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**FLORIDA PROFIT/NON PROFIT CORPORATION
WILLIAM G. AND MARIE SELBY FOUNDATION, INC.**

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**ARTICLES OF INCORPORATION
OF
WILLIAM G. AND MARIE SELBY FOUNDATION, INC.
(A Corporation Not for Profit)**

In order to form a corporation under and in accordance with the provisions of Chapter 617, Florida Statutes, I hereby make, adopt, and subscribe the following Articles of Incorporation:

**I.
NAME OF CORPORATION**

The name of this corporation shall be:

William G. and Marie Selby Foundation, Inc.

The principal address and the mailing address of the corporation shall be:

1800 Second Street, Suite 954
Sarasota, Florida 34236

**II.
PURPOSES**

The purposes for which the corporation is organized are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law (the "Code"). The corporation is being formed and funded by the William G. and Marie Selby Foundation created under Agreement dated May 31, 1955, as amended, which has operated as a tax exempt private foundation in Sarasota, Florida, since 1955 (the "Selby Trust"). The corporation shall honor the history of the Selby Trust as set forth in the Donor Intent Declaration on file at the corporation's main offices, and shall continue its mission to provide for the well-being of Sarasota County and its adjoining counties and their residents.

The general nature, objects, and purposes of the corporation shall be to operate without profit and for exclusively charitable and educational purposes. No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its members, officers, directors,

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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 herein. No substantial part of the activities 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 any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code or corresponding provision of any future United States Internal Revenue Law.

The corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income and posed by Section 4942 of the Internal Revenue Code. Any distributions exceeding the amount required by Section 4942 of the Internal Revenue Code must be approved unanimously by all of the directors of the corporation. Further, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code, nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provision of any future United States Internal Revenue Law.

III. BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a board of directors consisting of the four members of the Administrative Committee of the Selby Trust and another board member nominated by them. The board of directors shall consist of not less than five persons, as determined pursuant to provisions of the Bylaws. The method of election of directors shall be as stated in the Bylaws.

Each member of the board of directors must be a resident of and domiciled in Sarasota County or one of the adjoining counties for a period of at least five (5) years prior to election and must remain residents of and domiciled in Sarasota County or one of the adjoining counties in order to remain on the board of directors.

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IV.
INITIAL OFFICERS AND DIRECTORS

The names and addresses of the initial officers and directors of the corporation are as follows:

Cathy Layton 1800 Second Street, Suite 710 Sarasota, Florida 34236	-	Director and Chair of the Board
E Keith DuBose 1626 Ringling Boulevard, Suite 300 Sarasota, Florida 34236-5841	-	Director and Vice Chair of the Board
Karin A. Grablin PO Box 14399 Bradenton, Florida 34280	-	Director
Barbara Zdravecky P. O. Box 1292 Anna Maria, Florida 34216	-	Director
Carolyn Johnson 3350 Old Oak Drive Sarasota, FL 34239	-	Director

V.
MEMBERS

The corporation shall not have members.

VI.
CORPORATE EXISTENCE

The existence of this corporation shall be perpetual, until dissolved in accordance with the Bylaws.

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**VII.
BYLAWS**

The initial board of directors of the corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended, or rescinded by the directors in the manner provided in the Bylaws.

**VIII.
REGISTERED OFFICE**

The street address of the initial registered office of the corporation is 200 South Orange Avenue, Sarasota, Florida 34236, and the name of the initial registered agent of this corporation at that address is Cross Street Corporate Services, LLC.

**IX.
INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is Cathy Layton, 1800 Second Street, Suite 710, Sarasota, Florida 34236.

**X.
COMMITTEES**

The corporation may establish such committees as may be necessary to efficiently carry out the general purposes and activities of the corporation according to the Bylaws.

**XI.
DISTRIBUTION UPON DISSOLUTION**

In keeping with the history and tradition of the Selby Trust, the corporation shall be perpetual, and may only be dissolved upon the unanimous vote of all directors, and upon notice to the Attorney General of the State of Florida, or such other party as may be required by law to receive notice, who shall be provided a copy of the Donor Intent Declaration on file at the corporation's main offices along with the board's written determination demonstrating why dissolution is necessary and appropriate.

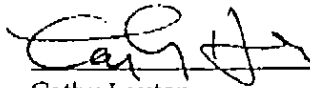
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Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes for which this corporation was organized to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue Law), or an organization or organizations, contributions to which are deductible under Section 170(c)(1) or (2) of the Internal Revenue Law or to a state or local government, for a public purpose, provided, however, that any such organization shall have as its mission to provide for the well-being of Sarasota County and its adjoining counties and their residents. Any such assets not disposed of shall be disposed of by the Circuit Court of Sarasota County exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

XII.
AMENDMENT

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 1st day of July 2019.


Cathy Layton
Incorporator

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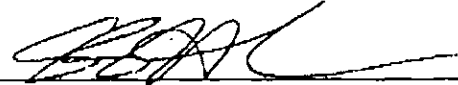
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ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned, hereby consents to the appointment as Registered Agent of the corporation, to accept service of process upon said corporation in this state. The undersigned is familiar with, and accepts, the obligations of this position.

**CROSS STREET CORPORATE SERVICES,
LLC, a Florida limited liability company**

By: _____


Susan B. Hecker
As a Vice President