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JUN 25 PM 4: 25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch JUN 25 2008

COVER LETTER

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

SUBJECT: The St. Johns River Festival of the Arts, Inc., in Historic Sanford, Florida
(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: Steven L. Nelson
Name (Printed or typed)

3411 Dawn Court
Address

Lake Mary, Florida 32746
City, State & Zip

(407) 771-4302
Daytime Telephone number

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

FILED

2008 JUN 25 PM 4: 25

ARTICLES OF INCORPORATION
OF
THE ST. JOHNS RIVER FESTIVAL OF THE ARTS, INC.,
IN HISTORIC SANFORD, FLORIDA
(A Florida Nonprofit Corporation)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, desiring to associate for the purpose of forming a Corporation not for profit under the provisions of Chapter 617, Florida Statutes, do hereby agree to the following:

ARTICLE I - NAME AND ADDRESS

The Name of this Corporation is THE ST. JOHNS RIVER FESTIVAL OF THE ARTS, INC., IN HISTORIC SANFORD, FLORIDA, sometimes hereinafter referred to as the "THE ST. JOHNS RIVER FESTIVAL OF THE ARTS IN HISTORIC SANFORD, FLORIDA", or "Corporation".

The principal office and mailing address of the Corporation shall be located at 118 South Palmetto Avenue, Sanford, FL 32771. The Corporation may also have offices at such other places within or without the State of Florida as its business requires.

ARTICLE II - PURPOSES

The purposes for which the Corporation are organized are: The Corporation will have the purposes and/or powers as may be stated in these Articles of Incorporation, and such powers as are now or may be granted hereafter by law.

The primary purpose of the Corporation is to sponsor and manage THE ST. JOHNS RIVER FESTIVAL OF THE ARTS, INC., IN HISTORIC SANFORD, FLORIDA and to achieve the following

objectives:

- a) The operation and advancement of the annual fine arts festival known as The St. Johns River Festival of the Arts, Inc., in Historic Sanford, Florida and any other related or corresponding purposes.
- b) Presenting the highest caliber fine arts festival possible.
- c) Supporting The St. Johns River Festival of the Arts, Inc., In Historic Sanford, Florida, to benefit two (2) beneficiary organizations as listed below:
 - 1) Historic Sanford Welcome Center
 - 2) Seminole Cultural Arts Council (SCAC)

Further, the Corporation may provide educational scholarship funds and/or any cultural or artistic funds for advancing art and education. Any educational scholarship funds shall be provided and available to educational organizations, public or private, as determined and selected by the Board of Directors, provided:

- a) That any scholarship granted by The Corporation shall not exclude any applicant for educational assistance on the basis of that applicant's race, color or national origin; and
- b) That the activities of the Corporation shall be limited to those permitted under Section 501 (c)(3) of the Internal Revenue Code of the United States of America.

In addition to the foregoing, the Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, including without limitation, the specific power and authority to engage in the following:

- c) To manufacture, purchase, or otherwise acquire; and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of; and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property and services, of every class, kind and description.
- d) To conduct business in, have on or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property; including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.
- e) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness; and execute such mortgages, transfers of corporate indebtedness as required.
- f) To purchase the corporate assets of any other Corporation and engage in the same or other character of business.

g) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other Corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III - DIRECTORS

The manner of the election of the Board of Directors shall be as stated and provided for in the By-Laws of the Corporation.

The Corporation shall indemnify and hold the Directors harmless from any claims made against them while acting in their capacity as Directors except for acts that are criminal in nature or are self-serving. This agreement to indemnify and hold harmless shall include defending any claims for which this indemnity apply.

ARTICLE IV - DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLE V - NONSTOCK CORPORATION

This Corporation shall be non-stock, and no dividends or pecuniary profits shall be declared or paid to the members thereof.

ARTICLE VI - SUBSCRIBERS - INCORPORATORS

The names and residences of the subscribers/incorporators are as follows:

<u>Name</u>	<u>Address</u>
<u>Pat Hicks</u>	<u>268 Englenook Drive</u> <u>DeBarry, Florida 32713</u>
<u>Trish Thompson</u>	<u>3420 Dawn Court</u> <u>Lake Mary, Florida 32746</u>
<u>Steven L. Nelson</u>	<u>3411 Dawn Court</u> <u>Lake Mary, Florida 32746</u>
<u>Kim House</u>	<u>1105 South Oak Ave.</u> <u>Sanford, Florida 32771</u>

ARTICLE VII - NAME AND ADDRESS OF INITIAL REGISTERED AGENT

The name of the initial Registered Agent of this Corporation is Steven L. Nelson. The street address of the initial registered office of this Corporation is 118 South Palmetto Avenue, Sanford, FL 32771.

ARTICLE VIII - BYLAWS

The bylaws of the Corporation are to be made, altered or rescinded by the Board of Directors.

ARTICLE IX - AMENDMENT

Amendments to the Articles of Incorporation may be proposed by the Board of Directors and adopted upon the majority vote of the Board of Directors.

ARTICLE X

No person, firm or Corporation shall ever receive any dividends or profits from the undertaking of this Corporation. Upon dissolution of this organization, all of the assets of the CORPORATION remaining after the payment or discharge of all liabilities of the CORPORATION, the return, transfer, or conveyance of assets held on conditions requiring same; and the transfer or conveyance of assets received and held subject to limitations permitting their use for charitable, benevolent, educational, or similar purposes shall be distributed equally to the two (2) beneficiary organizations of this CORPORATION as identified in Article III, Section 2.(c) of the By-Laws. Notwithstanding any other provision of these articles, this 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 of 1954 or the

corresponding provisions of any future United States Internal Revenue laws, or

- b) A Corporation, contributions to which are the deductible under Section 170 (c) (2) or the Internal Revenue Code of 1954, or any other corresponding provisions of any future United States Internal Revenue Law, and in addition, notwithstanding any other provisions of these articles, this Corporation is formed exclusively for charitable and educational purposes.

IN WITNESS WHEREOF, the undersigned subscribing incorporators have executed these Articles of Incorporation, this 12 day of June, 2008.

Pat Hicks

Trish Thompson

Steven L. Nelson

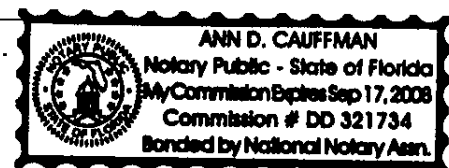
Kim House

STATE OF FLORIDA)
COUNTY OF SEMINOLE)

The forgoing Articles of Incorporation was acknowledged to me by **Pat Hicks**, **Trish Thompson**, **Kim House** and **Steven L. Nelson**, who are personally known to me or who have produced **Florida Driver Licenses** as identification and who did take an oath, this 12 day of June, 2008.

(Affix notary seal)

Ann D. Cauffman
Notary Public; State of Florida
Print Name: _____



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED:**

THE ST. JOHNS RIVER FESTIVAL OF THE ARTS, INC., IN HISTORIC
SANFORD, FLORIDA

The following is submitted in compliance with the provisions
of Chapter 617 of the Florida Statutes:

FIRST: That THE ST. JOHNS RIVER FESTIVAL OF THE ARTS,
INC., IN HISTORIC SANFORD, FLORIDA, desiring to organize under
the laws of the State of Florida, with its principal office, as
indicated in the Articles of Incorporation, at 118 South Palmetto
Avenue, Sanford, FL 32771; has named Steven L. Nelson of
Heirlooms and Treasures, as its Registered Agent to accept
service of process within this State.

ACKNOWLEDGMENT

Having been named to accept services of process for the
above entitled Corporation, at the place designated in this
Certificate, I hereby agree to act in this capacity and agree to
comply with the provisions of said Act relative to keeping open
said office.

Steven L. Nelson


Registered Agent