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(Requestor's Name)

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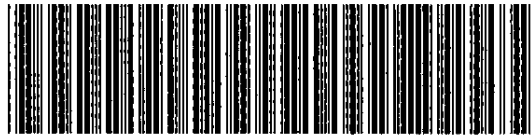
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TALLAHASSEE FLORIDA

Sandra Leddy
635 Park View Lane
Naples, FL 34103

November 27, 2013

VIA FEDERAL EXPRESS (850-245-6052)

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

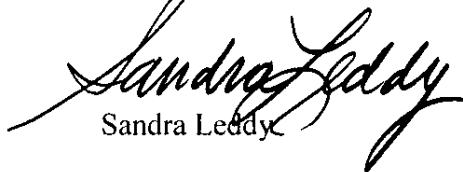
Re: Citizens For The Arts, Inc.

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for the above-referenced Florida not-for-profit corporation, together with my check in the amount of \$78.75 for the required fee. Please return a certified copy of the Articles to my attention.

Please do not hesitate to contact me should you have any questions or need additional information.

Very truly yours,


Sandra Leddy

SL/
Enclosure

ARTICLES OF INCORPORATION
OF
CITIZENS FOR THE ARTS, INC.
(A CORPORATION NOT-FOR-PROFIT)

The undersigned incorporators for the purpose of forming a Corporation not-for-profit, under the laws of the State of Florida, do hereby certify as follows:

ARTICLE I

CORPORATE NAME AND ADDRESS

The name of the Corporation is Citizens For The Arts, Inc., and its principal office located at 635 Park View Lane, Naples, Florida 34103. The Board of Directors may from time to time move the principal office of the Corporation to any other address in the State of Florida.

ARTICLE II

PURPOSE AND NATURE OF CORPORATION

A. As a primary purpose, to take such community and legal action as it may deem necessary to restore and re-establish the name of the "Philharmonic Center For The Arts" of Naples, Florida from its inappropriate, unauthorized, and confusing name adopted without community input or support, "Artis-Naples", and to further investigate and analyze the financial, music, art and other social activities of Artis-Naples and its predecessor named "Philharmonic Center For The Arts, Inc." commencing as of September 1, 2010, for the benefit, welfare and public interest of citizens of the greater Naples and Collier County communities, including subscribers and members of Philharmonic Center For The Arts, Inc., and/or Artis-Naples, patrons, donors, and general supporters, including members of the Greater Naples and Collier

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County community, of the organization formerly known as the "Philharmonic Center For The Arts, Inc."

B. To research, study, investigate, analyze, improve and promote good business practices and financial stability and open communication between non-profit organizations representing or supporting cultural, art or other civic and art-related community activities for the education, betterment, social welfare and common good of the people of the greater Naples and Collier County community and, where necessary, to take such appropriate legal action as may be necessary to insure the operation of such organizations for the common good and general welfare of the community at large, as well as the supporters of such organizations.

C. To engage in such other civic and community related activities so as to promote the social welfare, education and benefit of the community and its arts organizations and to develop support for such organizations which operate openly, report annually to their supporters, adopt good business practice and open lines of communication, but to oppose and expose those which conduct themselves in a manner and with policies or practices detrimental to the social welfare of the community and its members at large.

D. To engage, as determined by the Board of Directors, in such activities that fall within the meaning of Section 501(c)(4) or other applicable section of the Internal Revenue Code of 1986, as amended, or in the corresponding provisions of any further United States Internal Revenue Law.

E. In carrying out the said purposes, the Corporation shall not be established for private profit or gain, rather to advance the goals set forth herein for the furtherance of the social welfare of the general public of the Greater Naples, Collier County area. Any rationale for the Corporation's

Internal Revenue Code exemption shall be consistent with those rulings establishing such exemption.

ARTICLE III

GENERAL POWERS

A. The Corporation shall have the authority to sue and be sued and appear and defend in all actions and proceeds in its corporate name to the same extent as a natural person, to elect or appoint officers and agents as required, to adopt, change, amend and repeal its by-laws not inconsistent with the law or its Articles of Incorporation, and to increase, by vote of its members, the number of Directors so that the number shall not be less than three (3) but may be any number in excess thereof, make contracts and incur liabilities, borrow and repay money in such terms as the Board of Directors shall provide, conduct and carry on its operations, and make such other business decisions and enter into such agreements as the Board of Directors may determine from time to time to be beneficial to the interests of the Corporation.

B. The Corporation shall have the power, either directly or indirectly, alone or in conjunction with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable, or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized. Notwithstanding anything to the contrary, the Corporation shall only exercise such powers as are set forth in furtherance of exempt functions of social welfare organizations as set forth in Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, and its regulations as the same now exist or as they may hereafter be amended from time to time.

ARTICLE IV

MEMBERSHIP

Membership in the Corporation may be established in accordance with the By-Laws to be adopted by the Board of Directors of the Corporation. There shall be one class of general membership. Any persons who support the arts in the Greater Naples, Collier County area, may be members. Each member shall have one (1) vote towards placing the Directors on the Board of Directors in an annual meeting. The members may be accepted for membership or terminated from time to time by the Board of Directors in accordance with the By-laws as the same exist or are amended from time to time. Members shall elect the Board of Directors at an annual meeting held for that purpose.

ARTICLE V

TERM OF EXISTENCE

The date when corporate existence shall commence shall be the date of the filing of these Articles of Incorporation in the office of the Secretary of the State of Florida and the Corporation shall have perpetual existence thereafter.

ARTICLE VI

INCORPORATORS

The name and address of the Incorporators of these Articles of Incorporation are as follows:

| <u>Name</u> | <u>Address</u> |
|------------------|----------------------------------------------------|
| Richard Merillat | 2600 Gordon Drive Unit 4102 Naples, FL 34102 |
| Sandra Leddy | 635 Park View Lane Naples, FL 34103 |

Lyndsey S. Black

2642 Orange Grove Trail
Naples, FL 34120

Sally J. McKee

825 ½ Bayshore Boulevard
Tampa, FL 33606

Peter Thomas

2658 Gordon Drive
Naples, FL 34102

ARTICLE VII

DIRECTORS

The affairs of the Corporation shall be managed by an initial Board of Directors. The number of Directors shall be fixed as set forth in the By-laws, but shall never be less than three (3). The Incorporators, with the names and addresses set forth above as Incorporators, shall be the initial Directors to hold office until the first annual meeting of the Board of Directors, and until their successors have been elected and qualify.

ARTICLE VIII

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 635 Park View Lane, Naples, Florida 34103, and the name of the registered agent at such address is Sandra Leddy.

ARTICLE IX

BY-LAWS

The Board of Directors of this Corporation shall provide and adopt such By-Laws for the conduct of its business and the carrying out of its purposes as it may deem necessary from time to time. Upon proper notice the By-Laws may be amended, altered or rescinded by a majority vote of a quorum of the members of the Board of Directors at any regular meeting or any special meeting called for that purpose.

ARTICLE X
AMENDMENTS

Amendments to these Articles of Incorporation shall be proposed by the officers of the Corporation and approved by the Board of Directors by a two-thirds vote of a quorum present at a meeting of the Board duly called in accordance with the By-laws of the Corporation.

ARTICLE XI
LIMITATIONS ON ACTIONS

All the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of or be distributable to its members, trustees, officers, or any of the private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth in Article II hereof. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(4) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income to any members, directors or officers, and the private property of the subscribers, members, directors and officers shall not be liable for the debts of the Corporation.

ARTICLE XII
DISSOLUTION

Upon dissolution of the Corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to an organization described in Sections

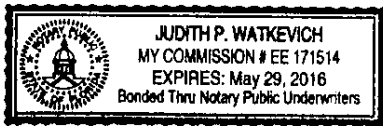
501(c)(4) of the Internal Revenue Code of 1986, as amended, or to the corresponding provisions of any prior or future law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any member, officer or director of this Corporation.

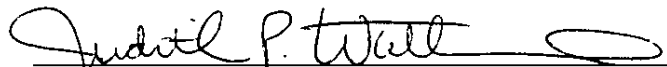
IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles this 27 day of November, 2013.


Sandra Leddy, Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing was acknowledged before me this 27 day of November, 2013, Sandra Leddy, who is personally known to me or who has produced Florida Drivers License as identification.




NOTARY PUBLIC
Name: _____
My Commission Expires: _____

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby accept the designation to act in this capacity, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Date: November 27, 2013.


Sandra Leddy, Registered Agent

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