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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

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

SUBJECT: The Women's Guild of Theatre Winter Haven, 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: Sharleen LaRue
Name (Printed or typed)

20 Beck Street
Address

Winter Haven, FL. 33884
City, State & Zip

813-324-2648
Daytime Telephone number

FlaLue@tampabay.rr.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
In compliance with Chapter 617, F.S., (Not for Profit)

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ARTICLE I NAME

The Women's Guild of Theatre Winter Haven, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II PRINCIPAL ADDRESS

210 Cypress Gardens Blvd. S.W., Winter Haven, Florida 33880
CITY- Winter Haven COUNTY - Polk

ARTICLE III PURPOSE

The purpose for which the corporation is organized is exclusively for charitable purposes, including such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the internal revenue code.

- a) To provide a framework of support for the activities and functions of the Theatre Winter Haven, Inc.
- b) The general nature of the business to be carried on by the corporation shall be the promotion, teaching, and support of the performing arts in the Greater Winter Haven Area.
- c) To engage in any lawful charitable purpose.

ARTICLE IV EXISTENCE

This corporation shall have a perpetual existence.

ARTICLE V MANNER OF ELECTION

The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be set forth in the bylaws. Directors shall be elected at the first annual meeting, and at all times thereafter, shall serve a term of 1 year until the 1st annual meeting of members following the election of directors and until the successors in office.

ARTICLE VI INITIAL OFFICERS AND/OR DIRECTORS

Names title and addresses:

Eugenia Tucker--Director
2800 Avenue Q N.W.
Winter Haven, Fl. 33881

Kitty Walker--Director
380 Greenfield Dr.
Winter Haven, Fl. 33884

Edie Orvis--Director

Sharleen LaRue--President

630 Wexford Court
Winter Haven, Fl. 33884

Sally Wagner--Vice Pres.
603 Herbs Rd.
Winter Haven, Fl. 33881

Jan McLin--Treasure
310 16th St. N E
Winter Haven, Fl. 33881

20 Beck St.
Winter Haven, Fl. 33884

Cindy Masshart--Secretary
1328 N. Lake Ship Dr. SW
Winter Haven, Fl. 33880

Norma Bacon--Recording Sec.
904 15th St. South
Haines City, Fl. 33844

ARTICLE VII REGISTERED AGENT

Name and Florida Street address

James T. Joiner
101 Lochan Drive, S.E.
Winter Haven, Fl. 33884

ARTICLE VIII INCORPORATOR

Name and address of the Incorporator is:

Sharleen LaRue
20 Beck St.
Winter haven, Fl. 33884

ARTICLE IX MANAGEMENT OF CORPORATE AFFAIRS

The directors named herein as the board of directors shall hold office until the first meeting of members, to be held on May 7, 2013, at 6:30 P.M. , at which time an election of directors shall be held. Annual meetings shall be held at 6:30PM, on the first Tuesday in May of each year at the principal office of the corporation, or at such other place or places the board of directors may designate from time to time by resolution.

Any action required or permitted to be taken by the board of directors under any provision of the law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

A) CORPORATE OFFICERS

The board of directors and the members shall elect the following officers: president, vice president, treasure, secretary, and recording secretary and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time.

ARTICLE X BYLAWS

Subject to the limitations contained in the bylaws, and any limitations set forth in the Corporations Not For Profit Law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth in the bylaws.

ARTICLE XI DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to Theatre Winter Haven , Inc. purposes and no part of net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual, 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 Third 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. Not with standing 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.

ARTICLE XII DISTRIBUTION OF ASSESTS

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporations, shall be distributed to nonprofit fund, foundation, or corporation which is organized and operated exclusively for the purposes of supporting performing arts in the greater Polk County Area and supporting the activities and functions of the Theatre Winter Haven , Inc., which has established its tax exempt status under 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. 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 XIII AMENDMENT OF ARTICLES

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by the vote of two-thirds of a quorum of members of the corporation.

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.

Sharleen L. LaRue
Sharleen LaRue

September 10, 2012
Date

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12 SEP 13 PM 1:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

The undersigned accepts the appointment as Registered Agent of **THE WOMEN'S GUILD OF THEATRE WINTER HAVEN, INC. FLORIDA NONPROFIT CORPORATION**, which is contained in the foregoing Articles of Incorporation.

DATED this 10th day of September, 2012.


JAMES T. JOINER, Registered Agent