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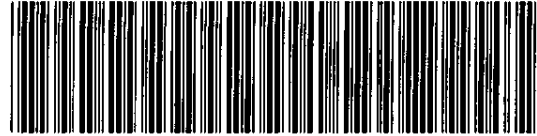
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10 MAY 18 PM 1:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

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ARTICLES OF INCORPORATION  
OF  
SIESTA BEACH FESTIVAL, INC.

APPROVED  
AND  
FILED

10 MAY 18 PM 1:06

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Florida nonprofit corporation adopts the following Articles of Incorporation for pecuniary profit under the Florida Not For Profit Corporation Act.

ARTICLE I - NAME AND LOCATION OF AGENT AND OFFICES

1.1 Name. The name of the corporation shall be SIESTA BEACH FESTIVAL, INC.

1.2 Principal Office and Mailing Address. The corporation's initial principal office shall be 5118 Ocean Blvd, Siesta Key, FL 34242, and its initial mailing address shall be the same as its principal place of business. The corporation may change the foregoing addresses, transact business at other places within or without the State of Florida and establish branch offices within or without the State of Florida, all as the Board of Directors may from time to time determine.

ARTICLE II - COMMENCEMENT AND DURATION

2.1 Commencement of Corporate Existence. The corporation's existence shall commence on the filing hereof by the Department of State.

2.2 Duration. The corporation shall have perpetual existence, or until dissolved according to law.

ARTICLE III - PURPOSE AND POWERS

3.1 Purpose.

(a) The corporation is organized exclusively for charitable, religious, scientific, literary or educational purposes, 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, the receiving and administering of funds and other property, absolutely or in trust, to the extent permitted under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and to do everything necessary or convenient for the accomplishment of said purpose, and to do all other things incidental thereto or connected therewith that are not prohibited by law, and to carry out said purpose in any state, territory, district or possession of the United States or in any foreign country, to the extent not prohibited by law therein;

(b) 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 exclusive purposes set forth hereinabove. 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 (i) 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 (ii) 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; and

(c) Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes or exempt organizations 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 as the board of directors shall determine. 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.

3.2 Powers. To the extent permitted by section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, the corporation shall have and exercise all of the corporate powers enumerated in or otherwise permitted under applicable Florida corporation law.

#### ARTICLE IV – PRIVATE FOUNDATION

4.1 Private Foundation. If the Corporation is a Private Foundation within the meaning of IRC Section 509, then the provisions of this Article shall apply.

(a) The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(b) The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(c) The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(d) The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(e) The corporation will not make any taxable expenditures as defined in section 4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### ARTICLE V – MEMBERSHIP; DIRECTORS

5.1 Membership. The corporation may (but need not) have voting members, and such membership, if any, and classes thereof, shall be as defined in the corporation's bylaws.

5.2 Manner of Director Election or Appointment. The method of election or appointment of directors shall be stated in the bylaws.

5.3 Initial Director(s). The names, addresses and titles of the initial 3 directors

Title

Name/Address

Director/Chairman of Board  
JAMES M. HABERMAN  
5118 Ocean Blvd.

Siesta Key, FL 34242

Director

STEVE QUEIOR  
1945 Fruitville Rd.  
Sarasota, FL 34236

Director

BOB PARKINSON  
5118 Ocean Blvd  
Siesta Key, FL 34242

Director

KUMAR MAHADEVAN  
1600 Ken Thompson Pkwy  
Sarasota, Fl. 34236

Director

JIM D. SYPRETT  
1900 Ringling Blvd.  
Sarasota, Fl. 34242

5.4 Initial Officer(s). The names, addresses and titles of each initial officer is:

<u>Title</u>	<u>Name/Address</u>
Chief Executive Officer/President	JIM M. HABERMAN 5118 Ocean Blvd. Siesta Key, FL 34242
Vice President/Secretary Assistant Treasure	STEVE QUEIOR 1945 Fruitville Road. Sarasota, FL 34236
Vice President/Treasurer Assistant Secretary	BOB PARKINSON 5118 Ocean Blvd. SIESTA KEY, FL 34231

5.5 Organizational Meeting. After the corporate existence begins, an organizational meeting of any initial directors and/or incorporators, as the case may be, shall be held, at the call of a majority, to elect directors if needed, appoint officers, adopt bylaws, and transact other necessary business. The person(s) calling the meeting shall give 3 days' advance written notice of the time and place of the meeting to each person called.

5.6 Indemnification of Directors and Officers. The corporation shall indemnify any person who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative (whether or not by or in the right of the corporation), by reason of the fact that he or she is or was a director or officer of the corporation, against any and all expenses (including attorney fees and costs through all appeals), judgments, fines and amounts paid in settlement incurred by him or her in connection with such action, suit or proceeding, except for an officer or director who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his or her duties. Such right of indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such person. Notwithstanding any contrary provision in the articles, if any past or present officer or director sues the corporation, other than to enforce this indemnification, such past or present director or officer instituting such suit shall not have the right of indemnification hereunder in connection with such suit. The corporation is authorized to purchase insurance to provide funds for this indemnification, and, if such insurance is purchased but the proceeds of the

same are not sufficient to cover the cost of indemnification, then the deficiency shall be paid from corporate funds. The amendment or repeal of this indemnification provision shall not adversely affect the rights of any past or present director or officer, unless such person waives these rights in writing. The directors and officers shall have an absolute right to this indemnification and they are intended to be third party beneficiaries of this indemnification provision.

#### ARTICLE VI - GENERAL

6.1 Amendment. The Articles of Incorporation may be amended from time to time only by action of the board of directors.

6.2 Initial Registered Agent and Office; Statement of Acceptance. The initial Registered Agent for the corporation to accept service of process within the State of Florida shall be NANCY E. CASON. The initial Registered Office street address of the Registered Agent shall be Syprett, Meshad PA, 1900 Ringling Blvd., Sarasota, FL 34236. The initial Registered Agent hereby states that the Registered Agent is familiar with, and accepts, the obligations of this position.

6.3 Incorporator(s). The name and address of each incorporator executing this instrument is as follows: JAMES M. HABERMAN, 5118 Ocean Blvd., Siesta Key, FL 34242.

IN WITNESS WHEREOF, the undersigned executed this instrument this 17<sup>th</sup> day of May, 2010.

REGISTERED AGENT:

Nancy E. Cason  
NANCY E. CASON

INCORPORATOR:

James M. Haberman  
JAMES M. HABERMAN

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TALLAHASSEE, FLORIDA

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