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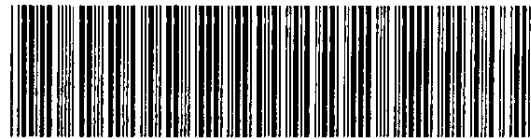
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11 MAY -5 PM 2:24

APPROVED  
AND  
FILED

VH

**RAHDERT, STEELE, REYNOLDS & DRISCOLL, P.A.**

ATTORNEYS AT LAW

THE ALEXANDER BUILDING

535 CENTRAL AVENUE

ST. PETERSBURG, FLORIDA 33701-3703

GEORGE K. RAHDERT  
ALISON M. STEELE  
THOMAS E. REYNOLDS  
TIMOTHY P. DRISCOLL  
AMY M. KISER

TELEPHONE  
(727) 823-4191

FACSIMILE  
(727) 823-6189

May 3, 2011

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

Re: Friends of the Belleview Biltmore, Inc.

To Whom It May Concern:

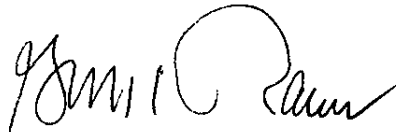
Enclosed are an original and one (1) copy of the Articles of Incorporation and a check for \$87.50 for the filing fee, Certified Copy, and Certificate of Status.

My contact information is the following:

George K. Rahdert, Esq.  
535 Central Avenue  
St. Petersburg, FL 33701  
Tel: (727) 823-4191  
E-mail: [grahdert@rahdertlaw.com](mailto:grahdert@rahdertlaw.com)

If you have any questions or concerns, please do not hesitate to contact me.  
Thank you in advance for your kind attention to this matter.

Sincerely,



George K. Rahdert, Esq.

Enclosure

cc: Ms. Rae Claire Johnson  
File

**ARTICLES OF INCORPORATION  
OF  
FRIENDS OF THE BELLEVIEW BILTMORE, INC.**

APPROVED  
AND  
FILED

11 MAY -5 PM 2:24

In compliance with the requirements of F.S. Chapter 617, the undersigned hereby acts as incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a not for profit business corporation.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I – CORPORATE NAME**

The name of the corporation shall be: Friends of the Belleview Biltmore, Inc.

**ARTICLE II – PRINCIPAL OFFICE**

The street address and mailing address of the principal office of the corporation is: 1717 Indian Rocks Road, Belleair, Florida 33756.

**ARTICLE III – PURPOSE**

The corporation is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future tax code. It is a not for profit organization empowered to accept, administer, and preserve conservation façade easements. The purpose is to promote and advance historic preservation for the benefit of the public and to engage in education about history and architecture within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future tax code.

The above organizational purposes are beneficial to the public interests in that the corporation is organized for the advancement of education pertaining to history, architecture, and historic preservation. The above organizational purposes shall be carried out by, including, but not limited to, increasing public awareness through radio, internet, meetings, historic tours, and fundraising activities, including, but not limited to, panels, discussions, lectures, forums, and cultural events.

**ARTIVLE IV – MANNER OF ELECTION**

The manner in which the directors are elected or appointed shall be stated in the Bylaws.

**ARTICLE V – INTIAL OFFICERS AND/OR DIRECTORS**

The initial board of directors shall consist of three (3) members. This number may be increased or decreased from time to time in accordance with the corporation's Bylaws but shall never be less than three (3). The names and addresses of the persons who will serve on the initial board of directors are:

Names:

Rae Claire Johnson  
President

Mary Lou White  
Secretary

Edward C. LaBrecque  
Treasurer

Addresses:

1717 Indian Rocks Road  
Belleair, Florida 33756

220 Belleview Boulevard, #605  
Belleair, Florida 33756

1202 Nebraska Avenue  
Palm Harbor, Florida 34683

**ARTICLE VI - RESTRICTIONS ON CORPORATE POWERS**

The corporation shall possess all powers granted to not for profit corporations under the laws of the State of Florida and shall be subject to all restrictions imposed upon such corporations, and in addition thereto, the following restrictions shall apply.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make expenditures, payments, and distributions in furtherance of the purposes set forth in Article III 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 (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.

Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation. The corporation is not organized or operated for the benefit of private interests. All assets of the corporation will be permanently dedicated to an exempt purpose as defined under 501(c)(3) of the Internal Revenue Code.

**ARTICLE VII – DISPOSITION OF ASSETS UPON DISSOLUTION**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of sections 501(c)(3) or 170(c)(2) of the Internal Revenue Code, or the corresponding sections of any future federal tax code, or shall be distributed to the federal, 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.

#### **ARTICLE VIII – REGISTERED AGENT**

The name and street address of the registered agent is:

Name:

Address:

George K. Rahdert

535 Central Avenue  
St. Petersburg, Florida 33701

#### **ARTICLE IX – INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation is:

Name:

Address:

Rae Claire Johnson

1717 Indian Rocks Road  
Belleair, Florida 33756

#### **ARTICLE X - ACCEPTANCE OF GIFTS, DEVICES AND BEQUESTS; APPLICATION THEREOF**

The directors or trustees of the corporation may accept on its behalf, any designated contribution, gift, or devise consistent with the general purposes of the corporation, and where consistent with the purposes of the corporation as set forth in designated contributions by donors, and designations will be honored as to special funds, purposes or uses. The corporation at all times reserves all rights over, interest in and control over such contributions and the full discretion as to the ultimate expenditure or distribution of such contributions to the satisfaction of any specified fund, purpose or use. The corporation shall, at all times, have full control over all donated funds and discretion as to their use so as to insure that all contributions will be used to carry out its charitable, religious, educational, and/or scientific purposes. In the event the corporation shall be the beneficiary of any gift, devise or bequest, subject to the conditions subsequent with respect to the administration or alienation of said property, the corporation shall, at all times, act in a manner consistent with such conditions and charitable, religious, educational, and/or scientific purposes to be served by such conditions. In the event any director or trustee of the corporation acts in any manner inconsistent with conditions imposed upon the gifted property, which could impair the ability of the corporation to continue to hold and own said property, such action is cause for removal of said director or trustee. To avoid undue intrusion on the purposes of said corporation, should the corporation become the owner of more than fifty percent (50%) of the voting power of any business enterprise, the Bylaws shall provide a means by which said voting power

shall be exercised, to the extent permitted by the laws of the State of Florida, by the persons who manage said enterprise.

**ARTICLE XI - AMENDMENT OF ARTICLES OF INCORPORATION**

Amendments of the Articles of Incorporation shall be proposed by majority vote of the directors at any regular or special meeting thereof, provided that notice of such meeting containing the text of the proposed amendment is furnished to each trustee or member not less than five (5) days prior to such meeting, and shall be ratified and approved by the membership.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation.

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s. 817/155, F.S.

5/3/2011  
Date

Rae Claire Johnson  
Rae Claire Johnson  
Incorporator

**ACCEPTANCE OF RESIDENT AGENT**

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.

5/3/11  
Date

George K. Rahdert  
George K. Rahdert  
Registered Agent

11 MAY -5 PM 2:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED