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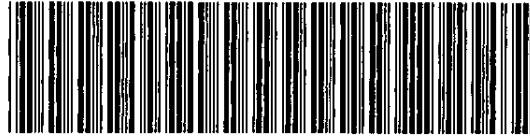
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STATE OF NEW YORK

8/25/15

COVER LETTER

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

SUBJECT: QUILTER'S CROSSING, 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: BARBARA J. KELLARD
Name (Printed or typed)

1526 MEADOW DALE DRIVE
Address

CLEARWATER, FLORIDA 33764-2575
City, State & Zip

727-531-1872
Daytime Telephone number

bjkellard@gmail.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
OF
QUILTER'S CROSSING, INC.

I, the undersigned, do hereby subscribe my name to these Articles of Incorporation for the purpose of creating a Corporation, nonprofit in nature and purpose, in accordance with Chapter 617, Florida Statutes, as now in force or hereafter amended.

ARTICLE I

NAME, ADDRESS AND INITIAL REGISTERED AGENT AND OFFICE

The name of this Corporation shall be Quilter's Crossing, Inc. ("Corporation"). The address of the Corporation's principal place of business is Harbor Hall 1190 Georgia Avenue Palm Harbor, Florida 34683 and its mailing address is P.O. Box 1843 Palm Harbor, Florida 34682-1843. The street address of the initial registered agent is 1526 Meadow Dale Drive Clearwater Florida 33764-2575, and the name of the initial registered agent is Barbara J. Kellard.

ARTICLE II

PURPOSES AND OBJECTIVES

The general purposes of this Corporation shall be:

1. The purposes for which the Corporation is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future federal tax code.
2. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be taken or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future federal tax code.

The general objectives of this Corporation shall be:

1. To promote cooperation and the exchange of ideas among those who love quilts and quilting.
2. To stimulate interest within the general area through quilt shows and demonstrations.
3. To establish and publish rules and regulations governing:
 - a. The qualification of its members.

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JACKSONVILLE, FLORIDA

- b. The admission and expulsion of its members.
 - c. The amount of membership and other fees, if any.
 - d. To establish and adopt the publication of Bylaws.
 - e. The adoption of the corporate seal.
4. To enter into contractual agreements, including but not limited to the lease, purchase and sale, of any and all kinds of real and personal property which may be necessary or appropriate for any of the foregoing objectives and purposes and enter into agreements with persons or agents for the provision of professional services relating to the foregoing objectives and purposes.
5. To borrow money and mortgage, pledge, encumber, or otherwise hypothecate assets of the Corporation as security therefor.
6. To employ the foregoing general purposes and objectives as guidelines, which are not to be construed as limitations. Said purposes may from time to time be changed through lawful procedures as directed by a vote of the Corporation's members in accordance with its published or adopted Bylaws. This Corporation shall also have all other common law and statutory powers as are provided by the laws of the State of Florida under which this Corporation as a Corporation is organized.

ARTICLE III

QUALIFICATION OF MEMBERS

The members of the Corporation shall consist of the subscribers to these Articles, the initial Board of Directors named herein, and of other such persons as shall be from time to time admitted to membership at any meeting of the Board of Directors of the Corporation by a majority vote of all the members present and entitled to vote. Removal of members shall be provided for in the Bylaws of the Corporation.

ARTICLE IV

TERM OF EXISTENCE

Pursuant to the provisions of Section 617.0123, Florida Statutes, this Corporation shall begin existence upon the filing of these Articles of Incorporation with Department of State, State of Florida. This Corporation shall have perpetual existence or as determined earlier by the laws of the State of Florida, or by the vote of its membership as provided in the Bylaws of this Corporation.

ARTICLE V

NAME AND ADDRESS OF INCORPORATOR

Barbara J. Kellard

1526 Meadow Dale Drive
Clearwater, Florida 33764-2575

ARTICLE VI

DIRECTORS OF THE CORPORATION

The affairs of the Association shall be managed by its Officers and Board of Directors. The Officers of this Corporation shall be as follows: President, Vice President, Secretary, Treasurer, and such other officers with such other duties and tenures as set forth and provided by the Bylaws of the Corporation.

The Board of Directors shall be composed of the following: President, Vice President, Secretary, Treasurer, and such other persons as may be provided for in the Bylaws of the Corporation. The Board of Directors shall consist of not less than three (3) Directors who shall be elected, qualified as to their membership and hold office in accordance with the provisions of the Bylaws of this Corporation.

ARTICLE VII

NAMES OF INITIAL DIRECTORS

Title: President
Gene'e Smith
501 North Mayo Street, Box 872
Crystal Beach, Florida 34681

Title: Vice President
Barbara Sweet
544 Spring Lake Circle
Tarpon Springs, Florida 34688

Title: Secretary
Kathleen Gerritt
2286 Mexican Way, Apt 50
Clearwater, Florida 33763

Title: Treasurer
Cyndi Hunt
1850 Asbury Drive
Clearwater, Florida 33765

ARTICLE VIII

AMENDMENT OF THE ARTICLES OF INCORPORATION

A. The Articles of Incorporation may be altered, amended or repealed in whole or in part by the majority vote of all members of the Board of Directors of the Corporation at any duly-called and noticed regular or special meeting. Any Amendments of the Articles of

Incorporation, upon the approval by the Department of State of Florida and upon filing in the office of the said Department of State and paying all required filing fees, shall become and be taken as part of these Articles of Incorporation.

B. Notwithstanding the foregoing Section A, the membership, officers or directors of the Corporation shall not cause any amendment or alteration of the Articles of Incorporation or Bylaws to be made which would alter the intention and purposes expressed in Article II or which would conflict with the provisions of Articles IX and X of these Articles of Incorporation.

ARTICLE IX

INCOME DISTRIBUTION AND DEDICATION OF ASSETS RESTRICTIONS

Notwithstanding any other Article of these Articles of Incorporation, the Corporation:

A. Is a not-forprofit corporation. No part of the profit, income or assets of this Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except as reasonable compensation for services rendered, and to make payments and distributions in furtherance of the Corporation's purposes as set forth in the Purposes and Objectives hereof, as allowed by Florida law.

B. Shall distribute its income, if any, for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

C. Will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

D. Will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

E. Will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

F. Will not make any substantial expenditures to carry on propaganda, or otherwise to attempt, 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, or other expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

G. Upon its dissolution or winding up, will distribute its assets remaining after payment, or provision for payment, of all of its debts and liabilities equally among the not-forprofit organizations located in Pinellas County, Florida, or the one closest to the Corporation if none are located in the County, having charitable purposes.

ARTICLE X

DISSOLUTION

In the event the Corporation is dissolved by either voluntary or involuntary means, all assets of the Corporation shall be distributed equally among the not-for-profit organizations in Pinellas County, Florida, or the one located closest to the Corporation if no such organizations are located therein, having a charitable purpose and having a tax-exempt status under the provisions of Section 501(c)(3) of the Internal Revenue Code as now written or as hereinafter amended or under any corresponding provisions of any subsequent federal tax laws. The determination required hereby shall be made by the Corporation's members in their sole discretion, applying the guidelines set forth herein.

Barbara J. Kellard

Barbara J. Kellard
Incorporator

I hereby accept designation as Registered Agent of the above-named corporation, and I am familiar with and accept the obligations of the position.

Barbara J. Kellard

Barbara J. Kellard
Registered Agent

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 11th day of August, 2015, by Barbara J. Kellard, as registered agent of Quilter's Crossing, Inc., a Florida not-for-profit corporation, on behalf of the corporation.

____ who is/are personally known to me,

☒ who produced DRIVER'S LICENSE
as identification.

My Commission Expires:

Raphael J. Cua
Signature

RAPHAEL J. CUA
Print Name

NOTARY PUBLIC - STATE OF FLORIDA

Commission No. FF223404

