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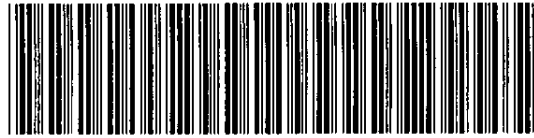
(Business Entity Name)

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

SUBJECT: SPRINGTIME TALLAHASSEE FESTIVAL, 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: JENNIFER NAFF  
Name (Printed or typed)

209 E. PARK AVE.  
Address

TALLAHASSEE, FL 32301  
City, State & Zip

(850) 224-5012  
Daytime Telephone number

director@springtimetallahassee.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**  
**SPRINGTIME TALLAHASSEE FESTIVAL, INC.,**  
**A Florida Not For Profit Corporation**

**ARTICLE I**  
**CORPORATE NAME**

The name of this Corporation is ***SPRINGTIME TALLAHASSEE FESTIVAL, INC.***, hereinafter referred to as "*the Corporation*", a Florida not for profit corporation.

**ARTICLE II**  
**GENERAL NATURE AND POWER**

1. This is a non-profit corporation organized primarily for charitable and educational purposes and educational-related activities, including promoting state-wide understanding and education of the history of Florida (including the time period before statehood) and its capital city, Tallahassee. Such is primarily achieved via an annual festival, held in Tallahassee during springtime, where the public is invited, without charge, to see replicas and re-enactments of the life, times and dress of Floridians throughout Florida's numerous periods/"stages" under at least five different countries' flags. The Corporation shall be at all times a not for profit corporation under the provisions of the Florida Not For Profit Corporation Act (i.e., Chapter 617, Florida Statutes). *Notwithstanding anything herein to the contrary, the Corporation shall be organized and shall be operated exclusively for public charitable and educational uses and purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.*

2. The Corporation shall have the full power and authority to:

(a) Conduct programs and activities; raise funds; request and receive grants, gifts, contributions, dues and bequests of money, real and personal property; acquire, receive, hold, invest and administer, in its own name, securities, funds, objects of value, or other property, real or personal; and make expenditures to or for the benefit of any and all charitable purposes.

(b) Carry on all the other activities allowed by the laws of the State of Florida and the United States for a charitable and educational organization.

(c) Borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business; and

(d) Retain patents, copyrights, processes or formulae resulting from its activities, provided such is made available to the public on a nondiscriminatory basis.

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(e) Within and subject to the limitations of Section 501(c)(3) of the Internal Revenue Code, to perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Corporation, as set forth in these Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Florida Not For Profit Corporation Act.

### ARTICLE III TERM OF EXISTENCE

The date and time of the commencement of the corporate existence of the Corporation shall be as of the time of the filing of these Articles of Incorporation by the Department of State for the State of Florida, and this Corporation shall exist perpetually, unless sooner dissolved under Florida law.

### ARTICLE IV CHARITABLE PURPOSE AND POWER

The specific and primary purposes for which the Corporation is formed, include without limitation, the following missions:

(a) ***To operate an annual festival<sup>1</sup> for the civic betterment of Tallahassee. The festival will include a grand parade (known as the "Parade of Governors"), presented by all volunteers, thereby (a) extending hospitality to visitors and the public, (b) promoting cultural and historical awareness to all in attendance, (c) promoting appreciation of Florida's vast history by educating the public as to how and why Tallahassee became (and should remain) the capital of Florida, via such manners as replicas and re-enactments of early (prior) life and dress in Florida (d) showcasing and celebrating Florida's historic Capital City, (e) providing both public entertainment and an arts and music jubilee, and (f) interact with other, similar Florida festivals; and any other related or corresponding lawful purposes not for pecuniary profit and not specifically prohibited to corporations by the laws of the State of Florida or the Internal Revenue Code.***

(b) **To provide for equal opportunities and participation to all persons regardless of race, color, religion, sex or natural origin.**

(c) **To operate exclusively in any other manner for such charitable, benevolent, and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.**

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<sup>1</sup> Formerly operated by the Springtime Tallahassee, Inc., being the incorporator of this entity (the Corporation). The Corporation is a wholly-owned subsidiary of Springtime Tallahassee, Inc., which is hereby irrevocably assigning, without recourse, all of its right, title and interest in the Festival to the Corporation.

ARTICLE V  
PUBLICLY SUPPORTED TAX-EXEMPT NONPROFIT CORPORATION

1. The Corporation shall be neither organized nor operated for pecuniary gain or profit.
2. Moreover:

(a) **No part of the net earnings of the Corporation shall ever inure to the benefit of, or be distributable to, any member, director, officer, or trustee of the Corporation, or any other private person; but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distribution in furtherance of the purposes as set forth herein.**

(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 publication or distribution of statements) any political campaign on behalf of any candidate of public office.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on:

(i) by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code; or

(ii) by a corporation, contributions to which are deductible for federal income tax purposes under Section 170(c)(2) of the Internal Revenue Code.

3. *It is intended that the Corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation, and all authority, policies, procedures, and operations of the Corporation, shall be construed, applied and carried out in accordance with such intent.*

ARTICLE VI  
ADMINISTRATION AND MEMBERSHIP

1. The Corporation is organized under a nonstock basis. The **annual meeting** shall be held at such time and place as set forth in the Bylaws. Cumulative voting for any and all purposes is expressly prohibited.

2. The Corporation's *voting membership* shall consist solely of **Springtime Tallahassee, Inc.**, a Florida not for profit corporation.

3. **The Corporation shall provide for equal employment and membership opportunities to all persons regardless of race, color, religion, sex, age or natural origin.**

**ARTICLE VII**  
**MANAGEMENT OF CORPORATE AFFAIRS**

1. **The powers of the Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors elected or appointed by the voting member(s) of the Corporation, except as otherwise set forth in the bylaws.** Directors must be natural persons who are 18 years of age or older but need not be either residents of the State of Florida or voting members of the Corporation. *The method of election and/or appointment of directors shall be conducted as more fully stated in the Bylaws.* The number of directors of the Corporation shall not be less than eleven (11); provided, however, that a greater number may be established and revised by a duly adopted Bylaw. A quorum of the Board of Directors shall consist of one-third (1/3) the prescribed number of directors as set forth in the Bylaws, unless a duly adopted Bylaw requires a higher percentage.

2. Except as otherwise set forth in the Bylaws, directors shall be elected at the annual meeting of the Board of Directors by a majority vote of the voting members; and at all times thereafter, shall serve for **a term of either one (1) or three (3) years, as more fully set forth in the bylaws** until the **next annual meeting** of Directors and until the qualification of the successors in office. Meetings of the Directors shall be held at such other place or places as the Board of Directors may designate from time to time by resolution.

3. The Bylaws may provide for staggered terms for directors, as permitted by Section 617.0806, Florida Statutes.

4. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all voting members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which related to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and/or the Bylaws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

5. The names and addresses of the individuals, each of whom are 18 years of age or older, to serve on the initial Board of Directors are as follows:

- |                       |   |
|-----------------------|---|
| (1) Jack Diestelhorst | 665 Forest Lair<br>Tallahassee, FL 32312        |
| (2) Carol Leon        | 2020 Forest Glen Court<br>Tallahassee, FL 32303 |
| (3) Steve Lastowski   | 3067 Hawks Glen<br>Tallahassee, FL 32312        |
| (4) Karen Jay         | 570 Meadow Ridge Drive<br>Tallahassee, FL 32312 |
| (5) Samantha Fulton   | 3596 Velda Oaks Circle<br>Tallahassee, FL 32309 |

- |                      |  |
|----------------------|--|
| (6) John Wampler     | 4137 Tralee Road<br>Tallahassee, FL 32309            |
| (7) Dale Heideman    | 7482 Hanging Vine Way<br>Tallahassee, FL 32317       |
| (8) Tim Jansen       | 4418 High Grove Place<br>Tallahassee, FL 32309       |
| (9) Rosemary Wampler | 4137 Tralee Road<br>Tallahassee, FL 32309            |
| (10) Manny Gonzalez  | 5416 Moores Mill Road<br>Tallahassee, FL 32309       |
| (11) Jimmy Thorn     | 3570 Bartran Court<br>Tallahassee, FL 32309          |
| (12) Lisa Revell     | 11877 Steeds Run<br>Tallahassee, FL 32317            |
| (13) Bonnie Fisher   | 1712 Vineyard Way<br>Tallahassee, FL 32317           |
| (14) Ken Martin      | 1205 Conservancy Drive E.<br>Tallahassee, FL 32312   |
| (15) Jeffrey Ryan    | 1012 Washington Street<br>Tallahassee, FL 32303      |
| (16) Becky Scaringe  | 6305 Duck Call Court<br>Tallahassee, FL 32309        |
| (17) Chris Cowgill   | 7043 McBride Pt.<br>Tallahassee, FL 32312            |
| (18) Joel Jarrett    | 6532 Montrose Trail<br>Tallahassee, FL 32309         |
| (19) Don Wilham      | 3262 Lilburn Court<br>Tallahassee, FL 32312          |
| (20) Gene Love       | 2825 Old St. Augustine Road<br>Tallahassee, FL 32301 |

**6. It is intended that the Corporation shall have, and continue to have, the status as a subsidiary of Springtime Tallahassee, Inc., a Florida corporation formed and operation under Section 501(c)(4) of the Internal Revenue Code.**

**ARTICLE VIII**  
**OFFICERS**

1. The officers of the Corporation shall be the President, President-Elect (i.e., Vice-President), Immediate Past President, the Secretary, the Treasurer, General Chairman and such other officers and assistant officers as may be created from time to time by the Board of Directors. The officers shall be elected or appointed annually by the Board of Directors.

2. The names of the initial officers to serve until the first election, are as follows:

<b>President</b>	<b>Jack Diestelhorst</b>	<b>665 Forest Lair Tallahassee, FL 32312</b>
<i>President-Elect</i>	<i>Steve Lastowski</i>	<i>3067 Hawks Glen Tallahassee, FL 32312</i>
<b>Secretary</b>	<b>Samantha Fulton</b>	<b>3596 Velda Oaks Circle Tallahassee, FL 32309</b>
<i>Treasurer</i>	<i>John Wampler</i>	<i>4137 Tralee Road Tallahassee, FL 32309</i>
<b>General Chairman</b>	<b>Carol Leon</b>	<b>2020 Forest Glen Court Tallahassee, FL 32303</b>
<i>Immediate Past President<sup>2</sup></i>	<i>Tim Jansen</i>	<i>4418 High Grove Place Tallahassee, FL 32309</i>

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<sup>2</sup> Given this is a new entity, the person who was the past president of the Corporation's parent will serve as the first officer with this designation.



**ARTICLE IX**  
**EARNINGS AND ACTIVITIES OF THE CORPORATION**

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 payments and distributions in furtherance of the purposes set forth in Article IV hereof.

2. 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 any candidate for public office.

3. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

4. Notwithstanding any other provision of these Articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

5. Notwithstanding any other provision of the Articles, the Corporation shall not carry on any other activities not permitted to be carried on:

(i) by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code; or

(ii) by a corporation, contributions to which are deductible for federal income tax purposes under Section 170(c)(2) of the Internal Revenue Code.

6. It is intended that the Corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation, and all authority and operations of the Corporation, shall be construed, applied and carried out in accordance with such intent.

**ARTICLE X**  
**DEDICATION OF ASSETS**

The property of the Corporation is irrevocably dedicated to educational and charitable purposes, and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

**ARTICLE XI**  
**DISSOLUTION/RESERVATION OF ASSETS**

1. *In the event of dissolution or the termination of the Corporation, title to all of its assets shall vest in **The City of Tallahassee**, or its successor, to be used exclusively for the purposes hereinabove set forth, provided that such does not impair or destroy the tax exempt status of the Corporation or result in the denial of tax exempt status to donations, contributions, legacies or dues received by this corporation to the extent that such tax exempt status shall be allowed under any applicable law or regulation.*

2. Notwithstanding anything herein to the contrary, the assets of the Corporation are hereby irrevocably dedicated to charitable use; accordingly, in the event **The City of Tallahassee**, or its successors, fails to qualify to receive or otherwise fails to accept the Corporation's assets upon dissolution, the residual assets of the Corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code or corresponding sections of any prior or future law, or to the federal, state or local government for exclusive public purpose(s). Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XII**  
**INCORPORATOR**

**The name and address of the incorporator is as follows:**

**Springtime Tallahassee, Inc.**  
(Physical Address)  
**209 East Park Ave.**  
**Tallahassee, Florida**  
(Mailing Address)  
**P.O. Box 1465**  
**Tallahassee, FL 32302**

**ARTICLE XIII**  
**INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT**  
**OF CORPORATION**

1. The initial principal office, name and address of the initial registered agent of the Corporation shall be:

James R. Brewster, Attorney  
Registered Agent for **SPRINGTIME TALLAHASSEE FESTIVAL, Inc.**  
547 North Monroe Street, Suite 203  
Tallahassee, FL 32301

#### ARTICLE XIV BYLAWS

Subject to any limitations set forth in the Corporation Not for Profit Corporate Act of the State of Florida, the initial Bylaws of this corporation shall be made and adopted by a majority vote of the voting members. Thereafter, the Bylaws of this corporation may be altered, rescinded, added to, or new Bylaws may be adopted, only by a majority vote of both the Board of Directors and the voting members; in the event that such agreement between the Board of Directors and the voting members can not be obtained, then the Bylaws of this corporation may be altered, rescinded, added to, or new Bylaws may be adopted solely by a three-fourths (3/4) majority vote of the Board. The Bylaws shall contain the quorum, notice and voting requirements for meetings and activities of the membership.

#### ARTICLE XV AMENDMENT TO ARTICLES OF INCORPORATION

Amendments to these Articles of Incorporation shall be proposed by the Board of Directors in the form of a resolution, which must be adopted by a vote of two-thirds (2/3) of all voting members present at any meeting of the voting membership called for that purpose; a quorum at said meeting shall consist of one-third (1/3) of the Corporation's voting members. Notwithstanding anything herein to the contrary, amendments to these Articles of Incorporation which are advisable to obtain or maintain the Corporation's tax-exempt status may nevertheless be adopted at a meeting of the Board of Directors by a unanimous vote of the directors then in office.

#### ARTICLE XVI INDEMNIFICATION

The Corporation shall indemnify, including advancement of expenses, and any and all of its Directors or officers and former Directors and officers, against the expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties by reason of being or having been Directors or officers of the Corporation, except in relation to matters as to which any such Director or officer, or former Director or officer or person, shall be adjudged in such action, suit or proceedings to be liable for negligence or misconduct in the performance of duty. Such indemnification shall be to the fullest extent now or hereinafter permitted by law, these Articles, the Bylaws, or by contract, whichever is greater and shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Bylaws, agreement, vote of members or otherwise.

#### ARTICLE XVII DEFINITIONS

For purposes of these Articles of Incorporation, "**charitable purposes**" include charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, contributions for which are deductible under Section 170(c)(2) of the Internal Revenue Code. All references in these Articles of Incorporation to sections of "**the Internal Revenue Code**" shall be considered reference to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any applicable future United States Internal Revenue law, and to all regulations issued under such sections and provisions.

IN WITNESS WHEREOF, we the undersigned, do hereby make, subscribe, acknowledge and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true and that we have executed these Articles of Incorporation for the purpose of creating a corporation, not for profit, under the laws of the State of Florida.

DATED this 13<sup>th</sup> day of OCTOBER, 2015.

INCORPORATOR:

**Springtime Tallahassee, Inc.**

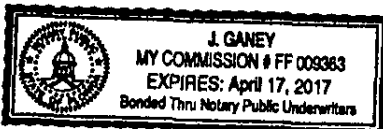
By: *Jack Diestelhorst*  
**Jack Diestelhorst**  
Its: *President*

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STATE OF FLORIDA  
COUNTY OF LEON

Before me, the undersigned authority duly authorized to take acknowledgments and administer oaths, personally appeared **Jack Diestelhorst**, who, after being by me duly cautioned and sworn, upon his oath, acknowledge to me that he is the person described in and who executed the foregoing Articles of Incorporation on behalf of Springtime Tallahassee, Inc.

WITNESS my hand and official seal on this the 13 day of October, 2015.



*J. Ganey*  
Notary Public  
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 the certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

*James R. Brewster*  
James R. Brewster, Attorney  
547 North Monroe Street, Ste 203  
Tallahassee, FL 32301

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