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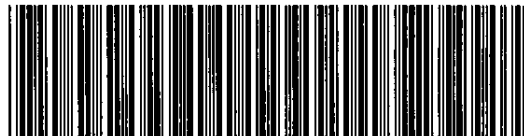
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16 JUN 23 AM 11:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

COVER LETTER

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

SUBJECT: FRIENDS OF THE LEGACY TRAIL, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

EFFECTIVE DATE OF CORPORATION IS JULY 11, 2016

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: CHARLES BUTTERFIELD
Name (Printed or typed)

9715 KNIGHTSBRIDGE CIRCLE
Address

SARASOTA, FLORIDA 34238
City, State & Zip

941-408-3979
Daytime Telephone number

GULFMAN8@COMCAST.NET
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
FRIENDS OF THE LEGACY TRAIL, INC.

A FLORIDA CORPORATION NOT FOR PROFIT

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16 JUN 23 AM 11:30

The undersigned, acting as the incorporator of a corporation pursuant to Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation and forms a not-for-profit corporation (the "Corporation"), as follows:

ARTICLE I
CORPORATE NAME AND EFFECTIVE DATE

The name of this Corporation is: Friends of The Legacy Trail, Inc.
The effective date of this Corporation is: July 11, 2016

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation is: 9715 Knightsbridge Circle
Sarasota, Florida 34238

The mailing address of this Corporation is: P.O. Box 792
Osprey, Florida 34229

ARTICLE III
CORPORATE NATURE

This is a corporation not for profit, organized solely for general charitable and educational purposes pursuant to the Florida Not for Profit Corporation Act as set forth in Chapter 617 of the Florida Statutes.

ARTICLE IV
DURATION

The term of existence of this Corporation is perpetual.

ARTICLE V
GENERAL AND SPECIFIC PURPOSE

The specific and primary purposes for which this Corporation is formed are:

- A. The primary mission is to support, promote, enhance and protect The Legacy Trail, a Sarasota County Park, and its connectors, now and for future generations.

- B. The Corporation is hereby organized and shall be operated exclusively for charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws.
- C. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies.
- D. To engage in any kind of activity and to enter into, perform and carry out contracts of any kind necessary, in connection with or incidental or related to the accomplishment and furtherance of any one or more of the above purposes.
- E. To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws.
- F. All of the foregoing purposes shall be exercised exclusively for charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provision of any subsequent federal tax laws.

ARTICLE VI

POWERS

The Corporation will have all powers granted by law to not-for-profit corporations subject to the limitations described elsewhere in these Articles of Incorporation and as may be required in order for the Corporation to maintain its nonprofit and tax-exempt status under both Florida law and the Internal Revenue Code, as amended from time to time, or under any corresponding provision of any subsequent federal tax laws (the "Code"). Notwithstanding any other provision of these Articles of Incorporation, the Corporation will 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 Code; or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code. In attempting to fulfill the general nature of the objects of this Corporation, and to ensure that it meets with the requirements of an exempt organization under Section 501(c)(3) of the Code, the Corporation will strictly adhere to the following:

- A. The Corporation will not engage in any act of self-dealing as defined in the Code that would jeopardize its tax-exempt status;
- B. The Corporation will not allow its members or directors to have a vested interest in its assets;
- C. The Corporation will not make any investments which would jeopardize its charitable purpose.

ARTICLE VII

BOARD OF DIRECTORS

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons nor more than thirteen (13)

persons. The number of Directors of the Corporation may be increased or decreased by an amendment to the Bylaws for such purpose duly adopted by the Board of Directors.

The Directors of this Corporation shall hold office for a period of one (1) year, at which time an election of Directors shall be held in accordance with the directives of the Bylaws.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting according to provisions in the Bylaws.

The names and addresses of the members of the Board of Directors, of the Corporation, at the time of these amendments, who shall serve until their successor(s) are duly elected and qualified, are:

President - Charles Butterfield 9715 Knightsbridge Circle, Sarasota, Florida 34238

Vice President - Bruce Dillon P.O. Box 792 Osprey, Florida 34229

Secretary - Andrea Seager P.O. Box 792 Osprey, Florida 34229

Director - Darryl Lang P.O. Box 792 Osprey, Florida 34229

Director - John League P.O. Box 792 Osprey, Florida 34229

Director - Carla Martin P.O. Box 792 Osprey, Florida 34229

Director - Steve Martin P.O. Box 792 Osprey, Florida 34229

Director - Rita Miotti P.O. Box 792 Osprey, Florida 34229

Director - Roger Normand P.O. Box 792 Osprey, Florida 34229

Director - Jim Owens P.O. Box 792 Osprey, Florida 34229

Director - Steven Solomon P.O. Box 792 Osprey, Florida 34229

ARTICLE VIII

MEMBERSHIP

The Corporation shall have non-voting members. Non-voting members shall not have any rights or special privileges related to the governance of the Corporation.

ARTICLE IX

501(c)(3) LIMITATIONS

- A. **CORPORATE PURPOSES:** Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal corporate 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 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).
- B. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.
- C. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or members thereof (if any), or to any

individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes, no part of which shall inure to the benefit of any individual.

- D. LOBBYING AND POLITICAL CAMPAIGNS: No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office.
- E. DISSOLUTION: Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to one or more organizations recognized as exempt from federal corporate income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, to be used exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws. To the extent the assets are not distributed to tax-exempt organizations, the assets shall be distributed to the federal, 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 in the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organization or organizations as such court shall determine, so long as such organization or organizations are recognized as exempt from federal corporate income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws.
- F. PRIVATE FOUNDATION STATUS: In the event that this Corporation shall become a "private foundation" within the meaning of Section 509 of the Internal Revenue Code, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under section 4942 of the Internal Revenue Code; shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code; shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code; shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code; and shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.

ARTICLE X

AMENDMENT TO ARTICLES

Amendments to these Articles of Incorporation may be made by resolution adopted by two-thirds vote of the members of the Board of Directors. Notwithstanding the foregoing, the 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 V or which would conflict with the provisions of ARTICLE IX of these Articles of Incorporation.

ARTICLE XI
AMENDMENT TO BYLAWS

The initial Bylaws of this Corporation shall be made, adopted and implemented by a majority vote of the Board of Directors. Thereafter, the Bylaws of this Corporation may be made, altered, rescinded, added to, amended, or new Bylaws may be adopted, by a resolution of a majority vote of the members of the Board of Directors.

ARTICLE XII
INCORPORATOR

The name and residence address of the Incorporator of this Corporation is as follows:

Name

Charles Butterfield

Address

9715 Knightsbridge Circle
Sarasota, Florida 34238

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TALLAHASSEE FLORIDA

ARTICLE XIII
INDEMNIFICATION

The Corporation, to the fullest extent permitted by law, shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the Corporation), by reason of the fact that he or she is or was a Director, Officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof.

ARTICLE XIX
REGISTERED AGENT AND OFFICE

The address of the Corporation's initial registered office shall be 9715 Knightsbridge Circle, Sarasota, Florida 34238, and the name of the initial registered agent at said address shall be Charles Butterfield.

I, the undersigned, being the Incorporator of this Corporation, for the purpose of forming this Corporation not for profit under the laws of the State of Florida, have executed these Articles of Incorporation, this 20th day of June, 2016. Having been named Registered Agent and designated to accept service of process for the above stated Corporation, at the place designated in these Articles of Incorporation. I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the property and complete performance of my duties.

