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Requester's Name

1300 Thomaswood Drive

Address

Tallahassee FL

City/State/Zip

385-0070

Phone

(Contact: Cindy)

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Korncliahaus Karnival, INC. (Filing Articles of Incorporation)
(Corporation Name) (Document #)

[Signature]

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

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**ARTICLES OF INCORPORATION
KORNELIAHAUS KARNIVAL, INC
a Florida Not-for-Profit Corporation**

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The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not-for-Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following Articles of Incorporation:

**Article 1.
Name**

The name of the corporation is as follows: KORNELIAHAUS KARNIVAL, Inc.

**Article 2.
Address**

The address of the principal office and the mailing address of the corporation is: 522 Collinsford Drive, Tallahassee, Florida, 32301.

**Article 3.
Initial Registered Office and Agent**

The street address of the initial registered office of the corporation is: 1300 Thomaswood Drive, Tallahassee, Leon County, Florida. The name of its initial registered agent at that address is: Michael P. Bist; Gardner, Bist, Bowden, Bush, Dee, LaVia & Wright, P.A.

**Article 4.
No Members**

The corporation shall not have members, and shall not issue membership certificates. The corporation shall not issue shares of stock.

**Article 5.
Not-for-Profit**

The corporation is a not-for-profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under 26 U.S.C. § 501(c)(4) (referred to below as "code"). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation, and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 U.S.C. § 501(c)(4).

Article 6.
Duration

The duration of the corporation is perpetual, unless dissolved according to law.

Article 7.
Purposes

The primary purpose for which this corporation is organized is to encourage, support and promote the arts and local artists in the Tallahassee, Florida area, which shall include without limitation (except as provided in these Articles), the promotion, exhibition, appreciation and display of visual arts. The corporation may receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, artistic, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

During any period that the corporation should be deemed a private foundation, as defined by Section 509(a) of the Internal Revenue Code, the corporation shall: (1) distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942(a); (2) not engage or be involved in any act of self-dealing, as defined in Section 4941(d), so as to give rise to any liability for the tax imposed by Section 4941(a); (3) not retain any excess business holdings as defined in Section 4943(c), so as to give rise to any liability for the tax imposed by Section 4943(a); (4) not make any investments which would jeopardize that carrying out of any of its exempt purposes, within the meaning of Section 4944, so as to give rise to any liability for the tax imposed by Section 4944(a); and, (5) not make any taxable expenditures, as defined in Section 4945(d), so as to give rise to any liability imposed by Section 4945(a).

Article 8.
Powers

Solely for the above purposes, the corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

B. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not-for-

Profit Corporation Act, and any successor or amendment to the Florida Not-for-Profit Corporation Act.

C. To do any other things as are incidental to the powers of the corporation, or necessary or desirable in order to accomplish the purposes of the corporation.

Article 9. Limitation

No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the corporation ever has any), directors or officers. However, 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 7 (Purposes) of these Articles.

Article 10. Tax-Exempt Status

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 U.S.C. § 501(a) as an organization described in 26 U.S.C. § 501(c)(4), and which is other than a private foundation as defined in 26 U.S.C. § 509. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 U.S.C. § 501(c)(4). Nor shall the corporation participate or intervene in any political campaign on behalf of any candidate for public office. All references in these Articles to Sections shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

Article 11. Dissolution

Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 U.S.C. § 170(c)(1) or 26 U.S.C. § 170(c)(2)(B) and is described in 26 U.S.C. § 509(a)(1), (2) or (3).

**Article 12.
Board of Directors**

The following persons shall serve the corporation as director until a meeting is called to elect or appoint directors.

<u>Name</u>	<u>Address</u>
Cornelia Oliver	522 Collinsford Drive, Tallahassee, FL 32301

The manner of election of the members of the board of directors shall be as set forth in the Bylaws of this corporation.

**Article 13.
Officers**

The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time, and in such a manner, as may be prescribed by the bylaws or by law.

**Article 14.
Incorporator**

The name and street address of the incorporator is as follows: Cornelia Oliver, 522 Collinsford Drive, Tallahassee, Florida, 32301.

**Article 15.
Bylaws**

The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.


**Article 16.
Amendment**

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

**Article 17.
Indemnification and Civil Liability Immunity**

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of

which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.


Signature/Incorporator

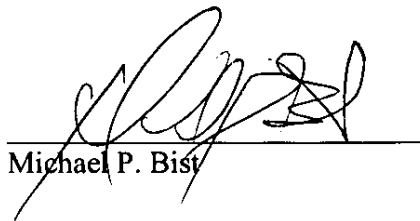
July 19, 2016
Date

Cornelia Oliver

REGISTERED AGENT DESIGNATION:

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Agent:


Michael P. Bist

Address:

1300 Thomaswood Drive
Tallahassee, Florida 32308

July 19, 2016

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