

Division of Corporations

N20000008831 Page 1 of 2

Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION
The Creek District, Inc.

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**ARTICLES OF INCORPORATION
OF
THE CREEK DISTRICT, INC.**

ARTICLE I – NAME

The name of this Corporation is **The Creek District, Inc.**, a Florida not-for-profit corporation. (the "Corporation").

ARTICLE II – ADDRESS OF PRINCIPAL OFFICE

The principal address of the Corporation is 901 SE Johnson Ave., Stuart, FL 34994.

ARTICLE III – NATURE OF CORPORATION

The Corporation is a not-for-profit corporation organized exclusively for charitable purposes as defined in Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding section of any future federal tax code, pursuant to the Florida Not-for-Profit Corporation Act set forth in Chapter 617 of the Florida Statutes. No part of the net earnings of this Corporation will inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this Corporation may pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article IV. 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 may not carry on any other activities not permitted to be carried on 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 IV – PURPOSE

This Corporation is established with the mission of creating and implementing a vibrant arts and entertainment district for the purpose of connecting existing neighborhoods and businesses in downtown Stuart, Florida.

ARTICLE V – DURATION

This Corporation is to exist perpetually.

ARTICLE VI – MEMBERS

Membership and manner of admission of members of the Corporation shall be as set forth in the By-Laws of the Corporation.

ARTICLE VII – BOARD OF DIRECTORS

The powers of the Corporation will be exercised and its affairs will be conducted by a Board of Directors. The Board of Directors of the Corporation will consist of at least three (3), and no more than twenty-one (21) Directors. The initial Board of Directors shall be: Stefanie Hutton, Anthony Olivieri and Debbi Walsh. The manner and election of the Board of Directors shall be regulated in the Bylaws.

ARTICLE VIII – OFFICERS

The officers of this Corporation shall consist of those positions as identified in the Bylaws and the manner and election of the officers shall be regulated in the Bylaws. The initial President of the Corporation shall be: Stefanie Hutton. The initial Vice President and Treasurer of the Corporation shall be Anthony Olivieri.

ARTICLE IX – INCORPORATOR

The name and address of the person signing these Articles is:

Adam R. Seligman
4420 Beacon Circle
West Palm Beach, FL 33401

ARTICLE X – REGISTERED OFFICE AND AGENT

The Registered Agent of the Corporation is Adam R. Seligman, whose street address is 4420 Beacon Circle, West Palm Beach, Florida 33407.

ARTICLE XI – BYLAWS

Subject to the limitations set forth in the Florida Not-for-Profit Corporation Act that cannot be altered by a provision in the Articles of Incorporation or Bylaws, the Board of Directors of this Corporation may adopt, modify or rescind Bylaws from time to time, or new Bylaws may be adopted in the manner provided in the Bylaws, from time to time.

ARTICLE XII – DISSOLUTION

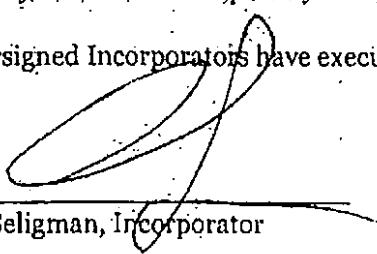
Upon the dissolution of this Corporation, its assets must be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or the Corresponding section of any future federal tax code, or distributed to the federal government, or to a state or local government, for a public purpose. Any such

assets not so disposed of must be disposed of by a court of competent jurisdiction in the county in which the principal office of this Corporation is then located, exclusively for such purposes or to such organization or organizations, as the court determines, which are organized and operated exclusively for such purposes.

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended by any means permitted by the Florida Not-for-Profit Corporation Act as set forth in Chapter 617 of the Florida Statutes and, in any event, by a resolution adopted by a majority of the Board of Directors.

The undersigned Incorporators have executed these Articles of Incorporation on August 12, 2020.



Adam R. Seligman, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

THE CREEK DISTRICT, INC., a not-for-profit corporation existing under the laws of the State of Florida with its principal office and mailing address at 901 SE Johnson Ave., Stuart, FL 34994, has named, as its agent to accept service of process within the State of Florida, Adam R. Seligman, with an address of 4420 Beacon Circle, West Palm Beach, FL 33407.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial registered agent of The Creek District, Inc., a non-for-profit corporation, simultaneously with my being designated in the foregoing Articles of Incorporation. I state that I am familiar with, and accept, the obligations of that position.

Dated this 12th day of August, 2020.



Adam R. Seligman