

NAJMY THOMPSON

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FLORIDA PROFIT/NON PROFIT CORPORATION

Manasota District Council, St. Vincent De Paul

Sarasota Thrift Store, Inc.

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**ARTICLES OF INCORPORATION
OF
MANASOTA DISTRICT COUNCIL ST. VINCENT DE PAUL
SARASOTA THRIFT STORE, INC.**

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Florida, do hereby certify:

**I.
NAME**

The name of the corporation, hereinafter called the "Corporation," shall be MANASOTA DISTRICT COUNCIL ST. VINCENT DE PAUL SARASOTA THRIFT STORE, INC.

**II.
PLACE OF BUSINESS/MAILING ADDRESS**

The principal place of business of the Corporation shall be 2711 Mall Drive, Sarasota, FL 34231. The mailing address of the Corporation shall be 2711 Mall Drive, Sarasota, FL 34231.

**III.
PURPOSE**

The Purpose for which the Corporation is organized are:

A. To provide an organization which will operate a thrift store for St. Vincent DePaul Manasota District Council which is an organization listed in the Official Catholic Directory for 2000.

B. Said corporation is organized exclusively for charitable, religious, educational, and scientific 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 the corresponding section of any future federal tax code and to that end to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the Board of Directors, will best promote the foregoing purposes of the Corporation.

**IV.
REGISTERED AGENT**

The registered office of the corporation and the name of its registered agent to accept service of process within the State is Najmy Thompson, P.L., whose address is 1401 8th Avenue West, Bradenton, Florida 34205.

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**V.
LIMITATIONS AND RESTRICTIONS**

A. No part of the net earnings of the Corporation shall inure to the benefit of any member, Director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, Director, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

B. No substantial part of the activities of the corporation shall be the 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 or in opposition to any candidate for public office.

C. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by (a) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

D. 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 the 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 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.

E. In any taxable year in which the corporation is a private foundation as described in internal Revenue code Section 509(a), the Corporation shall distribute its income for said period at such time and manner as not to subject it to tax under Internal Revenue Code section 4942, and the Corporation shall not (A) engage in any act of self-dealing as defined in Internal Revenue code section 4941(d) or retain any excess business holdings as defined in Internal Revenue Code Section 4943(c); (B) make any investments in such manner as to subject the corporation to tax under Internal Revenue Code Section 4944; or (C) make any taxable expenditure as defined in Internal Revenue Code section 4945(d) or corresponding provisions of any subsequent Federal tax laws.

**VI.
TERM**

This Corporation shall exist perpetually. Corporate existence will begin when the corporation is filed with the Secretary of State.

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VII. POWERS

A. This corporation shall have the power to do any and all things necessary or expedient for the accomplishment of the objects and purposes of this corporation, including, but not limited to, the power to acquire and dispose of real and personal property, to enter into contracts and to incur obligations in the name of the corporation, and in general to possess all rights, privileges and immunities, and to enjoy all of the benefits granted to corporations not for profit under the laws of the State of Florida and now enacted or hereafter amended.

B. The Corporation shall be able to receive bequest from wills or trusts.

C. The Corporation shall have the power to retain original assets and other property transferred, devised or bequeathed from such time, to invest and reinvest corporate assets in any type of property or security or accounts including margin accounts, to exchange property, and acquire or retain any investment the officers of the corporation deem advisable although such property may not be of the character usually held by trustees or fiduciaries under trust investment law. The corporation, through its officers, shall exercise any options, rights, and conversion privileges pertaining to any securities held by the corporation.

VIII. MEMBERS

The Corporation shall not have members.

IX. OFFICERS AND DIRECTORS

A. The business of the Corporation shall be managed by its Board of Directors. The initial directors of the corporation will be elected by the Officers at the organizational meeting of the Corporation. The Board of Directors shall not be less than three nor more than five members.

B. The affairs of the corporation shall be conducted and managed by a President, one or more Vice-Presidents, a secretary and a Treasurer, who will be elected annually by the Directors and shall serve until his or her successor is chosen and qualified. The initial officers shall be:

President:	William Poole, 6509 14th Ave. West, Bradenton, FL 34209
Vice President:	Larry Keefe, 69 Island Circle, Sarasota, FL 34242
Vice President:	Joe Zalewski, 9393 Midnight Pass Road, Sarasota, FL 34242
Treasurer:	Lynne M. Schooley, 12006 Winding Woods Way, Lakewood Ranch, FL 34202
Secretary:	Barbara Brown, PO Box 20005, Sarasota, FL 34276

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**X.
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation are:

Najmy Thompson, P.L.
1401 8th Avenue West
Bradenton, Florida 34205

**XI.
BYLAWS**

The By-laws of the Corporation are to be made and adopted by the original incorporator and may be altered or rescinded by two-thirds of the Directors.

**XII.
AMENDMENT**

The Articles of Incorporation may be amended by an affirmative vote of two-thirds majority of the Directors of the Corporation present and voting at any regular meeting called for that purpose..

**XI.
DEFENSE AND INDEMNIFICATION OF
OFFICERS AND DIRECTORS**

The Corporation shall defend, indemnify and hold harmless, every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct. The foregoing rights shall be in addition to other rights to which he or she may be entitled.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 3rd day of September, 2015. I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

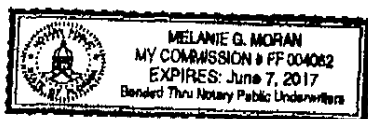
**MANASOTA DISTRICT COUNCIL ST. VINCENT DE PAUL
SARASOTA THRIFT STORE, INC.**

By: Arian M. Kelly
Najmy Thompson, P.L., Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

Before me, the Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Sean M. Kelly personally known by me to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and he/she acknowledged before me that he/she executed and subscribed these Articles of Incorporation.

WITNESS my hand and official seal in the County and State names above this 3rd day of September 2015.



Melanie G. Moran
Notary Public

MELANIE G. MORAN

From: NAJMY THOMPSON

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**MANASOTA DISTRICT COUNCIL ST. VINCENT DE PAUL
SARASOTA THRIFT STORE, INC.**

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent for the above Not For Profit Corporation at the office designated in the foregoing Articles of Incorporation, I am familiar with and hereby accept the duties and responsibilities as Registered Agent for **MANASOTA DISTRICT COUNCIL ST. VINCENT DE PAUL SARASOTA THRIFT STORE, INC.**

IN WITNESS WHEREOF, the undersigned, has executed this Consent on this 3rd day of September, 2015.



Najmy Thompson P.L., Registered Agent