

Division of Corporations

Page 1 of 1

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FLORIDA PROFIT/NON PROFIT CORPORATION

SUNSHINE FROM DARKNESS, INC.

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Electronic Filing Menu

Corporate Filing Menu

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Williams Parker 8/28/2008 4:10:01 PM PAGE 3/007 Fax Server

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2008 AUG 28 P 2: 24

**ARTICLES OF INCORPORATION  
OF  
SUNSHINE FROM DARKNESS, INC.**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**A Corporation Not for Profit  
Under Chapter 617 of the Florida Statutes**

In order to form a corporation under and in accordance with the provisions of Chapter 617, Florida Statutes, I hereby make, adopt and subscribe the following Articles of Incorporation:

**I.  
NAME OF CORPORATION**

The name of this corporation shall be:

**SUNSHINE FROM DARKNESS, INC.**

The principal address and the mailing address of the corporation shall be:

c/o Longboat Observer  
Attention: Emily A. Walsh  
5570 Gulf of Mexico Drive  
Longboat Key, Florida 34228

**II.  
PURPOSE OF CORPORATION**

The purposes for which the corporation is organized are exclusively for charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any United States Internal Revenue Law.

The general nature, objects and purposes of the corporation shall be to operate without profit and to accept and receive contributions by gift, grant, devise, bequest, or in any lawful manner from the public and to administer and distribute such contributions to organizations for charitable purposes that are described in section 501(c)(3).

i. To distribute property in accordance with the terms of gifts, bequests, or devises made to the corporation which are not inconsistent with its purposes;

ii. To modify any restriction or condition on the administration and distribution of funds for any specified purpose consistent herewith if in the sole judgment of the board of directors, such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the designated purposes of the Corporation.

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

((H08000204185 3)))

Williams Parker 8/28/2008 4:10:01 PM PAGE 4/007 Fax Server

(((H08000204185 3)))

rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause 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 organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Tax Code, or corresponding section of any future federal tax code.

The specific nature, objects and purposes of the corporation shall be to operate without profit and to accept and receive contributions by gift, grant, devise, bequest, or in any lawful manner from the public and to administer and distribute such contributions to organizations for charitable purposes that are described in section 501(c)(3).

## III.

## BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a board of directors consisting of persons as determined pursuant to provisions of the Bylaws. The method of election of directors shall be as stated in the Bylaws.

The names and addresses of the initial Board of Directors of the corporation are as follows:

J. Robert Peterson  
The Residences at the Ritz-Carlton  
1111 Ritz-Carlton Drive  
Residence 1501  
Sarasota, Florida 34236

Lee M. Peterson  
The Residences at the Ritz-Carlton  
1111 Ritz-Carlton Drive  
Residence 1501  
Sarasota, Florida 34236

Emily A. Walsh  
3951 Roberts Point Road  
Sarasota, Florida 34242

(((H08000204185 3)))

Williams Parker 8/28/2008 4:10:01 PM PAGE 5/007 Fax Server

(((H08000204185 3)))

**IV.  
CORPORATE EXISTENCE**

The existence of this corporation shall be perpetual, unless dissolved according to law. Distributions upon the dissolution of the corporation shall be made according to the terms set forth in Article X.

**V.  
BYLAWS**

The first board of directors of the corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended or rescinded by the directors in the manner provided by such Bylaws.

**VI.  
REGISTERED OFFICE**

The street address of the initial registered office of the corporation is 200 South Orange Avenue, Sarasota, Florida 34236 and the name of the initial registered agent of this corporation at that address is E. John Wagner, II, Esquire.

**VII.  
INCORPORATOR**

The name and address of the Incorporator to these Articles of Incorporation is E. John Wagner, II, Esquire, 200 South Orange Avenue, Sarasota, Florida 34236.

**VIII.  
MEMBERS**

The qualification for members and the manner of their admission shall be as stated in the Bylaws. The initial members of this corporation shall be the same individuals listed in Article IV above as the initial directors.

**IX.  
COMMITTEES**

The corporation may establish such committees as may be necessary to efficiently carry out the general purposes and activities of the corporation.

**X.  
DISTRIBUTION UPON DISSOLUTION**

Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the

(((H08000204185 3)))

Williams Parker 8/28/2008 4:10:01 PM PAGE 6/007 Fax Server

(((H08000204185 3)))

assets of the corporation exclusively for the purposes for which this corporation was organized to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as amended, (or the corresponding provision of any future United States Internal Revenue Law) or an organization or organizations, contributions to which are deductible under Section 170(c)(1) or (2) of the Internal Revenue Law.

**XI.  
AMENDMENT**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 28<sup>th</sup> day of August 2008.

  
\_\_\_\_\_  
E. John Wagner II, Esquire  
Incorporator

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Williams Parker 8/28/2008 4:10:01 PM PAGE 7/007 Fax Server

(((H08000204185 3)))

**ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT**

The undersigned, hereby consents to the appointment as Registered Agent of  
SUNSHINE FROM DARKNESS, INC. to accept service of process upon said corporation in this  
state. The undersigned is familiar with, and accepts, the obligations of this position.

  
E. John Wagner  
Registered Agent

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