

To: The Florida Division of Corporations
Subject: 000399-106226

From: Ashley Smith

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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

SARASOTA HOLIDAY CELEBRATION, INC.

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**Articles of Incorporation
of
SARASOTA HOLIDAY CELEBRATION, INC.
(a Corporation Not for Profit)**

The undersigned, for the purpose of forming a corporation under the "Florida For Profit Corporation Act," does hereby adopt the following Articles of Incorporation.

**Article I
Name of Corporation**

The name of the Corporation is: **Sarasota Holiday Celebration, Inc.**

Its principal office is the following, or at such other place as may be designated, from time to time, by the Board of Directors: **157 Garden Lane, Sarasota, FL 34242**

**Article II
Purposes**

The purposes for which the Corporation is organized are exclusively religious, charitable, 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 of gift, donation, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for and to encourage educational, cultural, benevolent and other charitable activities for the improvement of the city of Sarasota, Florida, especially, but not limited to, the downtown area of the City and its surrounding area, the improvement of this area in economic development, cultural enrichment, health, welfare and community activities, and to promote civic pride in the community, as well as 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 (without the necessity of the approval of any trustee, custodian or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the designated purposes of the Corporation.

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c. To work as a non-profit, civic group to encourage charitable and benevolent activities, and the improvement of the community in cultural enrichment and community activities.

d. To promote civic pride in the community.

e. To foster and stimulate interest in the downtown area by the production and presentation of events committed to the inclusion of all facets of the Sarasota community including but not limited to religious, educational, cultural, commercial, charitable, political (elected), family, and tourism at local, regional and national levels.

f. To unite for their respective educational, cultural and intellectual improvement, and enlightenment, persons who are interested in participating in those activities generally carried on by civic groups, and for the education of the general public as to these matters and activities.

g. Other purposes of the Corporation shall be to promote, preserve and unite all members of the community, including all individuals and families regardless of gender, age, race, sexual orientation, religion, marital status or lifestyles by having an annual parade to foster public appreciation of the many different activities of the Sarasota community.

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 the 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).

Article III **Membership**

The qualifications for and manner of admission of Members shall be regulated by the Bylaws.

Article IV **Board of Directors**

The number of Directors constituting the initial Board of Directors is **five (5)**. The number of Directors may be increased or decreased from time to time in accordance

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with the Bylaws but shall never be less than three. The manner in which the Directors shall be elected shall be set forth in the Bylaws of the Corporation.

Article V
Corporate Existence

The Corporation shall exist perpetually.

Article VI
Bylaws

The Bylaws of the Corporation shall be adopted by and subject to amendment by the Board of Directors.

Article VII
Registered Office & Agent

The name and street address of the initial Registered Agent and Office of the Corporation is: **Allison G. Lucas, Esq., Dunlap & Moran, P.A., 1990 Main Street, Suite 700, Sarasota, Florida 34236.**

Article VIII
Incorporator

The name and address of the Incorporator is as follows: **Allison G. Lucas, Esq., Dunlap & Moran, P.A., 1990 Main Street, Suite 700, Sarasota, Florida 34236.**

Article IX
Committees

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

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 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 Law.

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Article X
Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them.

Article XII
Indemnification

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article XIII
Liability for Debts

Neither the Members nor the Officers or Directors of the Corporation shall be liable for the debts of the Corporation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 22 day of June, 2009.


ALLISON G. LUCAS

STATE OF FLORIDA
COUNTY OF SARASOTA

Before me personally appeared ALLISON G. LUCAS, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 22nd day of June, 2009.

[SEAL]




Notary Public

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Sarasota Holiday Celebration, Inc., which is contained in the foregoing Articles of Incorporation.

DATED this 22 day of June, 2009.


ALLISON G. LUCAS
Registered Agent

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