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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## COVER LETTER

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

**SUBJECT:** Beach Garden Foundation, 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:** David A. Easterman  
Name (Printed or typed)

7100 Sunset Way, Unit 412W  
Address

St. Pete Beach, FL 33706  
City, State & Zip

813-621-6411 ext. 3201  
Daytime Telephone number

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

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**Articles of Incorporation**

In compliance with Chapter 617, F.S. (Not for Profit)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article I:** The name of the Not for Profit foundation shall be:

**Beach Garden Foundation, Inc.**

**Article II:** The Foundation's principal mailing address and place of business shall be:

Beach Garden Foundation, Inc.  
c/o David A. Easterman  
7100 Sunset Way, Unit 412W  
St. Pete Beach, FL 33706

**Article III:** The purpose of the Foundation shall be to raise contributions for and assist the maintenance and beautification of the garden area and surrounding beach area near Envoy Point Condominiums in St. Pete Beach, Florida in cooperation with local authorities and for the benefit of all residents of St. Pete Beach and Pinellas County. The Foundation shall at all times be Not for Profit.

**Article IV:** The Foundation shall have a Board of Trustees consisting of a minimum of three and a maximum of five members appointed initially by the Incorporator who shall also serve as the officers of the Foundation.

Upon resignation or death of a Trustee, the remaining Trustees shall appoint a replacement to the board.

**Article V:** The names and addresses of the founding Board of Trustees and officers shall be as follows:

1. J. Luther Cook, President  
7100 Sunset Way, PH-7  
St. Pete Beach, FL 33706
2. Richard Giannino, Vice President  
638 Fresh Pond Ave., Unit 373  
Calverton, NY 11933
3. David Easterman, Secretary and Treasurer  
7100 Sunset Way, Unit 412 W  
St. Pete Beach, FL 33706

**Article VI:** The Registered Agent of the Foundation shall be:

David A. Easterman  
7100 Sunset Way, Unit 412W  
St. Pete Beach, FL 33706

**Article VII:** The Incorporator is:

David A. Easterman  
7100 Sunset Way, Unit 412W  
St. Pete Beach, FL 33706

**Article VIII: Limitations on Actions:** All of the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of or be distributable to its members, trustees, officers or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth in Article II hereof. No substantial part of the Corporation's activity shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or interfere with (including the publication or distribution of statements regarding) 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 activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws) or any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any members except as provided above, Directors or officers, and the private property of the subscribers, members, Directors and officers shall not be liable for the debts of the Corporation.

In particular, but without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be considered a private foundation as defined in Section 509(a) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws) it shall not:

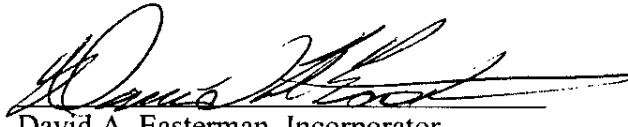
- (a) fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);
- (b) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);
- (c) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);

(d) make any investment in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws); or

(e) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws).

**Article IX: Dissolution:** Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the Corporation, including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501(c)(3) or 170(c) of the Internal Revenue Code of 1986, or to the corresponding provisions of any future Revenue Law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any member, officer or Director of this Corporation. Any such assets not so disposed of shall be disposed of by the court of common pleas 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.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles this 31 day of March, 2009.

  
David A. Easterman, 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.

  
Signature/Registered Agent

3/31/09  
Date

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AND  
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