

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION  
St. Petersburg Culinary Center, Inc.

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**ARTICLES OF INCORPORATION  
OF  
ST. PETERSBURG CULINARY CENTER, INC.**

The undersigned incorporator, a resident of the State of Florida and of full age, hereby executes these Articles of Incorporation for the purpose of forming a not-for-profit corporation in accordance with the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of this corporation shall be **ST. PETERSBURG CULINARY CENTER, INC.**, a Florida not-for-profit corporation (hereinafter called the "Corporation" in these Articles")

**ARTICLE II  
PRINCIPAL OFFICE**

The principal office and mailing address of the Corporation is: 1010 Central Ave. #436, St. Petersburg, Florida 33705.

**ARTICLE III  
DURATION**

The duration of the Corporation is perpetual.

**ARTICLE IV  
PURPOSE**

The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") and to do all things necessary for an incidental to the accomplishment of the purposes and goals of the Corporation. Notwithstanding the provisions of this Article Four, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status (1) as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code or (2) as a corporation contributions to which are deductible under Section 170(c)(2), 2055(a), and 2522(a) of the Code.

**ARTICLE V  
BOARD OF DIRECTORS**

The business and affairs of this corporation shall be managed by the Board of Directors. The number of directors and the method of their election shall be determined by the Bylaws of the Corporation and shall be subject to change from time to time as the Bylaws may be amended. The number of directors constituting the initial Board of Directors of the Corporation is six (6) and the names and addresses of the persons who are to serve as the initial directors are:

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Jason Griffin  
662 43<sup>rd</sup> Ave NE  
St. Petersburg, Florida 33703

Ted Dorsey  
3511 Overlook Dr. NE  
St. Petersburg, Florida 33703

Frank Wells  
283 18<sup>th</sup> Ave S.  
St. Petersburg, Florida 33705

Lyndsey Shaw  
662 43<sup>rd</sup> Ave NE  
St. Petersburg, Florida 33703

The members of the Board of Directors shall serve without compensation, and no member shall receive any pecuniary benefit from the Corporation in his or her capacity as a member of the Board of Directors except reimbursement for actual expenses incurred in connection with the business of the Corporation.

#### **ARTICLE VI** **OFFICERS**

The initial officers of this corporation shall consist of a President, a Treasurer and a Secretary. The name, title and street address of the initial officers are:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Jean Totti	President	1010 Central Ave. #346 St. Petersburg, FL 33705
Frank Wells	Treasurer	283 18 <sup>th</sup> Ave S. St. Petersburg, Florida 33705
Lyndsey Shaw	Secretary	662 43 <sup>rd</sup> Ave NE St. Petersburg, Florida 33703

#### **ARTICLE VII** **SHAREHOLDERS**

The Corporation shall have no shareholders or members.

#### **ARTICLE VIII**



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**REGISTERED AGENT**

The initial registered agent of this Corporation is Michael R. Rocha, whose mailing address and street address is 4830 W. Kennedy Boulevard, Suite 475, Tampa, Florida, 33609. This Corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

**ARTICLE IX**  
**BY-LAWS**

The initial by-laws of the Corporation shall be adopted by the Board of Directors, and the power to alter, amend or repeal the by-laws, or adopt new by-laws, shall be vested in the Board of Directors.

**ARTICLE X**  
**AMENDMENT OF ARTICLES OF INCORPORATION**

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

**ARTICLE XI**  
**INCORPORATOR**

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Jason Griffin	662 43 <sup>rd</sup> Ave NE St. Petersburg, Florida 33703

**ARTICLE XII**  
**MISCELLANEOUS PROVISIONS**

A. The Corporation is not organized for pecuniary benefit nor shall it have any power to issue certificates of stock or declare dividends. The balance, if any, of all money and other assets received by the Corporation from its operations, after the payment in full of all debts and obligations of the Corporation of whatsoever kind and nature, shall be used and distributed exclusively for carrying out only the purposes of the Corporation as particularly set forth in Article IV hereof.

B. Notwithstanding anything to the contrary in any provision of these Articles of



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Incorporation or of the by-laws of this Corporation, if this Corporation is ever determined to be a private foundation, as defined in Section 509 of the Code, it shall not act, operate, or engage in any transaction which would subject the Corporation or any other persons to tax imposed by Section 4941 to 4945 of the Code.

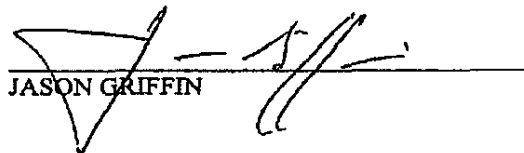
C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

D. No substantial part of the activities (except as permitted pursuant to the Code) 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. 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.

E. The Corporation shall not operate for the primary purpose of carrying on trade or business for profit.

F. 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 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.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6<sup>th</sup> day of July, 2016. The execution of this document constitutes an affirmation under the penalties of perjury 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, Florida Statutes.

  
JASON GRIFFIN

ST. PETERSBURG CULINARY CENTER, INC.

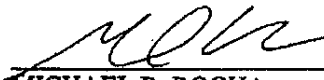
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**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, Michael R. Rocha, having been named as registered agent to accept service of process for the above-named Corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 6 day of July, 2016.

  
\_\_\_\_\_  
MICHAEL R. ROCHA  
c/o Petitt Worrell Rocha PLLC  
4830 W. Kennedy Boulevard, Suite 475  
Tampa, Florida 33609



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