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**FLORIDA PROFIT/NON PROFIT CORPORATION  
KREWE OF THE CONCH REPUBLIC, INC.**

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**ARTICLES OF INCORPORATION  
OF  
KREWE OF THE CONCH REPUBLIC, INC.**

*(a Florida not-for-profit corporation)*

The undersigned hereby make, subscribe, acknowledge and file with the Department of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not-for-profit in accordance with the provisions of Chapter 617, Florida Statutes, as amended from time to time by the Legislature of the State of Florida, for the sole purpose of organizing a not-for-profit corporation and to that end do hereby set forth the following:

**ARTICLE I  
NAME AND ADDRESS**

The name of the corporation shall be KREWE OF THE CONCH REPUBLIC, INC. (the "Corporation"). Pending any change authorized by the Corporation's Board of Directors, the Corporation's principal office and mailing address shall be 13719 Chestersall Drive, Tampa, Florida 33624.

**ARTICLE II  
ADDRESS OF REGISTERED OFFICE**

The street address of the initial registered office of this Corporation is 1801 North Highland Avenue, Tampa, Florida 33602, and the name of the registered agent of this Corporation at that address is BUSH ROSS REGISTERED AGENT SERVICES, LLC.

**ARTICLE III  
PURPOSE**

**Section 1.**

A. To be an organization for social, community, and philanthropic activities. This Corporation does not contemplate pecuniary gain or profit to its members and no part of any net earnings may inure to the benefit of any member or other individual.

B. To have and exercise any and all the powers, privileges which a not-for-profit corporation organized under the laws of the State of Florida may now have or hereafter have.

**Section 2.**

A. Notwithstanding any other provision in these Articles, all activities of the Corporation shall be carried on and all of the funds of the Corporation, whether income or

Joseph A. Probasco, Esq.  
Florida Bar No.: 0571822  
Bush Ross, P.A.  
1801 N. Highland Avenue, Tampa, FL 33602  
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principal and whether acquired by gift, contribution or otherwise, shall be used and applied exclusively for charitable purposes, and so that no part of the net earnings of the Corporation will in any event inure to the personal benefit of any member, officer or trustee of the Corporation (except that reasonable compensation may be paid for services actually rendered to or for the Corporation if such services are in furtherance of one or more of the Corporation's purposes stated above and, excepting further that organizations and individuals may benefit from grants, scholarships, fellowships and similar payments or contributions made for a charitable purpose and in furtherance of the objects and purposes of the Corporation).

B. The Corporation shall not engage, otherwise than as an insubstantial part of its total activities, in activities which in themselves are not in furtherance of one or more of the exempt purposes specified in Section 501(a), 501(c)(3) or (7) of the Internal Revenue Code of 1986, as amended (the "Code"); or by an organization to which contributions are deductible under Code Section 170(c)(2), 2055(1)(2) or (3), and 2522(a)(2) or (3). No part of the principal assets or net income of the Corporation shall in any event be paid or contributed to any organizations or individuals, any substantial part of the activities of which consist of attempting to influence legislation by propaganda or otherwise or which participate or intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office.

C. Upon the dissolution of the Corporation, all assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) or (7) of the Internal Revenue Code, or 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 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 such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE IV MEMBERSHIP

The Corporation shall be organized as an entity with members. The manner in which members are admitted and the rights and obligations of members of the Corporation shall be set forth in the Bylaws of the Corporation.

#### ARTICLE V INCORPORATORS

The name and address of the incorporator of this Corporation is:

Name

Address

Joseph A. Probasco

1801 N. Highland Avenue  
Tampa, Florida 33602

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**ARTICLE VI**  
**OFFICIAL BOARD OF DIRECTORS/OFFICERS**

The powers of this Corporation shall be exercised, its properties controlled and affairs supervised by a Board of Directors, the precise number of which shall be set by the Bylaws of the Corporation, provided that there shall be a minimum of three (3) directors at all times. Each member of the Board of Directors shall be elected in the manner and for the terms prescribed in the Bylaws and shall hold office until their respective successors are duly elected and qualified. The affairs of the Corporation shall be managed by the Board of Directors, as provided for in the Bylaws of the Corporation. Each officer shall be elected from time to time in accordance with the Bylaws, and each officer shall hold office until his or her successor is elected and qualified.

The names and addresses of the initial Board of Directors and officers until their successors are elected and qualified are as follows:

Charles O'Neill, Director & President  
13719 Chestersall Drive, Tampa, Florida 33624

Kimberly Chavez, Director & Vice President  
915 Rawlings Circle, Lutz, Florida 33549

Annie Perez, Director & Secretary  
2709 West Lutz Lake Fern Road, Lutz, Florida 33558

Heather Hadley, Director & Treasurer  
804 E. Frierson Ave., Tampa, Florida 33603

Karen O'Neill, Director  
13719 Chestersall Drive, Tampa, Florida 33624

**ARTICLE VII**  
**AMENDMENTS**

The Articles of Incorporation of this Corporation may be amended, altered or restated at any regular meeting or a special meeting of the Board of Directors by a majority vote of the Board of Directors then in office.

**ARTICLE VIII**  
**BYLAWS**

Subject to any limitations set forth in the Florida Not For Profit Corporation Act, the Corporation's Bylaws shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors in a manner provided by the Bylaws.

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**ARTICLE IX**  
**TERM**

The term of the Corporation shall be perpetual or until dissolved by due process of law.

**ARTICLE X**  
**USE OF CORPORATE FUNDS**

The property of this Corporation is irrevocably dedicated to not-for-profit purposes under the Florida Not For Profit Corporation Act, and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions for its specific purposes herein above set forth. Members of this Corporation shall not be personally liable for debts, liabilities or obligations of the Corporation.

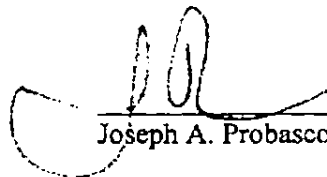
**ARTICLE XI**  
**DISTRIBUTION OF ASSETS**

In the event of the dissolution of this Corporation, no funds shall be distributed, directly or indirectly, to any member, officer or director of the Corporation or any private person. After paying or making provisions for the payment of the liabilities of the Corporation, any funds remaining shall be distributed as determined by the Board of Directors in accordance with (a) the provisions of Chapter 617 of the Florida Statutes; (b) as provided for under Section 501 of the Code; and (c) the purposes for which the Corporation was organized.

**ARTICLE XII**  
**INDEMNIFICATION**

Each officer, director or employee of the Corporation shall be indemnified by the Corporation against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she is made a party by reason of his or her being, or having been, an officer, director, or employee of the Corporation provided he or she acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interest of the Corporation, and had no reasonable cause to believe his or her conduct was unlawful.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this Corporation, for the purpose of forming this not-for-profit corporation under the laws of the State of Florida, has executed these Articles of Incorporation on this 30<sup>th</sup> day of August, 2017.



Joseph A. Probasco, Incorporator

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**ACKNOWLEDGMENT**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, we hereby accept the appointment as registered agent and agree to act in this capacity. We further agree to comply with the provisions of all statutes relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as registered agent.

BUSH ROSS REGISTERED AGENT  
SERVICES, LLC

By: 

Joseph A. Probasco, Vice President

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STATE  
TALLAHASSEE, FLORIDA