

N/11000010954

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

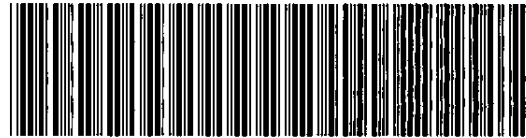
(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500212211355

11/01/11--01044--032 **87.50

FILED
11 NOV 23 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W11-56109

K 11/28/11



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 3, 2011

SPENCER B. MEREDITH
90 EDGEWATER DRIVE, #702
CORAL GABLES, FL 33133-6917

SUBJECT: MONTECRISTI TOURIST COUNCIL, INC.
Ref. Number: W11000056109

We have received your document for MONTECRISTI TOURIST COUNCIL, 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):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

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) 245-6949.

Thomas Chang
Regulatory Specialist II
New Filing Section

Letter Number: 311A00025012

COVER LETTER

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

SUBJECT: MONTECRISTI TOURIST COUNCIL, 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: Spencer B. Meredith
Name (Printed or typed)

90 Edgewater Drive, #702
Address

Coral Gables, FL 33133-6917
City, State & Zip

305-668-4472
Daytime Telephone number

mctaino@aol.com
E-mail address: (to be used for future annual report notification)

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

ARTICLES OF INCORPORATION
OF
MONTECRISTI TOURIST COUNCIL, INC.

ARTICLE ONE: ORGANIZATION

The Corporation is a Florida not-for-profit corporation, pursuant to Chapter 617, Florida Statutes.

The name of the Corporation shall be:

MONTECRISTI TOURIST COUNCIL, INC.

ARTICLE TWO: ADDRESS

The principal place of business and mailing address of the Corporation shall be:

Montecristi Tourist Council, Inc.
90 Edgewater Drive, Ste. 702
Coral Gables, Florida 33133-6917

ARTICLE THREE: PURPOSE

The purpose of the Corporation is to promote the Province of Montecristi in the Dominican Republic, and especially the town of Montecristi, as a destination for sustainable eco-tourism and as a location to purchase or build a vacation or retirement residence. The focus is to encourage a gradual, balanced and sustainable growth as an alternative to large scale tourist developments that would distort the economy of the area to the detriment of the lower income sector.

The Corporation may promote these ideas by the use of publicity, press releases, website information, electronic media including blogs, and a pro-active public education program with local citizens groups.

In addition, the Corporation may conduct any activities permitted by law that it believes will further these objectives.

In furtherance of the purposes of the Corporation:

1. The Corporation is formed for educational, scientific and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, 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. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its directors, officers or members, except that the Corporation shall be authorized and empowered to pay

FILED
11 NOV 23 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

reasonable compensation for services rendered and to make grants, donations and payments in furtherance of the purposes set forth herein. The expenditure or disbursement of funds shall be on a nondiscriminatory basis, without regard to race, religion, gender, color or national or ethnic origin.

2. The Corporation is prohibited from publishing or distributing political propaganda, or to provide financial support to any political candidate or political party. The Corporation shall not carry on activities not permitted to corporations when operating with the tax status of Section 501 (c) (3) and/or Section 170 (c) (2) of the Internal Revenue Code or the corresponding sections of any future federal tax code.

3. The Corporation will distribute its net 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. 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. 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. The corporation will not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not, except to an insubstantial degree, engage in activities that are not in furtherance of the purposes of the Corporation.

ARTICLE FOUR: MEMBERSHIP

Membership in this Organization is open to those who will support its objectives, By-Laws and operating procedures, and who are approved by a minimum two-thirds majority vote of the Directors. The Directors may, from time to time, increase or decrease the number of members, but at no time shall there be less than three members. The form of invitation and acceptance of new members shall be determined solely by the Directors. When membership is offered, it shall be on a non-discriminatory basis, without regard to race, religion, gender, color or national or ethnic origin.

All Directors must also be Members. Officers may be members but are not required to be members.

FILED
11 NOV 23 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE FIVE: ELECTION OF DIRECTORS & OFFICERS

The Incorporator shall appoint the initial Board of Directors composed of three members, who shall appoint the initial Officers. Future Directors shall be elected and future Officers shall be appointed, as described in the By-Laws of the Corporation, as follows:

The Board of Directors shall have three members all of whom shall be citizens of the United States. Directors may also serve as Officers. The Initial Directors and Officers will serve until they resign and are replaced.

Directors may inform the Board of their intention to resign and nominate a replacement, or the two remaining Directors can nominate a replacement. Approval of the replacement is subject to the majority vote of the three Directors prior to the effective resignation of the resigning Director. In the event of the demise of a Director, the two remaining Directors shall promptly select a replacement to serve as Director.

Directors shall serve without compensation.

Officers shall be appointed by a two thirds majority of the three serving Directors.

The members of the Initial Board of Directors and Officers are:

Spencer B. Meredith -- President and Treasurer
90 Edgewater Driven #702, Coral Gables, Florida 33133
Susan M. Lupien -- Vice President and Secretary
90 Edgewater Drive, #817, Coral Gables, Florida 33133
Anne M. Winograd -- Vice President
17202 Boy Scout Road, Odessa, Florida 33556

ARTICLE SIX: REGISTERED AGENT

The name and address of the Registered Agent is:

Spencer B. Meredith
90 Edgewater Drive, #702, Coral Gables, Florida 33133

ARTICLE SEVEN: INCORPORATOR

The name and address of the Incorporator is:

Spencer B. Meredith
90 Edgewater Drive, #702, Coral Gables, Florida, 33133

FILED
11 NOV 23 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE NINE: DISSOLUTION

In the event of dissolution, the assets of the corporation, after paying any lawful debts or obligations, shall be distributed for one or more purposes of the corporation or to an exempt organization as defined by Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE EIGHT: COMMENCEMENT DATE

The effective commencement date of the Corporation shall be the date of receipt of the filing documents by the State of Florida Division of Corporations. The duration of the Corporation shall be as long as permitted by applicable laws, unless voluntarily terminated by the Board of Directors in accord with applicable laws.

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 that capacity.

Spencer B. Meredith

Registered Agent:
Spencer B. Meredith
90 Edgewater Drive, #702,
Coral Gables, Florida 33133

28 October 2011

Date

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 third degree felony as provided for in s.817.155 F.S.

Spencer B. Meredith

Incorporator:
Spencer B. Meredith
90 Edgewater Drive, #702
Coral Gables, Florida 33133

28 October 2011

Date

FILED
11 NOV 23 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA