

## Florida Department of State

Division of Corporations  
Electronic Filing Cover Sheet

1200000297153

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H20000029715 3)))



H200000297153ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

## To:

Division of Corporations  
Fax Number : (850)617-6381

## From:

Account Name : BOWMAN, GEORGE, SCHEB, KIMBROUGH, KOACH & CHAPMAN,  
Account Number : I19990000222  
Phone : (941)366-5510  
Fax Number : (941)957-4890

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: tinam@bowmangeorge.com

FLORIDA PROFIT/NON PROFIT CORPORATION  
SPAACES Foundation, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	07
Estimated Charge	\$87.50

Electronic Filing Menu

Corporate Filing Menu

Help

(((H20000029715 3)))

**Articles of Incorporation  
of  
SPAACES Foundation, Inc.  
A Florida Not for Profit Corporation**

**FILED**  
2020 JAN 27 PM 12:59  
SECRETARY OF STATE  
TALLAHASSEE, FL

The Board of Directors of SPAACES Foundation, Inc. ("the Corporation") hereby adopts the following as its Articles of Incorporation under the laws of the State of Florida as follows:

**ARTICLE I  
CORPORATE NAME AND ADDRESS**

The name of this corporation is **SPAACES Foundation, Inc.** The address of this corporation is 2087 Princeton Street, Sarasota, Florida 34237.

**ARTICLE II  
PERPETUAL EXISTENCE**

The effective date of these Articles of Incorporation shall be as of the date of filing of these Articles of Incorporation, and the corporation shall have perpetual existence thereafter.

**ARTICLE III  
PURPOSE**

The purpose of this not for profit Corporation shall be to operate a not for profit organization having solely such charitable purposes as will qualify it as an exempt organization under 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under that code. Such charitable purposes shall include but not be limited to, operating a visual arts organization dedicated to supporting artists by offering art studios, quality exhibitions, and an encouraging, creative environment, specializing in high caliber, new forms of art and providing collaborative space for exciting community projects; empowering artists and their artistic voice through professional development, worldly exposure, and intellectual exploration; providing collaborative art programming and nurturing a vibrant arts community; fostering artistic excellence, and bringing people together for powerful shared experiences that inspire a creative exchange of ideas.

**ARTICLE IV  
CORPORATE POWERS**

The corporation shall have power to:

(((H20000029715 3)))

(((H20000029715 3)))

1. Have succession by its corporate name for the period set forth in Article II above.
2. Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
3. Adopt, use, and alter a common corporate seal. However, such seal must always contain the words "corporation not for profit."
4. Elect or appoint such officers and agents as its affairs shall require.
5. Adopt, change, amend, and repeal bylaws, not inconsistent with law or its articles of incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers.
6. Increase, by a vote cast as the bylaws may direct, the number of its directors so that the number shall not be less than three but may be any number in excess thereof.
7. Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.
8. Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this act in any state, territory, district, or possession of the United States or any foreign country.
9. Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.
10. Acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein.
11. Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets.
12. Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, convey, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.
13. Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds loaned or invested except as prohibited by s. 617.0833.
14. Have and exercise all powers necessary or convenient to affect any or all of the purposes for which the corporation is organized.

(((H20000029715 3)))

(((H20000029715 3)))

However, notwithstanding anything in these Articles of Incorporation to the contrary, no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Third hereof. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE V REGISTERED AGENT**

The name and street address of the Registered Agent is Tina Mroczkowski, Attorney at Bowman George Scheb Kimbrough Koach & Chapman, P.A. 2750 Ringling Boulevard, Suite 3, Sarasota, Florida, 34237.

#### **ARTICLE VI BOARD OF DIRECTORS**

The corporation shall have a board of directors consisting of at least three or more individuals.

1. The number of directors may be increased or decreased from time to time by amendment or in the manner provided in the bylaws, but the corporation must never have fewer than three directors.
2. Directors shall be elected or appointed in the manner and for the terms provided in the bylaws.
3. Directors may be divided into classes and the terms of office of the several classes need not be uniform. Each director shall hold office for the term to which he or she is elected or appointed and until his or her successor has been elected or appointed and qualified or until his or her earlier resignation, removal from office, or death.

(((H20000029715 3)))

(((H20000029715 3)))

**ARTICLE VII  
INCORPORATOR**

The name and street address of the Incorporator signing these Articles of Incorporation is:

Marianne Chapel Junker  
2087 Princeton Street  
Sarasota, Florida 34237

**ARTICLE VIII  
DIRECTORS**

The names and street addresses of the Directors are as follows:

Marianne Chapel Junker, President and Chair  
P.O. Box 421  
Terre Ceia, Florida 34250

Joe Fig  
7501 Weeping Willow Blvd  
Sarasota, Florida 34241

Dave Lyons  
1340 Tangier Way  
Sarasota, Florida 34239

Toni Lyons  
1340 Tangier Way  
Sarasota, Florida 34239

Kendall Smith  
618 Owl Way Sarasota, Florida 34236  
Kendallasmith.com

Ann Michele Chapel  
3519 Mineola Dr.  
Sarasota, Florida 34239

Jacqueline O'Sullivan  
605 130th CT NE  
Bradenton, Florida 34212

(((H20000029715 3)))

(((H20000029715 3)))

Laine Nixon  
1674 Bonita Lane,  
Sarasota, Florida 34239

Michael Adno  
1927 Laurel Street  
Sarasota, Florida 34236

Joel Palombo  
2429 Burlington Lane  
Sarasota Florida 34231

#### **ARTICLE IX BYLAWS**

The power to adopt, alter, or amend the Bylaws shall be vested in the Board of Directors of this corporation.

#### **ARTICLE X AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law.

#### **ARTICLE XI DISSOLUTION**

Upon the dissolution of this corporation, the assets of this corporation shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue 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.

(((H20000029715 3)))

(((H20000029715 3)))

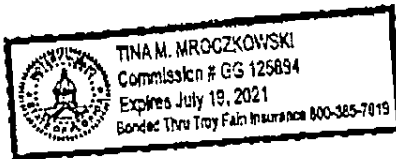
IN WITNESS WHEREOF, the undersigned Director executes these Articles of Incorporation, duly adopted by majority vote of the Board of Directors, on behalf of the Board of Directors this 16<sup>th</sup> day of January, 2020.

Marianne Chapel Junker  
Marianne Chapel Junker

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of January, 2020, by the party hereto, who are personally known to me or who produced Florida Driver's Licenses as identification, and who did take an oath.

Tina M. Mroczkowski  
Notary Public



(((H20000029715 3)))

(((H20000029715 3)))

Address of Registered Office for SPAACES Foundation, Inc.:

2750 Ringling Boulevard, Suite 3

Sarasota, Florida 34237

Name and Address of Registered Agent:

Tina Mroczkowski, Attorney

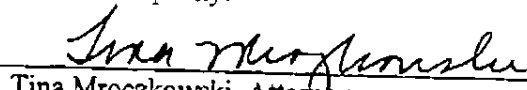
Bowman George Scheb Kimbrough Koach &amp; Chapman, P.A.

2750 Ringling Boulevard, Suite 3

Sarasota, Florida 34237

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certification, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Registered Agent Signature:



Tina Mroczkowski, Attorney

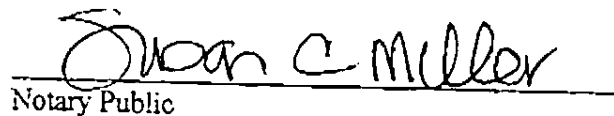
Bowman George Scheb Kimbrough Koach &amp; Chapman, P.A.

Dated: January 16, 2020

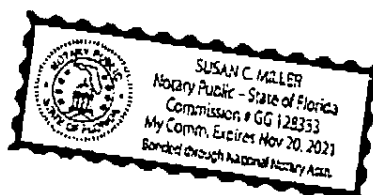
STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 16 of January, 2020, by Tina Mroczkowski, who is personally known to me and who produced Florida Driver's Licenses as identification, and who did take an oath.

FILED  
2020 JAN 27 PM 12:59  
SECRETARY OF STATE  
TALLAHASSEE, FL

  
Notary Public

Susan C. Miller



(((H20000029715 3)))