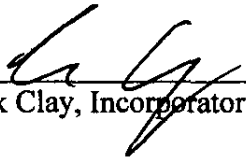
ARTICLE X – INCORPORATOR

The name and address of the incorporator is:

Charles W. Clay
2500 W. 10th St. Unit A
Panama City, FL 32401

EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on this 5 day of September, 2007.

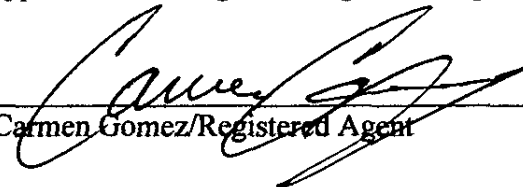


Chuck Clay, Incorporator

9-5-07
Date

REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Carmen Gomez/Registered Agent

9-5-07
Date