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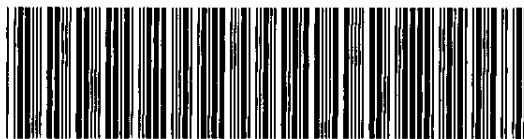
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers DEC 12 2008

COVER LETTER

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

SUBJECT: Rampello Downtown Partnership Music Boosters, 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:

Donald Hero

Name (Printed or typed)

802 East Washington St

Address

Tampa FL 33602

City, State & Zip

727-422-2299

Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FL 32314

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

**ARTICLES OF INCORPORATION
OF
RAMPELLO DOWNTOWN PARTNERSHIP
MUSIC BOOSTERS, INC.**

The undersigned, as incorporator of RAMPELLO DOWNTOWN PARTNERSHIP MUSIC BOOSTERS, INC., a Florida not for profit incorporation, for the purpose of forming a corporation under the Florida Not for Profit Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the Corporation shall be Rampello Downtown Partnership Music Boosters, Inc., a Florida not for profit corporation (hereinafter, the "Corporation").

ARTICLE II

Commencement of Corporate Existence

The Corporation shall come into existence as of the date of filing with the Florida Secretary of State.

ARTICLE III

Principal Office

The street address and mailing address of the principal office of the Corporation is 802 East Washington Street, Tampa, Florida 33602.

ARTICLE IV

Purpose

The Corporation is organized exclusively for charitable, religious, education, and scientific purposes, including, for such purposes, the making of distributions to organizations

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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.

ARTICLE V

Registered Agent and Registered Office

The Registered Agent of the Corporation is Donald Hero, Jr. and the address of the Registered Office of the Corporation is 802 East Washington Street, Tampa, Florida 33602.

ARTICLE VI

Incorporator

The incorporator is Donald Hero, Jr., whose address is 802 East Washington Street, Tampa, Florida 33602.

ARTICLE VII

Corporate Powers

The Corporation shall have all the powers granted not for profit corporations under the laws of the State of Florida. However, notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of the organizations set forth in Section 501(c) of the Internal Revenue Code, under which the Corporation chooses to qualify for exemption, as the same now exists, or as it may be amended from time to time.

ARTICLE VIII

Members

The Corporation shall have members who will be accepted as members of the Corporation in the manner provided in the Corporation's Bylaws.

ARTICLE IX

Board of Directors

The Directors of the Corporation shall be elected by the Corporation's members in the manner provided by the Bylaws.

ARTICLE X

Existence

The existence of the Corporation shall be perpetual.

ARTICLE XI

Income and Distribution

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 Article IV 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 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 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 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 tax code.

ARTICLE XII

Dissolution

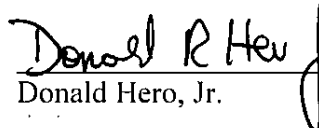
Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local 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 organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII

Limitation on Activities

Notwithstanding any other provision of these articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c) of the internal Revenue Code or the corresponding section of any future federal tax code.

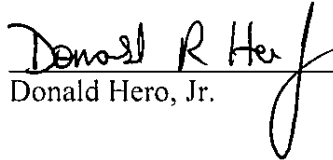
IN WITNESS HEREOF, this certificate has been signed by the incorporated this 1st day of December 2008.


Donald Hero, Jr.

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment of registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: December 15th, 2008.


Donald Hero, Jr.

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