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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**ECONOMIC DEVELOPMENT FOUNDATION OF SARASOTA COUNTY, INC.**

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**ARTICLES OF INCORPORATION  
OF  
ECONOMIC DEVELOPMENT FOUNDATION OF SARASOTA COUNTY, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**(A Corporation Not for Profit)**

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:

Economic Development Foundation of Sarasota County, Inc.

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

2601 Cattlemen Road, Suite 201  
Sarasota, Florida 34232

**II.  
PURPOSES**

The purposes for which the corporation is organized are exclusively charitable, religious, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future 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 property of whatever kind, and wherever situate, received by it by gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for health, welfare, scientific, educational, environmental, cultural and other charitable purposes, including:

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

B. 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.

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The specific nature, objects and purposes of the corporation shall be to lessen the burden on government by improving the welfare of the people of Sarasota County, Florida, through job creation therefore alleviating unemployment, relieving poverty and reducing the need for public assistance. Activities of the corporation may include, but are not limited to, the following:

- Providing technical assistance to entrepreneurs through the implementation of economic gardening.
- Creating and supporting an incubator for start up businesses.
- Educating entrepreneurs about resources, programs and assistance available to them.
- Creating and supporting a micro-loan program for entrepreneurs.
- Making grants to Sarasota County to support economic development activities.
- Researching labor market, business climate, demographics and other information that supports the economic development activities of the corporation.
- Other research or educational activities consistent with the exempt purpose 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 rendered and to make payments and distributions in furtherance of the purposes set forth herein. 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 any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3), of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

### III. BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a board of directors consisting of not less than seven (7) persons and not more than eleven (11) persons, as determined pursuant to provisions of the Bylaws. The method of election of directors shall be as stated in the Bylaws.

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**IV.  
INITIAL OFFICERS AND DIRECTORS**

The names and addresses of the initial officers and directors of the corporation are as follows:

Allan Barberio 2601 Cattlemen Road, Suite 201 Sarasota, Florida 34232	-	Secretary, Treasurer and Director
Brian Meurs 2601 Cattlemen Road, Suite 201 Sarasota, Florida 34232	-	Director
J. Hugh Middlebrooks 200 South Orange Avenue Sarasota, Florida 34236	-	Director
Steve Mixson 2601 Cattlemen Road, Suite 201 Sarasota, Florida 34232	-	Director
Sarah Pappas 2601 Cattlemen Road, Suite 201 Sarasota, Florida 34232	-	Director and Chair
George Pickhardt 2601 Cattlemen Road, Suite 201 Sarasota, Florida 34232	-	Director
John Swart 2601 Cattlemen Road, Suite 201 Sarasota, Florida 34232	-	Director and Vice Chair

**V.  
CORPORATE EXISTENCE**

The existence of this corporation shall be perpetual, unless dissolved according to law.

**VI.  
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.

**VII.**

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### **REGISTERED OFFICE**

The street address of the initial registered office of the corporation is 200 S. Orange Avenue Sarasota, Florida 34236 and the name of the initial registered agent of this corporation at that address is J. Hugh Middlebrooks.

### **VIII. INCORPORATORS**

The name and address of the incorporators to these Articles of Incorporation are:

Sarah Pappas  
2801 Cattlemen Road, Suite 201  
Sarasota, Florida 34232

Allan Barberlo  
2801 Cattlemen Road, Suite 201  
Sarasota, Florida 34232

J. Hugh Middlebrooks  
200 South Orange Avenue  
Sarasota, Florida 34236

### **IX. MEMBERS**

The corporation shall not have members.

### **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 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, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, 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 Code.

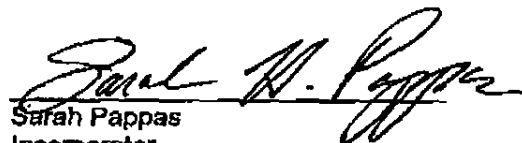
### **XI.**

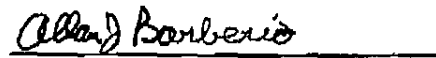
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**AMENDMENT**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, by the affirmative vote of two-thirds of the full board of directors of the corporation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 24 day of November 2008.

  
Sarah Pappas  
Incorporator

  
Allan Barberio  
Incorporator

  
Hugh Middlebrooks  
Incorporator

**ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT**

The undersigned, hereby consents to the appointment as Registered Agent of Economic Development Foundation of Sarasota, Inc. to accept service of process upon said corporation in this state. The undersigned is familiar with, and accepts, the obligations of this position.

  
Hugh Middlebrooks  
Registered Agent

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