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FLORIDA PROFIT/NON PROFIT CORPORATION
ST. PETERSBURG INNOVATION DISTRICT, INC.

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**ARTICLES OF INCORPORATION
OF**

ST. PETERSBURG INNOVATION DISTRICT, INC.

THE UNDERSIGNED, acting as incorporator for the purpose of forming a not for profit corporation pursuant to the Not for Profit Corporation Act (the "Act") of the State of Florida, hereby certifies:

ARTICLE I: NAME

The name of the corporation shall be **ST. PETERSBURG INNOVATION DISTRICT, INC.** (the "Corporation").

ARTICLE II: ADDRESS

The street address of the principal office and mailing address of the Corporation shall be 100 2nd Avenue South, Suite 701, St. Petersburg, Florida 33701.

ARTICLE III: CORPORATE PURPOSE

The Corporation shall be a nonprofit organization qualifying under section 501(c)(6) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"), and shall not have the authority to issue capital stock. The purpose for which the Corporation is formed is:

- A. Devote resources to the improvement of business conditions and economic growth in a limited geographic area just south of downtown St. Petersburg, as more specifically set forth in the Bylaws of the Corporation (St. Petersburg Innovation District) through common branding and the promotion of common economic interests;
- B. Promote higher business standards and better business methods and encourage uniformity and cooperation through association with others in the St. Petersburg Innovation District;
- C. Educate the public on the benefits of improving business conditions in the St. Petersburg Innovation District and encourage public participation in the improvement of business conditions in the St. Petersburg Innovation District;

Prepared by:
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- D. Generate the financial resources necessary to allow the Corporation to carry out its mission and purpose; and
- E. Engage in any and all lawful activities incidental to the foregoing purposes that qualify as exempt under section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in Chapter 617.0302 of the Florida Statutes as now in effect or as may hereafter be amended.

ARTICLE IV: MEMBERS

The Corporation shall not issue shares of stock, but shall consist of non-stock owning members who shall be admitted as set forth in the Bylaws of the Corporation.

ARTICLE V: INCORPORATOR

The name and address of the Incorporator is: Robert Kapusta, Jr., 100 2nd Avenue South, Suite 701, St. Petersburg, FL 33701.

ARTICLE VI: DURATION OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VII: REGISTERED AGENT

The registered agent of this Corporation shall be Robert Kapusta, Jr. The address of the registered agent shall be 100 Second Avenue South, Suite 701, St. Petersburg, Florida 33701. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

ARTICLE VIII: BOARD OF DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of at least three (3) persons, the exact number to be determined from time to time in accordance with the Bylaws. The directors shall be elected as provided in the Bylaws. The names and street addresses of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Amy Maguire	501 6th Avenue South St. Petersburg, FL 33701
Robert Kapusta, Jr.	100 2nd Avenue South, Suite 701 St. Petersburg, FL 33701

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<u>Name</u>	<u>Address</u>
Chris Steinocher	100 2nd Avenue North St. Petersburg, FL 33701
Jacqueline Dixon, Ph.D.	140 7th Avenue South St. Petersburg, Florida 33701
Tim Franklin	801 3rd Street South St. Petersburg, FL 33701
Sophia Wisniewska	140 7th Avenue South, Bay 208 St. Petersburg, FL 33701
Kathryn Gillette	701 6th Street South St. Petersburg, FL 33701

ARTICLE IX: OFFICERS

The corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers, including without limitation thereto, two or more Vice-Presidents, Assistant Secretaries and Assistant Treasurers. The same person may hold any two or more offices.

ARTICLE X: ACTIVITIES NOT PERMITTED

This Corporation shall observe all local, state and federal laws which apply to a non-profit organization as defined in section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE XI: MEMBERSHIP

Provisions for the regulation of the internal affairs of the Corporation, including provisions for distribution of assets on dissolution or final liquidation are as follows:

All persons, firms and corporations interested in the economic well-being of the St. Petersburg Innovation District area, or who desire to preserve and promote any of the objectives of the Corporation, shall be eligible for membership. All applications for membership shall be in writing to the Corporation, said application constituting an agreement on the part of the applicant, if selected, to adhere to all Bylaws, policies and procedures adopted by the Board of Directors for the Corporation. The admission of an applicant to membership shall be approved by the Board of Directors in such manner as is provided by the Bylaws. Members shall have the rights and duties of "members" set forth herein and in the Bylaws.

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ARTICLE XII: BYLAWS

The Board of Directors of this Corporation may adopt such Bylaws for the conduct of the business of the Corporation and the carrying of its purposes as such directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by a majority vote of the directors present at any regular or special meeting called for that purpose, except that the Board of Directors may not make or alter any bylaws fixing their number, qualifications, selection, or term of office. Any Bylaw changes are subject to any limitations set forth in the Florida Not For Profit Corporation Act concerning corporate action that must be authorized or approved by members of the Corporation.

ARTICLE XIII: AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments to these Articles of Incorporation shall be made by the Board of Directors as set forth in the Bylaws.

ARTICLE XIV: INDEMNIFICATION

(a) The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than action to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer, employee, or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interest of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(b) Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of members who were not parties to such action, suit or proceeding.

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(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provision of paragraph (a) above upon a preliminary determination by the Board of Directors that such person has met the application standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, counsel chosen by it and not objected to in writing for valid reasons by such person shall conduct such defense. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

ARTICLE XV: DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such tax exempt organization or organizations organized and operated exclusively for similar economic development purposes partially or completely with the St. Petersburg Innovation District, as the Board of Directors shall determine, unless the Corporation receives a written opinion from legal counsel to the Corporation that, based on the Internal Revenue Code at that time, the Corporation may distribute any assets to the Founding Members or another organization or organizations upon dissolution without affecting the Corporation's tax exempt status.

IN WITNESS WHEREOF, I, the undersigned Incorporator, hereby set my hand and seal this 11th day of April, 2016, for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of the State in the State of Florida the Articles of Incorporation and certify that the facts herein stated are true.



Robert Kapusta, Jr. Incorporator (SEAL)

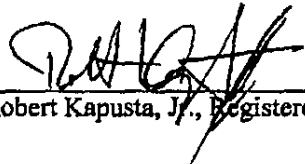
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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above stated nonprofit corporation, at the place designated in this 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.

DATED this 1/4th day of April, 2016.


Robert Kapusta, Jr., Registered Agent

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