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August 17, 2015

PLEASE REPLY TO:
LAKE PLACID
SEBRING



Division of Corporations

Department of State

P.O. Box 6327

Tallahassee, FL 32314

Re: Highlands Museum of the Arts, Inc.
Our File No. 6933-001

Gentlemen:

Enclosed please find the original and one copy of the proposed Articles of Incorporation for Highlands Museum of the Arts, Inc. Please approve and file the original, file stamp the copy and return it to us along with the charter number.

Also enclosed please find our check for your charges as follows:

Filing fee for Articles of Incorporation	\$ 35.00
Filing Registered Agent's Certificate	<u>35.00</u>
Total	<u>\$ 70.00</u>

If you have any questions or if anything further is required, please contact me.

Sincerely,



Thomas J. Wohl

TJW/tw

Enc.

**ARTICLES OF INCORPORATION
OF
HIGHLANDS MUSEUM OF THE ARTS, INC.
(a Florida non-profit corporation)**

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a non-profit corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is **HIGHLANDS MUSEUM OF THE ARTS, INC.**

ARTICLE II. PURPOSES AND POWERS

The purposes and powers of the corporation are:

(a) To enrich lives in our diverse community by fostering essential conversations and encouraging creativity through exhibitions and educational activities that explore various types of art in order to connect people to creativity, knowledge, and ideas.

(b) To own, rent, lease, operate and maintain sufficient real and personal property to carry out the purposes herein above expressed.

(c) To contract debts and to borrow money, to issue notes and other evidences of indebtedness.

(d) To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes or powers set forth in this article, and to do all other things incidental thereto or connected therewith, which are not forbidden by law or these articles of incorporation.

(e) To carry out any of the purposes or powers set forth in this article in any state, territory, district, or possession of the United States of America, or in any foreign country, to the extent that such purposes are not forbidden by the law of such place.

(f) Notwithstanding any other provision herein, this corporation is organized exclusively for charitable purposes and will not carry on any activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the United States Internal Revenue Code, as amended from time to time, (b) a corporation contributions to which are deductible under Section 170(c)(2) of the United States Internal Revenue Code, as amended. This corporation shall not engage in the prohibited activities or the accumulation of income set forth in Section 508(e) or any other section of the United States Internal Revenue Code, as amended. This corporation shall not be involved in prohibited financial transactions with disqualified persons (acts of self dealing) per restrictions set forth in Section 494 and other provisions of the United States Internal Revenue Code, as amended.

(g) The funds to carry out the purposes of the corporation shall be obtained through donations and any and all means permitted under law.

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ARTICLE III. NON-STOCK CORPORATION

The corporation shall issue no stock and no dividends or pecuniary profits shall be declared or paid to the members hereof.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually and be effective as of the date of filing of these Articles.

ARTICLE V. ADDRESS

The street address of the principal office of the corporation is 351 W. Center Avenue, Sebring, Florida 33870. The Board of Directors may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other place or places as may be designated by the Board of Directors.

ARTICLE VI. OFFICERS

The officers of this corporation shall consist of a President, First Vice President, Second Vice President, Secretary and Treasurer. These officers shall manage the affairs of the corporation and shall be elected by the Board of Directors as stated in the By-Laws of the corporation. Such officers may be members of the Board of Directors. Such officers shall serve for two (2) year terms, at the will of the Board of Directors, and may succeed themselves for an unlimited number of two (2) year terms. The initial officers are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Barb Hall	1649 E. Pinecrest Dr. Avon Park , FL 33825	President
Jordan Shannon	1110 Lake Lotela Dr. Avon Park, FL 33825	First Vice President
Kristin Handley	1920 Scarlet Terr. Sebring, FL 33875	Second Vice President
Nancy Palmer	1957 Lake Lotela Dr. Avon Park ,FL 33825	Secretary
Jeri Wohl	1800 SR 17 South Avon Park, FL 33825	Treasurer

ARTICLE VII. DIRECTORS

The corporation shall be managed by a board of not less than five (5) directors. The Directors shall be elected as stated in the By-Laws of the corporation. The initial Directors who are to serve until they resign or are removed are as follows:

Barb Hall
1649 E. Pinecrest Dr.
Avon Park , FL 33825

Nancy Palmer
1957 Lake Lotela Dr.
Avon Park ,FL 33825

Jim Leary
2131 Lakeview Dr. #1206
Sebring, FL 33870

Jordan Shannon
1110 Lake Lotela Dr.
Avon Park, FL 33825

Cathy Albritton
1177 S. Hickory Trail
Avon Park, FL 33825

Dawn Dell
1912 Desoto Place
Sebring, FL 33870

Kristin Handley
1920 Scarlet Terr.
Sebring, FL 33875

Marie Boley
100 Lake Blvd.
Sebring, FL 33875

Julia Mercer
3806 Hubble Ave
Sebring, FL 33875

Jeri Wohl
1800 SR 17 South
Avon Park, FL 33825

Marcia Davis
5115 Lakewood Rd.
Sebring, FL 33875

Jason True
P.O. Box 1073
Frostproof, FL 33843

Rachel Lovett
5301 Surrey Lane
Sebring, FL 33875

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are Anastasia Saunders, 351 W. Center Avenue, Sebring, Florida 33870.

ARTICLE IX. AMENDMENT

These articles may be amended by a majority vote of the Directors.

ARTICLE X. NON-PROFIT CHARACTER

1. Said corporation is organized exclusively for charitable purposes, 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, or corresponding section of any future federal tax code.

2. 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 the purpose clause hereof. No substantial part of the activities of the corporation shall be 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 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 an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

3. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the organization 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 tax exempt purposes.

ARTICLE XI. BY-LAWS

The By-Laws of this corporation shall be adopted by the incorporators at the first incorporator's meeting and may be altered, amended or repealed by the Directors.

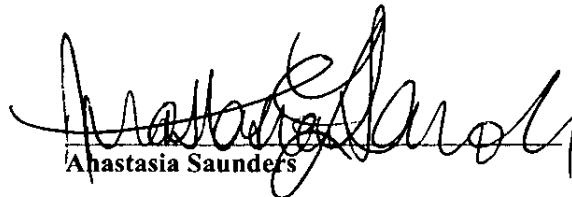
ARTICLE XII. MEMBERSHIP

The initial membership of this corporation shall be the persons who shall also constitute the Board of Directors. Additional members may be selected by the Board of Directors from persons showing a genuine interest in the general and specific purposes of the corporation.

ARTICLE XIII. REGISTERED OFFICE AND REGISTERED AGENT

The corporation hereby designates as its registered office 425 South Commerce Avenue, Sebring, Florida 33870, and its registered agent, Thomas J. Wohl, who is located at the same address for service of process.

IN WITNESS WHEREOF, the undersigned subscriber has hereunto set my hand and seal this 17 day of August, 2015, for the purpose of forming this non-profit corporation under the laws of the State of Florida, and hereby make and file in the office of the Secretary of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.


Anastasia Saunders

**STATE OF FLORIDA
COUNTY OF HIGHLANDS**

The foregoing instrument was acknowledged before me this 17 day of August, 2015,
by **Anastasia Saunders**, who is personally known to me.



Marcella S. Sebring
Notary Public, State of Florida at Large
(affix notarial seal)

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

A handwritten signature in black ink, appearing to read "Thomas J. Wohl".

Thomas J. Wohl
Registered Agent