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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

08 APR -2 PM 2:25

APPROVED  
AND  
FILED

W08-15145

B. McKnight APR 02 2008

## COVER LETTER

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

SUBJECT: JAMES EDWARD BREWTON FOUNDATION, 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: EMILY B. SCHILLING  
Name (Printed or typed)

1601 BAYHOUSE POINT DRIVE, BA-204  
Address

SARASOTA, FL 34231  
City, State & Zip

(941) 918-8829  
Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 24, 2008

EMILY B SCHILLING  
1601 BAYHOUSE POINT DRIVE, BA-204  
SARASOTA, FL 34231

SUBJECT: JAMES EDWARD BREWTON FOUNDATION, INC.  
Ref. Number: W08000015145

We have received your document for JAMES EDWARD BREWTON FOUNDATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight  
Regulatory Specialist II  
New Filing Section

Letter Number: 608A00017402

## **ARTICLES OF INCORPORATION**

In Compliance with Chapter 617, F.S., (Not for Profit)

### **ARTICLE I: NAME**

The name of the corporation shall be: James Edward Brewton Foundation, Inc.

### **ARTICLE II: PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:  
1601 Bayhouse Point Drive, BA-204, Sarasota, FL 34231

### **ARTICLE III: PURPOSE**

The purpose for which the corporation is organized is: Research, locate, document, catalogue, restore and preserve, study and/or acquire works of art, writings and items pertaining to the artistic legacy of American artist James Edward Brewton (1930-1967). Promote and exhibit these works and foster the study of their underlying artistic philosophy. Collaborate with educational, cultural and arts organizations to enhance public awareness, study and understanding of Abstract Expressionism, Pataphysics and the CoBrA arts movement.

### **ARTICLE IV: MANNER OF ELECTION**

The manner in which directors are elected or appointed: Founding (initial) directors are appointed by the incorporator as set forth in the corporation bylaws. Directors are nominated by current directors and elected by a two-thirds majority of directors. A quorum is two-thirds of the total number of directors on the board, which shall be no fewer than three people. The fiscal year for the James Edward Brewton Foundation, Inc., shall be the calendar year: January 1 through December 31. Board shall meet at least once per year; directors may cast votes by proxy, and they may be considered "present" at directors' meetings if attending via conference call or other electronic mechanism.

*As corrected  
9/28/08  
3/31/08  
7/31/08*

Any other provisions of this instrument notwithstanding, the trustees will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code; nor retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code; nor make any investments in a manner as to incur tax liability under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code; nor make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Upon dissolution of the corporation, any remaining assets will be used exclusively for exempt purposes, including (but not limited to) arts education institutions or scholarships for artists and/or educators with relevance to the purpose for which the corporation is organized.

### **ARTICLE V: INITIAL DIRECTORS AND/OR OFFICERS**

The names, addresses and specific titles of initial Directors are:

Emily B. Schilling, Founding Director and President  
James Edward Brewton Foundation, Inc.  
1601 Bayhouse Point Drive, BA-204  
Sarasota, FL 34231

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Simon M. Rosenthal, Founding Director and Vice President, Finance  
James Edward Brewton Foundation, Inc.  
1601 Bayhouse Point Drive, BA-204  
Sarasota, FL 34231

Patti Weingrad, Founding Director  
James Edward Brewton Foundation, Inc.  
420 S. 24<sup>th</sup> Street  
Philadelphia, PA 19146

Ronald Weingrad, Founding Director  
James Edward Brewton Foundation, Inc.  
420 S. 24<sup>th</sup> Street  
Philadelphia, PA 19146

**ARTICLE VI: INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent is:

Simon M. Rosenthal  
1601 Bayhouse Point Drive, BA-204  
Sarasota, FL 34231

**ARTICLE VII: INCORPORATOR**

The name and address of the Incorporator is:

Emily B. Schilling  
1601 Bayhouse Point Drive, BA-204  
Sarasota, FL 34231

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TALLAHASSEE, FLORIDA

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AND  
FILED

.....  
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.

  
\_\_\_\_\_  
Signature/Registered Agent

3/19/2008  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Signature/Incorporator

March 19 2008  
\_\_\_\_\_  
Date