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8/29

W12-44897



Michele Diglio-Benkiran, Esquire
Licensed in the State of Florida

Areas of Practice

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August 24, 2012

Sent Via U.S. Mail
Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

RE: Orlando Area Polymer Clay Guild, Inc.
Florida Not-For-Profit Corporation

To Whom It May Concern,

In connection with the above referenced matter, attached hereto please find following:

- 1- Check #3003 payable to Florida Division of Corporations for \$35.00 representing the fees associated with the incorporation of the above referenced Florida not-for-profit corporation;
- 2- Articles of Incorporation for Orlando Area Polymer Clay Guild, Inc.; and
- 3- Registered Agent acceptance.

Please file accordingly. Additionally, please contact us if you have any questions or concerns.

Respectfully,

Michele Diglio-Benkiran, Esquire



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 29, 2012

MICHELE DIGLIO-BENKIRAN
1999 W COLONIAL DR SUITE 204
ORLANDO, FL 32804

SUBJECT: ORLANDO AREA POLYMER CLAY GUILD, INC.
Ref. Number: W12000044892

We have received your document for ORLANDO AREA POLYMER CLAY GUILD, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$35.00.

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) 245-6052.

Jessica A Fason
Regulatory Specialist II

Letter Number: 012A00022092

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ARTICLES OF INCORPORATION
Of
ORLANDO AREA POLYMER CLAY GUILD, INC.
A Florida not-for-profit corporation

In compliance with Chapter 617, F.S., (Not for Profit):

ARTICLE I- NAME.

The name of the corporation is "Orlando Area Polymer Clay Guild, Inc."

ARTICLE II - PRINCIPAL OFFICE & MAILING ADDRESS.

The principal office address of the corporation is 380 South Service Road 434, Suite 1004-180, Altamonte Springs, Florida 32714.

The mailing address of the corporation is 125 North Lakeview Avenue, Winter Garden, Florida 34787.

ARTICLE III- PURPOSE.

It is intended that the purpose of this not for profit corporation is organized exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law, for the following such purposes:

1. To educate the community about polymer clay art;
2. To educate and develop polymer clay artists;
3. To conduct yearly polymer clay events;
4. To conduct monthly polymer clay events;
5. To conduct polymer clay guild meetings in furtherance of polymer clay education and advancements.
6. To erect, rent, purchase, construct, own, operate and maintain buildings, leasehold estate premises, social halls, business offices, school buildings, recreational facilities, and such other structures as deemed necessary and to organize and promote such activities as deemed necessary and for the upkeep and maintenance of same.
7. To collect, solicit, and accept funds, gifts, and other donations and subscriptions; to hold in trust (subject to Florida Statute §617.21), mortgage, lease, sell, or otherwise dispose or acquire property, real, chattel, or intangible, in keeping with the recited purposes of the corporation.
8. To exercise all powers and authorities that are necessary or convenient for the purposes for which the corporation is formed.
9. To conduct any and all charitable, scientific or educational activities which the Board of Directors of the corporation deems in furtherance of the purposes for

which this corporation was formed and in accordance with the Bylaws of the corporation.

This corporation is not organized, nor shall it operate, for pecuniary gain or profit and is organized solely for not-for-profit purposes. Notwithstanding any other provision of these Articles of Incorporation or the Bylaws of the corporation, no member, trustee, officer, employee, or representative of the corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law, or by an organization, contributions to which are now deductible under Section 170 (c)(2) and 509 (a) (1) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IV-MANAGEMENT

The affairs of the corporation shall be managed by the Board of Directors and administered through its officers, which shall be a President, Vice President, Secretary and Treasurer. Officers of the corporation shall be elected in a manner more particularly set forth in the Bylaws of the corporation. The Board of Directors of the corporation shall consist of no less than three (3) and no more than seven (7) directors as more particularly set forth in the corporation's Bylaws. Directors shall be elected and appointed in a manner more particularly set forth in the corporation's Bylaws.

The initial officers and directors of the corporation are:

<u>Title</u>	<u>Name</u>
President & Director	Eva Walper 125 North Lakeview Avenue Winter Garden, Florida 34787
Vice President	Linda Philips 125 North Lakeview Avenue Winter Garden, Florida 34787
Treasurer & Director	Karen M. Eid 125 North Lakeview Avenue Winter Garden, Florida 34787
Secretary & Director	Rose Anne Long 125 North Lakeview Avenue Winter Garden, Florida 34787

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Director

Nancy Welch
125 North Lakeview Avenue
Winter Garden, Florida 34787

Director

Mary Jenkins
125 North Lakeview Avenue
Winter Garden, Florida 34787

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ARTICLE V- AMENDMENT OF THE ARTICLES OF INCORPORATION.

The corporation's Articles of Incorporation may be amended, altered, or rescinded by a seventy-five percent (75%) vote of the Board of Directors.

ARTICLE VI- ASSETS UPON DISTRIBUTION.

The corporation is organized exclusively for charitable 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

No part of the net earnings of the corporation shall insure to the benefit, or be distributable to its covenant partners, trustees, officers, directors 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 its purposes set forth in these Articles of Incorporation.

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 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 by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision(s) of any future federal tax code(s) or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, or any other corresponding provision(s) of any future federal tax code(s).

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation, or for one or more other exempt purposes, in such manner, or to one or more organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal

Revenue Code of 1986 (or corresponding provision(s) of any future federal tax code(s), as the Board of Directors shall then determine. Any of such assets not so disposed of shall be disposed of by a court of appropriate jurisdiction 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 VII-REGISTERED AGENT.

The registered agent for the corporation is Eva Walper having an address at 125 North Lakeview Avenue, Winter Garden, Florida 34787.

ARTICLE VIII- POWERS.

The corporation shall have the power, subject to the laws of the State of Florida, to hold, own, work, develop, improve, divide and subdivide, process, sell, convey, lease, mortgage, pledge, exchange and otherwise deal in and dispose of property of all kinds, real personal and mixed, including stocks, bonds and securities issued and created by any other corporation in any other state or in any other country and whether now or hereafter organized, and including all rights, corporal and incorporeal hereditaments appurtenant thereto; to purchase, establish, operate and publish or cause to be published journals, books, bulletins and advertising matter; to build, construct, maintain and operate any of the properties above mentioned, and while owner of any property, to exercise all rights, powers and privileges of ownership to the same extent as natural persons might do, including the right to vote the stock of other corporations owned by it; to borrow money and secure the same and monies otherwise owing, by mortgages, debentures, bonds, deeds, or other obligations therefore; to enter into, make, perform, and carry out contracts, of every kind for any lawful purpose, to draw, make, accept, endorse, execute and issue promissory notes, drafts; bills of exchange, warranties, debentures and other transferrable instruments; to carry on all of its operations or businesses and to promote its objects and purposes within the State of Florida or elsewhere without restrictions as to place; to have, use, exercise and enjoy all the general powers of like corporations not for profit and to do and perform all such other things and acts as may be necessary or expedient in carrying on any of the businesses or acts set forth in this article and these Articles of Incorporation, subject to and consistent with the corporation charges of not-for-profit corporations.

The foregoing clauses shall be construed as powers but no specific, general or special powers or purposes herein enumerated shall be determined exclusive; but it is hereby expressly declared that all other lawful powers not inconsistent therewith are hereby included.

ARTICLE IX- INDEMNIFICATION.

To the fullest extent permitted by law, as now in effect or as may hereafter be amended, no director, officer, covenant partner, or other person who renders service to or

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for the corporation, shall be liable, and no cause of action may be brought, for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such director or officer, or, in the case of a covenant partner or other persons, for damages resulting from an act or omission in rendering such services, unless the act or omission involved willful or wanton conduct; provided, however such relief from liability shall not apply in any instance where such relief is inconsistent with any provision applicable to corporations described in Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE X- INCORPORATOR.

The name and address of the incorporator of these Articles of Incorporation is Eva Walper having an address at 125 North Lakeview Avenue, Winter Garden, Florida 34787.

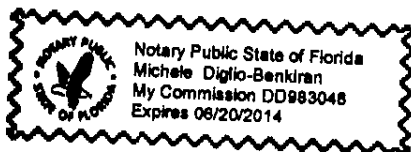
IN WITNESS WHEREOF, the undersigned incorporator, for the purpose of forming a not-for-profit corporation under the laws of the State of Florida, hereby makes and files these Articles of Incorporation, declaring and certifying that the facts stated herein are true and hereby subscribes thereto and sets his hand and seat this 24 day of August, 2012.

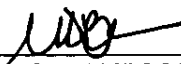

Eva Walper

**STATE OF FLORIDA)
COUNTY OF ORANGE)**

The foregoing instrument was acknowledged before me on this 24 day of August, 2012, by Eva Walper. He is ___ personally known to me, ☒ has produced a Florida driver's license as identification, or ___ has produced the following as identification:

(AFFIX NOTARY SEAL)




NOTARY PUBLIC, STATE OF FLORIDA

Print Name: Michele Diglio-Benkiran
Commission # _____

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Florida Statutes §48.091 and Florida Statute §607.0505, the following is submitted in compliance with said act:

Orlando Area Polymer Clay Guild, Inc., desiring to organize as a not for profit corporation under the laws of the State of Florida, with its registered office at 125 North Lakeview Avenue, Winter Garden, Florida 34787, has named Eva Walper, located at the aforementioned registered office, as its registered agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named as Registered Agent for the corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of said act, as the same may apply to the corporation.

Dated this 24 day of August, 2012

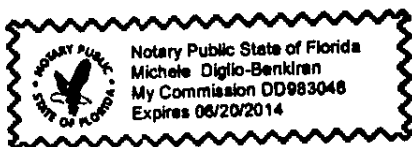

Eva Walper, Registered Agent

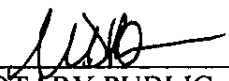
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STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me on this 24th day of August, 2012, by Ava Walper. He is ___ personally known to me, X has produced a Florida driver's license as identification, or ___ has produced the following as identification:

(AFFIX NOTARY SEAL)




NOTARY PUBLIC, STATE OF FLORIDA
Print Name: Michele Diglio-Benkiran