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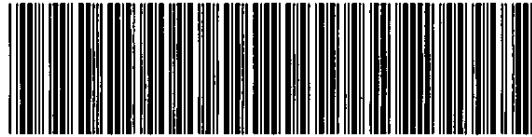
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CG 4-9

April 3, 2008

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

SUBJECT: Showcase Arts Foundation Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation for our non-profit organization, Showcase Arts Foundation Inc, and a check for \$78.75 (**filing fee & Certificate of Status**).

FROM: Beth Long (Incorporator & Registered Agent)
1035 Suemar Rd.
Dunedin, FL 34698
(727) 230-2667

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

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

Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Florida, do hereby certify:

ARTICLE I: NAME

The name of the corporation shall be **Showcase Arts Foundation Inc.**

ARTICLE II: PRINCIPAL OFFICES

The principal place of business shall be 1920 Pinehurst Road, Dunedin, Florida 34698, in Pinellas County. The principal mailing address shall be PO Box 1483, Dunedin, Florida 34697-1483.

ARTICLE III: PURPOSE

Said corporation is organized exclusively for charitable and educational purposes, 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, or the corresponding section of any future federal tax code.

The mission of the organization is to bring awareness and appreciation of the arts to the community by promoting and facilitating cultural arts education and activities through creative performances, classes, competitions, and events.

ARTICLE IV: MANNER OF ELECTION

The directors and/or officers shall be elected or appointed as provided for in the bylaws.

ARTICLE V: INITIAL OFFICERS

The initial President shall be Michael Cote, 566 Patricia Avenue, Dunedin, Florida 34698.
The initial Vice President shall be Mathew Eberius, 1622 Amberglenn Drive, Dunedin, Florida 34698.
The initial Secretary-Treasurer shall be Beth Long, 1035 Suemar Road, Dunedin, Florida 34698.

ARTICLE VI: INITIAL REGISTERED AGENT AND STREET ADDRESS

The initial registered agent is Beth Long, 1035 Suemar Road, Dunedin, Florida 34698.

ARTICLE VII: INCORPORATOR

The incorporator is Beth Long, 1035 Suemar Road, Dunedin, Florida 34698.

ARTICLE VIII: ALLOWABLE ACTIVITIES AND DISTRIBUTIONS

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 payments and distributions in furtherance of the purposes set forth in Article III 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 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 (a) by 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 (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IX: TERMS OF DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more 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, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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

4/3/08

Date



Signature/Incorporator

4/3/08

Date

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TALLAHASSEE, FLORIDA