

Feb. 26. 2015 9:37AM

FERGESON SKIPPER ET

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**ARTICLES OF INCORPORATION
OF
5050 CONGRESS, INC.**

These Articles of Incorporation are signed by the undersigned incorporator for the purpose of forming a corporation not for profit under the provisions of Florida Statutes, Chapter 617, as follows:

ARTICLE I. - NAME, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of this corporation is 5050 CONGRESS, INC. The street address of the initial principal office of the corporation is 1515 Ringling Boulevard, 10th floor, Sarasota, Florida 34236. The mailing address is 1515 Ringling Boulevard, 10th floor, Sarasota, Florida 34236.

ARTICLE II. - TERM

The corporation shall have perpetual existence.

ARTICLE III. - PURPOSE

The corporation is organized to promote social welfare, within the meaning of Section 501(c)(4) of the Internal Revenue Code, or the corresponding section(s) of any future federal tax code, and as such, the activities of the corporation include, but are not limited to: (1) developing and advocating for an amendment to the U.S. Constitution requiring half of the members of the U.S. Senate and the U.S. House of Representatives to be men and half to be women; and (2) conducting research and publicizing the need for equal gender representation in the U.S. Congress.

ARTICLE IV. - POWERS

This corporation shall have and exercise all the powers of non-profit corporations under the laws of the State of Florida which are necessary or convenient to effect the purposes of the corporation.

ARTICLE V. - LIMITATIONS ON POWERS

No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to, its members (if any), directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions for furtherance of the purposes set forth in Article III hereof. 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 by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code, or the corresponding section(s) of any future federal tax code; the corporation shall never be operated for the purposes of carrying on a trade or business for profit.

ARTICLE VI. - REGISTERED OFFICE AND AGENT

The registered office for this corporation is 1515 Ringling Blvd., 10th Floor, Sarasota, Florida 34236. The registered agent at such registered office is RICHARD R. GANS.

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ARTICLE VII. - BOARD OF DIRECTORS; OFFICERS

The affairs of the corporation shall be managed by a Board of Directors consisting of at least three directors. The Board of Directors shall be elected pursuant to guidelines established by the corporation's bylaws. The Board of Directors have all requisite power and authority customarily vested in corporate directors over the business and affairs of the corporation.

ARTICLE VIII. - BYLAWS

The bylaws of this corporation shall be made, altered, or rescinded by the Board of Directors at any regular or special meeting held in accordance with the bylaws.

ARTICLE IX. - AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended from time to time by a resolution adopted by two-thirds vote of the Board of Directors; provided however, that these Articles of Incorporation shall not be amended to permit the corporation to engage in any activity prohibited by these Articles.

ARTICLE X.- DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after first paying or making provision for the payment of any and all liabilities of the corporation, distribute the assets of the corporation to one or more charitable or social welfare organizations within the meaning of Sections 501(c)(3) and (4) of the Internal Revenue Code, or the corresponding sections of any future federal tax code, or shall distribute the assets of the corporation 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 in the county in which the registered office of the

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corporation is then located, exclusively for one or more of such purposes or to such organization or organizations as the court shall determine; provided, however, that such organizations must be organized and operated exclusively for one or more of such exempt purposes.

ARTICLE XI. - INDEMNIFICATION

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil or criminal, administrative or investigative (whether or not by or in the right of the corporation), by reason of the fact he or she is or was a director or officer of the corporation, against any and all expenses (including attorney's fees, court costs and appellate costs and fees), judgments, fines and amounts paid in settlement incurred by him or her in connection with such action, suit or proceeding, except for a director or officer who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his or her duties. Such right of indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representative of such person; provided, however, that if any past or present officer or director sues the corporation, other than to enforce this indemnification, the past or present officer or director instituting such suit shall not have the right of indemnification hereunder in connection with that suit. The corporation is authorized to purchase insurance to provide funds for the indemnification hereinabove set forth and, if such insurance is purchased but the proceeds thereof are not sufficient to cover the cost of indemnification, the deficiency shall be paid from corporate funds. If there are no funds available to pay the costs of the indemnification or deficiency resulting from insufficient insurance coverage, then the members

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of the Board of Directors shall cover such costs. This indemnification is an absolute right, and any such assessments shall be made notwithstanding any other provisions contained herein to the contrary.

ARTICLE XIII. - INCORPORATOR

The name and address of the incorporator are as follows:

NAMEADDRESS

RICHARD R. GANS

1515 Ringling Blvd., 10th Floor
Sarasota, Florida 34236

IN WITNESS WHEREOF, the incorporator has signed these articles of incorporation on

2/26, 2015.

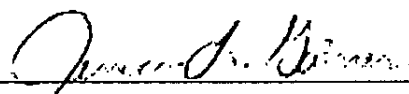


RICHARD R. GANS

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on 2/26, 2015, by RICHARD R. GANS, who ☒ is personally known to me or ☐ has produced N/A as identification.



JESSICA L. GAINES

(Name _____)

Notary Public

Serial Number (if any) _____

Commission Expiration _____



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ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been designated in the foregoing articles of incorporation as registered agent, hereby accepts such designation and agrees to serve as registered agent.



RICHARD R. GANS

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