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DIVISION OF CORPORATION

FLORIDA PROFIT/NON PROFIT **CORPORATION**

64In The City, Inc.

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ARTICLES OF INCORPORATION
OF
6 IN THE CITY, INC.

The undersigned, desiring to form a charitable corporation under the Non-profit Corporation Law of Florida, Chapter 617 of the Florida Statutes, and as hereafter amended, hereby certifies:

ARTICLE I – NAME

The name of the Corporation shall be **6 IN THE CITY, INC.**

ARTICLE II – PRINCIPAL OFFICE

The place in Florida where the principal office of the Corporation is to be located is:

340 1ST Street North, St. Petersburg, Florida, 33701 located within Pinellas County.

ARTICLE III – PURPOSE

To the extent permitted by Code Section 501 (c) (3), the Corporation is organized and shall be operated exclusively for charitable, educational, literary, scientific and religious purposes. This Corporation may also making charitable grants to organizations described in Section 501 (c) (3) of the U.S. Internal Revenue Code of 1954, as amended from time to time (hereinafter, the "Code") which have similar purposes to persons and organizations served by this Corporation.

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers as conferred by the laws of the State of Florida upon non-profit corporations, including, but without limitation thereon, the right and power to receive gifts, bequests and contributions in any form and to use, apply, invest and reinvest the principal and/or income therefrom or to distribute the same for the above purposes.

ARTICLE IV – STOCK

The Corporation is to be organized on a non-stock basis.

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ARTICLE V – MEMBERS

The membership of this Corporation shall be limited to the members of the Board of Directors and such other persons as from time to time may become members as set forth in the Bylaws.

ARTICLE VI – OFFICERS

The Officers of the Corporations shall be a President, Vice President, Secretary and Treasurer, and such other Officers as may be provided by the Bylaws. Officers shall be elected annually by the Board of Directors at its annual meeting. The following persons shall serve the Corporation as Officers until the first meeting of the Board of Directors:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Robin A. Grabowski	President	340 1 st Street N, St. Petersburg, FL 33701
Jennifer Maxwell	Vice President	340 1 st Street N, St. Petersburg, FL 33701
Christine Casey	Secretary	340 1 st Street N, St. Petersburg, FL 33701
Carey Reynolds	Treasurer	340 1 st Street N, St. Petersburg, FL 33701

ARTICLE VII – INITIAL DIRECTORS

The corporation shall be governed by a Board of Directors which shall consist of such number of directors as may be fixed from time to time by the Board of Directors in its By-Laws. The following persons shall serve the Corporation as Directors until the first annual meeting called to elect Directors:

<u>NAME</u>	<u>ADDRESS</u>
Robin A. Grabowski,	340 1 st Street N, St. Petersburg, FL 33701
Jennifer Maxwell	340 1 st Street N, St. Petersburg, FL 33701
Christine Casey	340 1 st Street N, St. Petersburg, FL 33701
Carey Reynolds	340 1 st Street N, St. Petersburg, FL 33701
Tina Abrahams	340 1 st Street N, St. Petersburg, FL 33701
Staci Price	340 1 st Street N, St. Petersburg, FL 33701

ARTICLE VIII – NET EARNINGS

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, directors, officers or private individuals, but the Corporation shall be

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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.

ARTICLE IX - EXEMPT PURPOSE

It is intended that this Corporation shall have and continue to have the status of a corporation which is exempt from federal income taxation under Section 501 (c) (3) of the Code, as amended. These Articles shall be construed accordingly, and all powers and activities hereunder shall be limited accordingly. Notwithstanding any other provision of these Articles, neither this Corporation or any of its officers, directors, employees or agents shall carry on any activities or take any action on behalf of this Corporation which are not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Code as currently exists or may be hereafter amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of the Code. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c)(3) of the Code. No activity of the Corporation shall consist of participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE X - TERM, DISSOLUTION AND MERGER

The term of existence of the corporation shall be perpetual.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the known liabilities of the Corporation, distribute all of the assets of the Corporation exclusively to one or more domestic or foreign corporations, trusts, societies, or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, provided the other corporation or organization is an exempt corporation or organization described in Section 501 (c) (3) of the Internal Revenue Code.

Pursuant to Florida Statutes 617, the Corporation is permitted to merger with one or more domestic corporations, provided the other corporation is a charitable corporation, and the surviving or new corporation must also be an exempt organization described in Section 501 (c) (3) of the Code.

ARTICLE XI - REFERENCES

Any reference in these Articles to a section of the Internal Revenue Code shall be interpreted to include a reference to the corresponding provisions of any applicable future United States Internal Revenue law.

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ARTICLE XII - INCORPORATION

The name and Florida address of the Incorporator is:

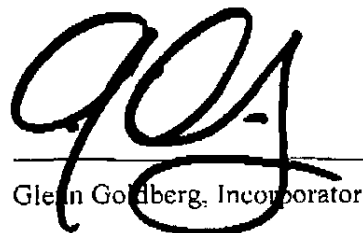
Glenn Goldberg, Esq.
200 Central Avenue
Suite 290
St. Petersburg, Florida 33701

ARTICLE XIII - INITIAL REGISTERED AGENT

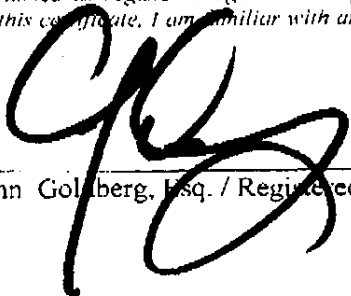
The name and Florida address of the initial registered agent is:

Glenn Goldberg, Esq.
200 Central Avenue
Suite 290
St. Petersburg, Florida 33701

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 18th day of July, 2008.


Glenn Goldberg, Incorporator

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.


Glenn Goldberg, Esq. / Registered Agent


Date

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