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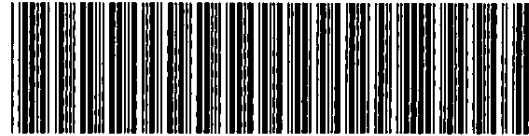
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DIVISION OF CORPORATIONS  
12 NOV - 8 PM 2:24

11/9/12

**COVER LETTER**

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

SUBJECT: Goodland Village Arts Alliance, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)  
(Nonprofit)

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: Craig R. Woodward  
Name (Printed or typed)

606 Bald Eagle Drive, Suite 500  
Address

P.O. Box One  
Marco Island, FL 34146  
City, State & Zip

239.394.5161  
Daytime Telephone number

cwoodward@wpl-legal.com  
E-mail address: (to be used for future annual report notification)

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

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DIVISION OF CORPORATIONS  
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COPY



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RECEIVED  
12 NOV -8 AM 10:13  
DIVISION OF CORPORATIONS

October 30, 2012

CRAIG R. WOODWARD  
606 BALD EAGLE DRIVE  
SUITE 500  
MARCO ISLAND, FL 34146

SUBJECT: GOODLAND ARTS ALLIANCE, INC.  
Ref. Number: W12000055438

RECEIVED  
12 NOV -8 AM 10:13  
DIVISION OF CORPORATIONS

We have received your document for GOODLAND ARTS ALLIANCE, 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):

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

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) 245-6052.

Claretha Golden  
Regulatory Specialist II  
New Filing Section

Letter Number: 512A00026557

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION**

**OF**

**GOODLAND ARTS ALLIANCE, INC.  
(NONPROFIT)**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

12 NOV -8 PM 2: 24

We, the undersigned, being natural persons competent to contract, do hereby execute these articles in our capacity as incorporator of a corporation not for profit under the laws of the State of Florida pursuant to the provisions of Chapter 617 of the Florida statutes providing for the formation of a corporation not for profit with the powers, rights, privileges and immunities as hereinafter set forth.

**I. NAME**

- 1.1 The name of the corporation is the **GOODLAND ARTS ALLIANCE, INC.**

**II. REGISTERED OFFICE, REGISTERED AGENT**

2.1 The initial principal office of the Corporation is 170 Greenbrier Street, Marco Island, Florida 34145.

2.2 The name of the initial registered agent for service of process and the address of the registered office are Craig R. Woodward, Esquire of Woodward, Pires & Lombardo, P.A., 606 Bald Eagle Drive, Suite 500, Marco Island, Florida 34145. The registered agent is authorized to accept service of process within this state upon the Corporation.

**III. PURPOSE**

3.1 The purposes and objects for which the Corporation is organized are any and all purposes authorized to be performed by a corporation not for profit under Chapter 617 of the Florida statutes. As used herein, the term "corporation not for profit" means a corporation of which no part of the income is distributable to its members, directors and officers.

3.2 Without limiting the generality of the foregoing, the purposes for which the Corporation are formed is to do any and all things hereinafter mentioned to preserve, promote and advance the cultural presence in the Village of Goodland, Florida through art, history and education.

3.3 To exclusively receive and administer funds for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as it now exists or as hereafter amended (the "Code"), or the corresponding provisions of any future United States Internal Revenue law, including within such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

3.4 The corporation may assess against the members of the Corporation, fees or dues in order to enable the Corporation to perform its purposes as set forth herein and in the By-Laws of the Corporation and such other purposes as may be allowed by law.

#### **IV. ASSOCIATION MEMBERSHIP**

4.1 Membership is open to residents of Goodland as well as to the public as outlined in the By-Laws. Other membership requirements are as set forth in the By-Laws.

#### **V. VOTING RIGHTS OF MEMBERS**

5.1 Each Member of the Corporation shall have one (1) vote.

#### **VI. MEETING OF MEMBERS**

6.1 The place, date and notice required for meetings shall be set forth in the By-Laws.

#### **VII. DIRECTORS**

7.1 The affairs of the Corporation shall be governed by a Board of Directors consisting initially of seven (7) persons. The names and addresses of the Directors who are to serve until the first meeting of members, or until their successors qualify and are elected are: Margi Fortune, Marziano Gizzi, Celeste Navara, Tara O'Neill, Natalie Strom, and Judy Wittwer. (Addresses in Article VIII below). Directors shall be elected in accordance with the By-Laws. The number of directors are set in the By-Laws but can be increased to up to twelve (12).

#### **VIII. OFFICERS**

8.1 The officers of the Corporation who are accountable to the Board of Directors shall be: President, one or more Vice Presidents, a Secretary and Treasurer. Officers shall be elected annually by the Members.

8.2 The names of the officers who are to serve until the first elections of officers are:

Tara O'Neill, President  
P.O. Box 211  
Goodland, Fl 34140

Celeste Navara, Secretary  
P.O. Box 523  
Goodland, Fl. 34140

Natalie Strom, Treasurer  
P.O. Box 581  
Goodland, Fl. 34140

Judy Wittwer, Vice President  
P.O. Box 748  
Goodland, Fl. 34140

Margi Fortune, Director  
P.O. Box 215  
Goodland, Fl. 34140

Marziano Gizzi, Director  
P.O. Box 232  
Goodland, Fl. 34140

### **IX. BY-LAWS**

9.1 The By-Laws of the Corporation shall be adopted by the initial Board of Directors. The By-Laws may be amended in accordance with the provisions thereof.

### **X. DURATION**

10.1 The period of duration of the Corporation is perpetual unless sooner terminated pursuant to the provisions of the laws of the State of Florida.

### **XI. NO STOCK**

11.1 The Corporation shall not have nor issue shares of stock nor will it ever provide for nonmember voting.

### **XII. INCORPORATORS**

12.1 The name and address of the incorporator is:

Tara O'Neill  
P.O. Box 211  
Goodland, Fl. 34140

### **XIII. POWERS**

13.1 The Corporation shall have and may exercise any and all rights, privileges and powers as set forth in Chapter 617 of the Florida Statutes and in the By-Laws of the Corporation. Without limiting the generality of the foregoing, the Corporation shall have the following powers:

A. To determine, levy, collect and enforce payment by any lawful means of all membership fees or dues.

B. To establish By-Laws and Rules and Regulations for the operation of the Corporation and to provide for the formal administration of the Corporation to enforce any Rules and Regulations of the Corporation.

13.2 This corporation is organized exclusively for one or more of the purposes as specified in 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. The corporation shall be a non-profit corporation. The specific purpose for which this corporation was organized is: benefitting the Village of Goodland in a cultural way, organizing and promoting the arts, raising scholarships to deserving students and providing other educational opportunities related to the arts.

13.3 Upon the dissolution or winding up of the corporation, or in the event it shall cease to engage in carrying out the purposes set forth in these Articles, all of the business, properties, assets and income of the corporation remaining after payment, or provision for payments of all debts and liabilities of the corporation, shall be distributed to a non-profit fund, foundation, or corporation related to the purposes of this corporation, as may be determined by the Board of Directors of this corporation in its sole discretion and which has established its tax exempt status under Section 501(c)(3) of the Code. 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. In no event shall any of the business, properties, assets or income of this corporation in the event of dissolution thereof, be distributed to the directors or officers, either for the reimbursement of any sums subscribed, donated or contributed by the same, or for any other purpose.

13.4 The property of this corporation is irrevocably dedicated to tax exempt purposes under said Section 501(c)(3) as described herein and no part of the net income or net assets of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons. However, the corporation is authorized to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its tax exempt purposes.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

This corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxes under Section 501(c)(3) of the Code, or the

corresponding provision of any Internal Revenue provision.

#### **XIV. AMENDMENT**

14.1 These Articles of Incorporation may be altered or amended at any regular or special meeting of the Board of Directors upon a resolution adopted by a majority of the Directors. These Articles of Incorporation may be altered or amended at a special meeting of the voting Members provided that:

A. The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the Members.

B. Within the time and in the manner provided in the By-Laws for the giving of notice of meetings of Members, written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member.

C. At such meeting, a vote of the Members shall be taken on the proposed amendment. The proposed Amendment shall be adopted upon receiving the affirmative vote of a majority of the Members. Any number of amendments may be submitted to the members and voted upon by them at one meeting.

D. Said amendment(s) shall be effective when a copy thereof together with an attached certificate of its approval by the membership, sealed with a corporate seal, signed by the Secretary of State and all filing fees have been paid.

#### **ARTICLE XV – IMMUNITY**


15.1 An officer or director of a not for profit organization recognized under Section 501(c)(3) of the Code, is not personally liable for monetary damages to any person for any statement, vote, decision, or failure to take an action, regarding organizational management or policy by an officer or director, unless:

- (a) The officer or director breached or failed to perform his or her duties as an officer or director; and
- (b) The officer's or director's breach of or failure to perform his or her duties constitutes:
  - i. a violation of the criminal law unless the officer or director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or conduct was unlawful (A judgment or other final adjudication against an officer or director in any criminal proceeding for violation of the criminal law estops that officer or director from contesting the fact that his or her breach or failure to perform constitutes a violation of criminal law, but does not estop the officer or director from establishing that he or she had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful);



- ii. a transaction from which the officer or director derived an improper personal benefit, either directly or indirectly; or
- iii. recklessness as an action or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

I, the undersigned, being the incorporator named above, for the purpose of forming a corporation not for profit pursuant to Chapter 617, Florida Statutes, supra, do hereby subscribe to these Articles of Incorporation and hereunto set my hand and seal this 22<sup>nd</sup> day of October, 2012.

  
TARA O'NEIL, Incorporator

**ACKNOWLEDGMENT BY REGISTERED AGENT**

I, **CRAIG R. WOODWARD, ESQUIRE**, of Woodward, Pires & Lombardo, P.A., having been named in the Articles of Incorporation to accept service of process for the foregoing corporation at the place designated herein, hereby accept and consent to act in his capacity and agree to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.

  
CRAIG R. WOODWARD, ESQUIRE

This Instrument Was Prepared By:

Craig R. Woodward, Esquire  
Florida Bar Number: 0309389  
Woodward, Pires & Lombardo, P.A.  
606 Bald Eagle Drive, Suite 500  
Island Tower Building  
Marco Island, Florida 34145  
Telephone Number: (941) 394-5161  
corp/goodlandartsalliance (239)

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