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(City/State/Zip/Phone #)

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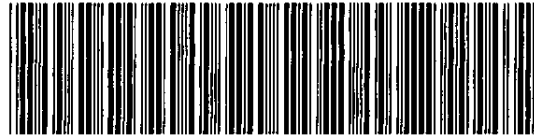
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2009 OCT 30 P 12: 16

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**MUIRHEAD, GAYLOR & STEVES, L.L.P.**  
ATTORNEYS AND COUNSELORS AT LAW

SARASOTA AND VENICE  
W.E. "CHIP" GAYLOR  
chip.gaylor@mgsllawflorida.com

DAVID A. STEVES  
david.steves@mgsllawflorida.com

BETH G. WASKOM  
beth.waskom@mgsllawflorida.com

WILLIAM A. MUIRHEAD  
OF COUNSEL

August 18, 2009

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

Re: Sarasota Bay Foundation, Inc.

Dear Sir/Madame:

Enclosed is an original and 2 copies of the Articles of Incorporation for Sarasota Bay Foundation, Inc. I have also enclosed my check in the amount of \$87.50 to cover the filing fee, a certified copy of the Articles and the Certificate.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

  
David A. Steves

DAS:jg

Enclosures

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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beth.waskom@mgsllawflorida.com

WILLIAM A. MUIRHEAD  
OF COUNSEL

October 14, 2009

FL Department of State  
Division of Corporations  
Attn: Dale White  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Sarasota Bay Foundation, Inc.

Dear Mr. White:

This will confirm my receipt of your letter dated August 21, 2009, numbered 009A00028407, a copy of which is enclosed for your reference. This will also confirm our subsequent telephone conversation.

I am now enclosing the original Articles of Incorporation, as correct, for filing. A copy of my letter of August 18, 2009 is also enclosed.

If you have any questions, please do not hesitate to contact me.

Very truly yours,



David A. Steves

DAS:jg

Enclosures

**MUIRHEAD, GAYLOR & STEVES, L.L.P.**  
ATTORNEYS AND COUNSELORS AT LAW

SARASOTA AND VENICE  
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DAVID A. STEVES  
david.steves@mgsllawflorida.com

BETH G. WASKOM  
beth.waskom@mgsllawflorida.com

WILLIAM A. MUIRHEAD  
OF COUNSEL

October 28, 2009

FL Department of State  
Division of Corporations  
Attn: Diane Cushing  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Sarasota Bay Foundation, Inc.  
Ref. Number: W09000037926

Dear Ms Cushing:

This will confirm my receipt of your letter dated October 23, 2009, numbered 609A00033834, a copy of which is enclosed for your reference. This will also confirm our subsequent telephone conversation.

I am now enclosing the original Articles of Incorporation, as correct, for filing.

If you have any questions, please do not hesitate to contact me.

Very truly yours,



David A. Steves

DAS:jg

Enclosures

**COVER LETTER**

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

**SUBJECT:** Sarasota Bay 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. Steves, Chartered  
Name (Printed or typed)

1800 Second Street, Suite 780  
Address

Sarasota, FL 34236  
City, State & Zip

941-365-3040  
Daytime Telephone number

marian@sarasotabay.org  
E-mail address: (to be used for future annual report notification)

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 21, 2009

DAVID A. STEVES  
MUIRHEAD, GAYLORD STEVES, L.L.P.  
1800 SECOND STREET STE 780  
SARASOTA, FL 34236

SUBJECT: SARASOTA BAY FOUNDATION, INC.  
Ref. Number: W09000037926

We have received your document for SARASOTA BAY FOUNDATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White  
Regulatory Specialist II  
New Filing Section

Letter Number: 009A00028407



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 23, 2009

DAVID A STEVES, CHARTERED  
1800 SECOND STREET, SUITE 780  
SARASOTA, FL 34236

SUBJECT: SARASOTA BAY FOUNDATION, INC.  
Ref. Number: W09000037926

COPY

We have received your document for SARASOTA BAY FOUNDATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please accept our apology for failing to mention this in our previous letter.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing  
Document Specialist Supervisor

Letter Number: 609A00033834

RECEIVED  
09 OCT 30 AM 10:40  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**Articles of Incorporation**  
**of**  
**Sarasota Bay Foundation, Inc.**

**FILED**  
2009 OCT 30 P 12:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to the Articles of Incorporation, who is a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida as follows:

**ARTICLE I**

The name of this corporation is **Sarasota Bay Foundation, Inc.**, with its principal address as: 1800 Second Street, Suite 780, Sarasota, FL 34236.

**ARTICLE II**

The date when corporate existence shall commence shall be the date of filing of these Articles with the Department of State and the corporation shall have perpetual existence thereafter.

**ARTICLE III**

This Corporation is organized pursuant to Florida Statutes Section 617.0301 for any lawful purpose not for pecuniary profit and not specifically prohibited to corporations under other laws of this state. Such purposes include but are not limited to, charitable, benevolent, eleemosynary, educational, historical, civic, patriotic, literary, cultural, athletic, scientific, agricultural, horticultural, and commercial, or industrial, including, for such purposes, the making of distributions to organizations 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 IV**

The corporation shall have power to:

- (1) Have succession by its corporate name for the period set forth in Article II above.
- (2) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
- (3) Adopt, use, and alter a common corporate seal. However, such seal must always contain the words "corporation not for profit."
- (4) Elect or appoint such officers and agents as its affairs shall require.



(5) Adopt, change, amend, and repeal bylaws, not inconsistent with law or its articles of incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers.

(6) Increase, by a vote cast as the bylaws may direct, the number of its directors so that the number shall not be less than three but may be any number in excess thereof.

(7) Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.

(8) Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this act in any state, territory, district, or possession of the United States or any foreign country.

(9) Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.

(10) Acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein.

(11) Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets.

(12) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, convey, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.

(13) Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds loaned or invested except as prohibited by s. 617.0833.

(14) Have and exercise all powers necessary or convenient to affect any or all of the purposes for which the corporation is organized.

However notwithstanding anything in these Articles of Incorporation to the contrary, 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 Third 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 (a) 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 (b) 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 federal tax code.

## ARTICLE V

The street address of the initial registered office of this corporation is: 1800 Second Street #780, Sarasota, Florida 34236 and the name of its initial registered agent at such address is: DAVID A. STEVES.

## ARTICLE VI

The corporation shall have a board of directors consisting at least three or more individuals.

(1) The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in the bylaws, but the corporation must never have fewer than three directors.

(2) Directors shall be elected or appointed in the manner and for the terms provided in the bylaws.

(3) Directors may be divided into classes and the terms of office of the several classes need not be uniform. Each director shall hold office for the term to which he or she is elected or appointed and until his or her successor has been elected or appointed and qualified or until his or her earlier resignation, removal from office, or death.

## ARTICLE VII

The names and street addresses of the initial Directors and Incorporators signing these Articles of Incorporation are:

Patricia M. Glass, 2560 Tarpon Rd, Palmetto, Florida 34221  
Richard F. Martin, 2340 Bradenton Road #2, Sarasota, Florida 34234  
Kerry G. Kirschner, P.O. Box 49361, Sarasota, FL 34230-6361

## ARTICLE VIII

The power to adopt, alter, or amend the Bylaws shall be vested in the Board of Directors of this corporation.

## ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law.

## ARTICLE X

Upon the dissolution of this corporation, the assets of this corporation 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.

FILED  
2009 OCT 30 P 12:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 30 day of July, 2009.

Patricia M. Glass  
Patricia M. Glass

Richard F. Martin  
Richard F. Martin

Kerry G. Kirschner  
Kerry G. Kirschner

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of July, 2009.

My Commission Expires:

9/19/2012

Lynette S. Garrett  
Notary Public



LYNETTE SUE GARRETT  
MY COMMISSION # DD 804551  
EXPIRES: September 19, 2012

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.

David A. Steves  
David A. Steves  
Registered Agent

Date: 10/28/09

FILED  
2009 OCT 30 P 12:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA