

Mar. 10. 2011 7:08AM

SALVATORI & WOOD

No. 5102 Page 1 of 1

NH000002459

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H11000063096 3)))



H110000630963ABC-

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : SALVATORI & WOOD, BUCKEL, PL
Account Number : I20030000112
Phone : (239) 552-4100
Fax Number : (239) 649-1706

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: JH@SUBNAPLES.COM

FLORIDA PROFIT/NON PROFIT CORPORATION
Russian Cultural Center of Naples, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

Help

J. Shivers MAR 11 2011

RECEIVED
11 MAR 10 AM 8:14
DIVISION OF CORPORATIONS

FILED
2011 MAR 10 AM 11:31
TALLAHASSEE FL 32310
SECRETARY OF STATE

**ARTICLES OF INCORPORATION
OF
RUSSIAN CULTURAL CENTER OF NAPLES, INC.
(a Florida Corporation Not For Profit)**

ARTICLE I

NAME

The name of this corporation is RUSSIAN CULTURAL CENTER OF NAPLES, INC.,
(hereinafter called the "Corporation").

ARTICLE II

**PRINCIPAL ADDRESSES OF
THE CORPORATION AND INCORPORATOR**

The Corporation's principal office and mailing address are located at 656 98th Avenue
North, Naples, Florida 34108 .

The sole incorporator of the Corporation is Kevin Carmichael. The complete business
address of the sole incorporator is c/o Salvatori, Wood and Buckel, 9132 Strada Place, Fourth
Floor, Naples, Florida 34108.

ARTICLE III

DURATION

The period of the duration of the Corporation is perpetual unless dissolved according to
Florida law.

ARTICLE IV

PURPOSES

The Corporation is organized exclusively for charitable and educational purposes,
including for such purposes, the making of distributions to organizations that qualify as exempt
organizations under §501(c)(3) of the Internal Revenue Code of 1986, as amended, or
corresponding section of any future federal tax code ("Code"). The purposes of the Corporation
may be modified from time to time by the Board of Directors, provided any modification in
purpose shall also be a charitable or educational purpose.

The initial purposes of the Corporation are to encourage, develop and support displays of
Russian visual and performing arts for the benefit of the residents of and visitors to Southwest
Florida. The Corporation will support the display, production and performance of uniquely
Russian works of art, music and culture to educate the general public about the richness and
vibrancy of Russian culture and its past, present and future influences on the cultures of the
world.

(((H11000063096 3)))

FILED
2011 MAR 10 AM 11:31
TALLAHASSEE, FLORIDA

((H11000063096 3)))

ARTICLE V

NECESSARY POWERS

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a Corporation not for profit under Florida law.

ARTICLE VI

MANAGEMENT

Management of the Corporation shall be vested in the Corporation's Board of Directors. There shall be not less than three (3) and not more than nine (9) voting directors. Initially there shall be five (5) voting directors. Additional voting directors may be added up to Nine (9) or reduced to three (3) at the discretion of the Board in accordance with the Bylaws.

ARTICLE VII

INITIAL DIRECTORS

The initial directors of the Corporation shall be:

Boris Sandler
656 98th Avenue North
Naples, Florida 34108

Berta Gutshtein
656 98th Avenue North, Naples
Florida 34108

Alfred Arbogast
656 98th Avenue North
Naples, Florida 34108

Directors shall be elected as provided in the Bylaws.

ARTICLE VIII

MEMBERSHIP

The Corporation shall have no members.

((H11000063096 3)))

ARTICLE IX**DISSOLUTION**

Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed at the sole discretion of the Board of Directors to or for one or more charitable organizations to carry out or support exempt purposes within the meaning of §501(c)(3) of the Code. Any such assets not so disposed of, shall be disposed of by a Florida court of competent jurisdiction of the county in which the principal office of the Corporation is then or was last located. The Court shall distribute such assets for such educational purposes or to such educational organization or organizations, as said court shall determine, which is (are) organized and operated exclusively for educational purposes.

ARTICLE X**PROHIBITED ACTIVITIES**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, 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 or engage in political activities of any kind, except as permitted by the provisions of §501(h) of the Code. The Corporation shall make a §501(h) election effect for its first year of operation.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under §501(c)(3) of the Code, or (b) by a Corporation, contributions to which are deductible under §§170(c)(2), 2055, 2100(a)(2) and 2522 of the Code.

In the event that the Corporation shall be considered to be a private foundation, as such term is defined in §509(a) of the Code, then in that event, the Corporation:

A. shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Code; and,

B. shall not (i) engage in any act of self-dealing as defined in § 4941(d) of the Code; (ii) retain any excess business holdings as defined in § 4943(c) of the Code; (iii) make any investments in such manner as to subject it to tax under § 4944 of the Code; or (iv) make any taxable expenditures as defined in § 4945(d) of the Code.

(((H11000063096 3)))

ARTICLE XI

AMENDMENT OF BYLAWS

Except as provided by these Articles and by the Bylaws, the Corporation's Bylaws may be amended, altered, restated or repeated and new Bylaws may be adopted only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE XII

AMENDMENT OF ARTICLES OF INCORPORATION

Except as otherwise provided in these Articles, these Articles of Incorporation may be amended, altered and/or restated only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors.

ARTICLE XIII

REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The street address of the Corporation's registered office in the State of Florida is c/o Salvatori, Wood & Buckel, P.L., 9132 Strada Place, Fourth Floor, Naples, Florida 34108 and the name of its registered agent at such office is Salvatori, Wood & Buckel, P.L..

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 5th day of March, 2011.



Kevin Carmichael, Incorporator

**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTIONS 48.091 and 607.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN
THE STATE OF FLORIDA

The name of the Corporation is RUSSIAN AMERICAN CULTURAL CENTER, INC.

The name of the initial registered agent of the Corporation is Salvatori, Wood & Buckel,
P.L., 9132 Strada Place, Fourth Floor, Naples, Florida 34108.

REGISTERED AGENT ACCEPTANCE

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 as
registered agent and agree to act in that 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.

SALVATORI, WOOD & BUCKEL, P.L.,
Registered Agent

By:


Kevin Carmichael, Managing Member

Date: March 9, 2011

FILED
2011 MAR 10 AM 11:31
TALLAHASSEE, FLORIDA

(((H11000063096 3)))