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12 OCT 18 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRS
10/19/12



October 15, 2012

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

Subject: Filing Article of Incorporation for **St. Petersburg Arts Alliance, Inc.**

Enclosed are two copies of the Articles of Incorporation.

Also enclosed is payment of \$87.50 for Filing Fee, Certified Copy & Certificate.

Please return proof of filing to:

John Collins
St. Petersburg Arts Alliance
100 Second Ave. N., Suite 150
St. Petersburg, FL 33701

Daytime Telephone Number: 727.518.5142
E-mail address: jecollins123@me.com

Thank you.

A handwritten signature in black ink, appearing to read "John Collins". The signature is written over a circular stamp or seal that is partially visible. Below the signature, the name "John Collins" is printed in a standard font.

John Collins

**ARTICLES OF INCORPORATION
OF
ST. PETERSBURG ARTS ALLIANCE, INC.
A Florida Nonprofit Corporation**

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TALLAHASSEE, FLORIDA

Pursuant to the laws of Florida, the undersigned, a majority of whom are citizens of the United States, do hereby submit these Articles of Incorporation for the purpose of forming a nonprofit corporation.

**ARTICLE 1
NAME**

The name of the Corporation shall be the St. Petersburg Arts Alliance, Inc.

**ARTICLE 2
TERM & EFFECTIVE DATE**

The term of existence of the corporation is perpetual. The corporate existence will commence upon filing of these articles by the Secretary of State.

**ARTICLE 3
PURPOSE**

The St. Petersburg Arts Alliance, Inc. will provide leadership for the financial success, quality, diversity, and organizational stability of the arts and cultural community of St. Petersburg. Our purpose is to:

- Support arts endowment and arts program funds.
- Promote St. Petersburg as an arts destination to conferences, conventions, festivals and events.
- Encourage and assist artists and creative businesses to move to St. Petersburg here and provide assistance for doing so.
- Support job creation and business development for artists and arts groups.

The corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and shall not be operated for the purpose of carrying on a trade or business for profit.

**ARTICLE 4
BYLAWS**

The corporation is a not for profit and public benefit corporation. The bylaws of the Corporation are to be made and adopted by, and may be altered, amended or rescinded by the board of directors of the Corporation.

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TALLAHASSEE, FLORIDA

**ARTICLE 5
MEMBERS**

The Corporation shall have members. The members of the Corporation shall consist of individuals and business, professional or educational organizations (including sole proprietorships) as the board of directors admits into membership upon the board's receipt of such application and dues as the board describes shall have members.

**ARTICLE 6
REGISTERED AGENT AND OFFICE**

The initial registered office of the Corporation street address is:
100 Second Ave. North, Suite 150
St. Petersburg, Florida, 33704

The name of the initial registered agent is: John Collins

Having been named as registered agent to accept service of process for the above state 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.



Signature of Registered Agent

**ARTICLE 7
PRINCIPAL OFFICE**

The corporation has a principal office. The street address of the principal office is:

100 Second Ave. North, Suite 150
St. Petersburg, Florida, 33704

**ARTICLE 8
MAILING ADDRESS**

The mailing address of the principal office is:

100 Second Ave. North, Suite 150
St. Petersburg, Florida, 33704

**ARTICLE 9
DIRECTORS & OFFICERS**

The management of the Corporation shall be vested in a board of directors of not less than three directors, each of whom must be an officer, director, employee, shareholder, partner, or proprietor of the Corporation. The board of directors will be elected, maintained, and appointed in accordance with the corporation's bylaws. Directors shall be eligible for election for two succeeding terms on the board. Following the second term of service, one year must pass before a new term may begin.

The officers of the corporation shall be a president, a secretary, and a treasurer and may include other officers as may be authorized by the bylaws and elected by the directors from time to time. The officers shall be elected by the board of directors in accordance with the bylaws of the Corporation.

Initial Directors:

Name: Joseph Papich
Title: Select Business Advisor
Address: Wallace Welch & Willingham
300 First Avenue South
St. Petersburg, FL 33701

Name: Deborah Kelley
Title: Executive Director
Address: St. Pete City Theatre
4025 31st. Street South
St. Petersburg, FL, 33712

Name: Lisa Letizio
Title: Vice President
Address: HSNi
1 Hsn Drive
St. Petersburg, FL 33716

**ARTICLE 10
INDEMNIFICATION**

The corporation does indemnify any directors, officers, employers, incorporators, and members of the corporation from any liability regarding the corporation and the affairs of the corporation, unless the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the corporation, or as otherwise provided under applicable statute.

ARTICLE 11
PROHIBITED ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) 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 (b) 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.

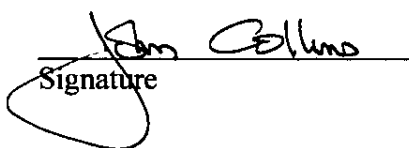
ARTICLE 12
DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the corporation, no distribution of any of the property or assets of the Corporation shall be made to any member, director, officer or employee of the corporation or other private individual, but all of such property and assets shall be applied, in the discretion of the directors, to accomplish the charitable purposes for which the Corporation is organized by distributing such property and assets for the furtherance of the work of institutions with similar purposes and objects which are exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 13
INCORPORATOR

The name and address of the Incorporator is:

John Collins
100 Second Avenue North, Suite 150
St. Petersburg, FL 33704


Signature

10/15/12
Date

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