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## PREAMBLE

The undersigned citizens of the United States, desiring to form a not for profit corporation under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, certify and acknowledge the following:

### ARTICLE I. NAME.

The names of the Corporation Not for Profit shall be the Brick Street Arts, Inc. ("Corporation").

### ARTICLE II. DURATION.

The existence of the Corporation shall be perpetual

### ARTICLE III. PRINCIPAL OFFICE & MAILING ADDRESS.

The principal office and mailing address of the Corporation shall be 400 23<sup>rd</sup> Street South, Saint Petersburg, Florida 33712

### ARTICLE IV. PURPOSE

The Corporation is organized under State Law exclusively for charitable, scientific and educational, and artistic purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, as may be amended.

### ARTICLE V. ELECTION OF CORPORATE DIRECTORS.

The directors of the Corporation shall be elected in accordance with methods and qualifications specified in the bylaws of the Corporation. In no event, shall the number of directors be fewer than three.

### ARTICLE VI. POWERS

The powers of the Corporation shall be provided in the bylaws of the Corporation in accordance with Chapter 617, Florida Statutes with the following limitations within the meaning of §501(c)(3) of the Internal Revenue Code, as may amended:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers or other private interests. However, the Corporation shall be authorized and empowered to pay a reasonable flat salary for services rendered by its employees and to make payments and other distributions in furtherance of the purposes set forth in Article IV.

2. Only an insubstantial amount of the activities of the Corporation shall be in furtherance of a purpose not set forth in Article IV.

3. Only an insubstantial amount of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended, unless the Corporation elects the provisions of § 501(h) of the Internal Revenue Code, as may amended.

4 In no event shall the Corporation have the power to participate in, or intervene in, including the publishing or distributing of statements, any political campaign on behalf of, or in opposition to, any candidate for public office, all within the meaning of § 501(c)(3) of the Internal Revenue Code,

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as may be amended.

#### ARTICLE VII. MEETINGS

1.) After incorporation, the appropriate members of the Corporation shall hold an organizational meeting in accordance with Chapter 617, Florida Statutes, as amended.

2.) The board of directors of the Corporation may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication which allows all directors participating to simultaneously hear one another. A director participating in such a meeting is deemed present at the meeting. In the alternative, the board of directors may take actions through signed e-mail communications provided all board members agree.

The names and addresses of the Incorporators are:

D- Nancy S. Mayer 400 23rd St South, St. Petersburg FL 33712  
D- Nicholas Toebeas 400 23rd St South, Saint Petersburg FL 33712  
D- William Pena Wells 400 23rd St S Saint Petersburg FL 33712  
William Pena Wells, Incorporator

#### ARTICLE IX. DISSOLUTION

Upon dissolution and upon payment or adequate discharge of all liabilities and obligations, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, as amended, or shall be distributed to a State or the Federal government for a public purpose.

#### ARTICLE X. REGISTERED AGENT AND OFFICE

The Registered Agent and Registered Office of the Corporation.

Name: Nancy S. Mayer

Address: 400 23<sup>rd</sup> Street South, Saint Petersburg, FL 33712

#### ACCEPTANCE BY REGISTERED AGENT

Having been appointed the Registered Agent of the Brick Street Arts, Inc., and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment 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.

Dated this 12 day of June 2017.

By: [Signature]  
Signature

Print name: Nancy S. Mayer

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