

N08000005455

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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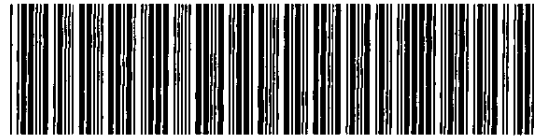
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

08 JUN - 6 PM 3:32

APPROVED  
AND  
FILED

W08-26013

## COVER LETTER

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

**SUBJECT:** Umbrage Magazine, 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: John Short  
Name (Printed or typed)

108 Nokomis Ave. S., #1  
Address

Venice, FL 34285  
City, State & Zip

941-312-2261  
Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 28, 2008

JOHN SHORT  
108 NOKOMIS AVE S #1  
VENICE, FL 34285

SUBJECT: UMBRAGE MAGAZINE, INC.  
Ref. Number: W08000026013

We have received your document for UMBRAGE MAGAZINE, 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):

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

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: 008A00033362

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

- I. The name of the Corporation shall be Umbrage Magazine, Inc. and may be referred to hereafter in these articles either thusly or as 'the corporation'.
- II. The place in this state (Florida) where the principal office of the Corporation is to be located is the city of Venice, of Sarasota county. The address of the principal office is:  
Umbrage Magazine, Inc.  
108 Nokomis Ave. S., #1  
Venice, FL 34285
- III. Umbrage Magazine, Inc. is organized exclusively for charitable, religious, educational, and scientific 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.

**1. Statement of lawful purpose**—The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of State.

**2. Statement of specific purpose**—Umbrage Magazine, Inc. is organized exclusively literary purposes, including journalistic efforts of literary merit and journalistic writing that demonstrates and furthers an appreciation of the written word (please see mission statement below for a more detailed explanation of our goals).

**A. Mission statement.** The purpose of Umbrage Magazine, Inc., is to provide a venue for writers, journalists, and artists; to encourage literary excellence and experimentation; and to encourage journalistic experimentation, especially journalism that emphasizes literary merit, and the value of the written form.

Further, Umbrage Magazine, Inc., it is hoped, will be an example in a time when print media's reliance on advertising revenue is proving an inadequate financial strategy, in addition to causing a general homogenization of writing styles by affecting published content. We hope that by funding our magazine with charitable donations and grants instead of advertising revenue, we will be able to maintain high standards of artistic excellence without reigning in the creativity of the authors.

- IV. The Board of Directors will number at least four, in addition to the Senior Director. Each director is chosen by nomination by an existing board member and, the nominee's candidacy established, will assume the position if a majority of the board votes in favor of that assumption. In the event of a tie vote, as in all decisions of the board, the Senior Director will cast the deciding vote. The initial board of directors (at the time of writing of these articles) is:

1. John (Jack) Short  
**Senior Director**  
108 Nokomis Ave. S., #1  
Venice, FL 34285
2. Brian Short  
108 Nokomis Ave. S., #1  
Venice, FL 34285
3. Ashton Goggans  
144 Spencer St., #501  
Brooklyn, NY 11205
4. Emily Schwartz  
305 ½ West Venice Ave., #6  
Venice, FL 34285
5. Malgorzata Kobylecka  
1004 East Powhatan Ave.  
Tampa, FL 33604

SECRET  
TALLAHASSEE, FLORIDA

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APPROVED  
AND  
FILED

6. . Casey.Price  
2613 6<sup>th</sup> St., Unit F  
Santa Monica, CA 90405

- V. 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 the Article III above. 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 by (a) 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.

Additionally, Umbrage Magazine, Inc. may not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, as outlined in the mission statement above.

- VI. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of the 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 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 organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

- VII. The name and street address of the initial registered agent is,

John (Jack) Short  
108 Nokomis Ave. S., #1  
Venice, FL 34285

- VIII. The name and address of the incorporator is,

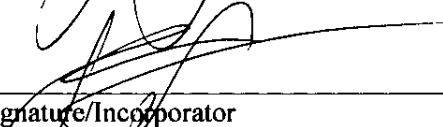
John (Jack) Short  
108 Nokomis Ave. S., #1  
Venice, FL 34285

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06/03/08 6 PM 3:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

***Having been named as registered agent to accept services 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

06/03/2008  
\_\_\_\_\_  
Date

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

06/03/2008  
\_\_\_\_\_  
Date