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FLORIDA PROFIT/NON PROFIT CORPORATION

The Valrico Civic Club Historical Preservation Found

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08 FEB 29 AM 10:36

APPROVED
AND
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ARTICLES OF INCORPORATION
OF
THE VALRICO CIVIC CLUB
HISTORICAL PRESERVATION FOUNDATION, INC.
A Florida Not For Profit Corporation

08 FEB 28 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

THE UNDERSIGNED initial directors of this corporation, desiring to form a nonprofit corporation in accordance with the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes, do hereby certify as follows:

ARTICLE I - NAME

The name of this corporation, hereinafter referred to as, this "Foundation" is:

The Valrico Civic Club Historical Preservation Foundation, Inc.

ARTICLE II - PRINCIPAL OFFICE

The street address of the initial principal office and the mailing address of this corporation are:

c/o Williams Schifano Mangione & Steady, P.A.
One Tampa City Center, Suite 3200
Tampa, Florida 33602
Attn: Lina Angelici, Esq.

ARTICLE III - PURPOSES

This Foundation is a not for profit corporation, and is not organized for the private gain of any person or entity. This Foundation is organized under the Florida Not For Profit Corporation Act and will be operated exclusively for charitable exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (hereinafter the "IRC"), including: (i) the receipt of contributions, and (ii) the payment of such contributions over to organizations that are described in Section 501(c)(3) of the IRC and exempt from taxation under section 501(a) of the IRC.

The specific purposes for which this Foundation is organized are to encourage and promote, for the benefit of future generations, the rehabilitation, revitalization, protection, preservation and perpetuation of that certain valuable historical resource consisting of the building and associated land located at 506 5th Street, in the community of Valrico, County of Hillsborough, State of Florida, which originated as the Valrico Civic Club in 1915 and is currently known as The James McCabe Theater, which is the sole commercial structure that remains in Valrico from the turn of the Twentieth Century, which represents distinctive and historically significant elements of the cultural, social, architectural, political and economic trends and identity of the community of Valrico and of Hillsborough County in the early 1900's, and which is one (1) of only twenty-seven (27) sites located in unincorporated Hillsborough County presently designated as a Hillsborough County historical landmark by said county's Historic Resources Review Board.

ARTICLE IV - REGISTERED AGENT

The name and address in the State of Florida of this Foundation's registered agent:

Lina Angelici, Esq.
Williams Schifino Mangione & Steady, P.A.
One Tampa City Center, Suite 3200
Tampa, Florida 33602

ARTICLE V - LIMITATION ON ACTIVITIES

Notwithstanding any other provision of these Articles of Incorporation, this Foundation shall not carry on any activities not permitted to be carried on by: (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of IRC. Further, this Foundation shall not be empowered to carry on or engage in, and is hereby expressly prohibited from carrying on or engaging in, (other than as an insubstantial part) any activities that are not in furtherance of or are broader than the charitable exempt purposes of IRC Section 501(c)(3).

No substantial part of the activities of this Foundation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and this Foundation shall not directly or indirectly, participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office, or engage in activities

which characterize this Foundation as an "action" organization as defined IRC Regulation 1.501(c)(3)-1(b)(3)."

ARTICLE VI - NO PECUNIARY PROFITS

No part of the net earnings of this Foundation shall inure to the benefit of or be distributable to its directors, officers, members, or other private persons, except that this Foundation shall be authorized and empowered to: (i) pay reasonable compensation for services rendered, and (ii) make payments and distributions in furtherance of the purposes set forth in Article II of these Articles of Incorporation.

ARTICLE VII - DEDICATION OF ASSETS

This Foundation's property is hereby irrevocably dedicated to one or more exempt charitable purposes within the meaning of Section 501(c)(3) of the IRC, and accordingly, no part of the net income or assets of this Foundation shall ever inure to the benefit of any director, officer, member, or other private person, and upon the dissolution or winding up of this Foundation, its assets remaining after payment of, or the provision of payment of, all debts and liabilities of this Foundation, shall be distributed: (i) for one or more exempt charitable purposes within the meaning of Section 501(c)(3) of the IRC, and/or (ii) to the federal government, or to a state or local government, for a public purpose. Further, in the event the assets of this Foundation should be distributed upon its dissolution by a court of competent jurisdiction, then such assets shall be distributed by said court to another organization that is exempt under IRC Section 501(c)(3), and solely for use in a manner as in the judgment of said court will best accomplish the charitable exempt purposes for which this Foundation was organized and for which this Foundation's assets are hereby dedicated.

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator is:

Lina Angelici, Esq.
Williams Schifino Mangione & Steady, P.A.
One Tampa City Center, Suite 3200
Tampa, Florida 33602

ARTICLE IX - DIRECTORS

The names and business addresses of the persons appointed to act as the initial Directors of this Foundation are:

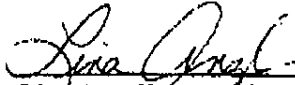
<u>NAME</u>	<u>ADDRESS</u>
Lina Angelici	3809 Northridge Drive Valrico, Florida 33596
Ingrid Hooglander	Griffin & Associates, P.A. 1430 Oakfield Drive Brandon, Florida 33511-4853
Richard J. Rios	2810 Rolling Acres Place Valrico, Florida 33596


Except as otherwise required by law, all future directors and any chairperson of the Board of Directors of this Foundation shall be elected or appointed in the manner provided in the by-laws of this Foundation.

[Signature Page Follows.]

IN WITNESS WHEREOF, the undersigned directors have hereunto subscribed their names
this 20th day of February, 2008.


DIRECTORS:



Lina Angelici, As Director


Ingrid Hooglander, As Director


Richard J. Rios, As Director

We, the above named initial directors of this Foundation, hereby declare that we are the
persons who executed the foregoing Articles of Incorporation, which instrument is our act and deed.


Lina Angelici


Ingrid Hooglander


Richard J. Rios

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

THE UNDERSIGNED, having been named as registered agent to accept service of process for THE VALRICO CIVIC CLUB HISTORICAL PRESERVATION FOUNDATION, INC. at the place designated in its Articles of Incorporation, hereby certifies that I accept such appointment as registered agent for service, agree to act in this capacity, and have hereunto subscribed my name this 20th day of February, 2008.


Lina Angelici, As Registered Agent

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AND
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