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## FLORIDA PROFIT/NON PROFIT CORPORATION

Sarasota City Parks Foundation, Inc.

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ARTICLES OF INCORPORATION  
OF  
SARASOTA CITY PARKS FOUNDATION, INC.

The undersigned, for the purpose of forming a corporation not for profit pursuant to Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation is SARASOTA CITY PARKS FOUNDATION, INC.

ARTICLE II - ADDRESS AND PLACE OF BUSINESS

The mailing address and street address of the principal place of the principal office of the Company in Florida is:

50 Central Avenue, Suite 700  
Sarasota, FL 34236

ARTICLE III - DURATION

Corporate existence shall commence upon filing these Articles of Incorporation by the Secretary of State, and the duration of the Corporation is perpetual.

ARTICLE IV - PURPOSE

The purpose for which this Corporation will be formed is exclusively for the education, charitable and other similar non-profitable purposes as contemplated by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Specifically the purposes of the Corporation are as follows:

1. To operate exclusively for charitable and educational programs for the promotion of recreation, art, culture, beautification of community parks and leisure services;
2. To educate the public as to the value of park lands, recreational and leisure services in the City of Sarasota;

3. To provide educational materials on park lands, recreational and leisure services to the general public;
4. To provide educational programs for the study of parks, recreation and environmental science;
5. To provide grants to qualified community based organizations for the improvement of parks, recreation and environmental issues;
6. To seek, accept and own funds and other assets in order to carry out the purposes of the Corporation; and
7. To secure recreational playground equipment and other operational resources to assist the City of Sarasota in the operation of leisure time activities in the various parks within the City of Sarasota.

The Corporation shall take all actions necessary in furtherance of these purposes, and engaging in activities which are necessary, suitable or convenient for the accomplishment of those purposes.

The Corporation may also engage in such other charitable and educational activities, within the meaning of Code Section 501(c)(3), or corresponding Section of any future federal tax code, generally related to or in furtherance of the above purposes.

#### ARTICLE V - POWERS

The Corporation shall have all of the common law and statutory powers of a corporation not for profit pursuant to the laws of the State of Florida that are not in conflict with the terms of these Articles. The Corporation shall not issue shares of stock. The Corporation is constituted so as to attract substantial support from contributions from persons in the community in which it operates and has not been formed for pecuniary profit or financial gain. The Corporation shall not distribute any part of its income to its members, directors, officers or other private persons, except that the Corporation may pay compensation in a reasonable amount to its members, directors, officers and employees for services rendered in furtherance of the purposes set forth in Article 4 hereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of 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 (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or

corresponding Section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under Code Section 170(c)(2), or corresponding section of any future federal tax code.

In general, and subject to the limitations herein set forth, to exercise all of the rights and powers which are now or may hereafter be conferred on corporations not for profit under the laws of the State of Florida or which are necessary or incidental to the powers so conferred, or conducive to the purposes of the corporation, provided always that such powers may be exercised by an organization exempt under Code Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations, as they now exist or may hereafter be amended, and by an organization contributions to which are deductible under Code Section 170(c)(2) and Regulations.

Upon the dissolution of the Corporation, assets shall be distributed to such organization or organizations as may be selected by the last acting Board of Directors, which shall at the time qualify as an exempt organization under Code Section 501(c)(3), or corresponding section of any future federal tax code, after paying or making provisions for the payment of all liabilities of the Corporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the principal office of the Corporation is then located, exclusively for the purposes or to the organization or organizations as said court shall determine are organized and operated exclusively for charitable, educational, religious, or scientific purposes.

#### ARTICLE VI - MEMBERS

The qualification for and manner of admission of members shall be regulated by the Bylaws. The Corporation may have one or more classes of members as may be determined in the Bylaws.

#### ARTICLE VII - MANAGEMENT OF CORPORATE AFFAIRS

A. Management - Directors. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors composed of not less than three (3) members, and such non-voting honorary members as determined by the Board of Directors. The Board of Directors and any vacancy thereon shall be filled by the Board of Directors.

B. Officers. The Officers of this Corporation shall be the Chair, the President, the Secretary, the Treasurer, and such other officers as the Board may determine to be necessary. The Board of Directors may elect and employ an executive director and/or any other officers and personnel it deems necessary. The initial Officers of this Corporation shall be as follows:

Chair: Rolland V. Heiser  
President: Lawrence A. Miller  
Secretary: Brenda L. Patten  
Treasurer: Brenda L. Patten

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 50 Central Avenue, Suite 700, Sarasota, Florida 34236, and the name of its initial Registered Agent at that address is David M. Silberstein.

ARTICLE IX - INCORPORATOR

The names and addresss of the Incorporators are as follows:

Rolland V. Heiser	c/o Kirk Pinkerton, P.A. 50 Central Avenue, Suite 700 Sarasota, FL 34236
Brenda L. Patten	c/o Kirk Pinkerton, P.A. 50 Central Avenue, Suite 700 Sarasota, FL 34236
Lawrence A. Miller	c/o Kirk Pinkerton, P.A. 50 Central Avenue, Suite 700 Sarasota, FL 34236

ARTICLE X - BYLAWS


The first Bylaws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Directors in the manner provided by the Bylaws.

ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporators have signed these Articles of Incorporation on this 18<sup>th</sup> day of March, 2008.  
effective

INCORPORATORS:

  
ROLLAND V. HEISER

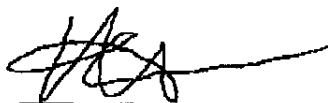
  
BRENDA L. PATTEN

  
LAWRENCE A. MILLER

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of SARASOTA CITY PARKS FOUNDATION, INC. which is contained in the foregoing Articles of Incorporation, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties, and accepts the duties and obligations of Section 617.0501, Florida Statutes.

DATED this 18<sup>th</sup> day of March, 2008.

  
DAVID M. SILBERSTEIN  
Registered Agent

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