

2/23/2021

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FLORIDA PROFIT/NON PROFIT CORPORATION

Friends of Ybor, Inc.

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**ARTICLES OF INCORPORATION
OF
FRIENDS OF YBOR, INC.**

The undersigned Incorporator hereby adopts the following Articles of Incorporation:

ARTICLE I — NAME AND PRINCIPAL OFFICE

1.1 The name of the corporation shall be **FRIENDS OF YBOR, INC.**, a Florida not-for-profit corporation. For convenience, the corporation shall be referred to in this instrument as the "Corporation," these Articles of Incorporation as the "Articles," and the By-Laws of the Corporation as the "By-Laws."

1.2 The principal office and mailing address of the Corporation shall be 1228 East 7th Ave., Suite 1 Tampa, Florida 33605 or at such other place or places, as the Board of Directors may subsequently designate. All books and records of the Corporation shall be kept at its principal office or at such other place, as may be permitted by the Act, as defined herein.

ARTICLE II — PURPOSE

2.1 The nature and purposes for which the Corporation is exclusively organized and operated is to improve, preserve and maintain portions of Ybor City for the benefit of the general public.

2.2 The Corporation shall have the power and authority to borrow money, and to receive by pledge, encumbrance, mortgage, sale, lease or otherwise acquire by gift, inheritance or devise, real and personal property of any kind and character necessary and usable to promote the purposes of the Corporation, and to hold, use, pledge, mortgage, encumber, sell, invest and reinvest the same and collect and disburse the income and principal thereof for such purposes. The Corporation shall have no capital stock, and the private property of the incorporators, directors and officers shall not be liable for the debts of the Corporation.

ARTICLE III — REGISTERED AGENT

The initial registered office of this corporation shall be at 1228 East 7th Ave., Suite 1, Tampa, Florida 33605. The initial registered agent at that address shall be Darryl Shaw.

ARTICLE IV — TERM

The Corporation's existence shall commence upon the filing of these Articles with the Florida Department of State, Division of Corporations, and shall have perpetual existence thereafter.

ARTICLE V — BOARD OF DIRECTORS AND OFFICERS

5.1 This Corporation shall have no members. The Board of Directors shall manage the business affairs of this Corporation.

5.2 This Corporation shall have three (3) directors initially. The number of directors may be changed from time to time as provided by the Bylaws, but their number may never be less than three (3).

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5.3 Directors of the Corporation shall be elected at the annual meeting of the directors of the Corporation in a manner determined by the Bylaws. Directors may be removed and vacancies of the Board of Directors shall be filled in the manner provided by the Bylaws.

5.4 The Directors named in these articles shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the choice of the remaining Directors.

5.5 All Directors other than the initial Directors shall be elected or appointed in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

5.6 The name and address of the initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Darryl Shaw	1228 East 7 th Ave., Suite 1 Tampa, Florida 33605
Patton Chillura	1228 East 7 th Ave., Suite 1 Tampa, Florida 33605
Jeff Fox	1228 East 7 th Ave., Suite 1 Tampa, Florida 33605

5.7 The officers of the Corporation shall be a President, a Secretary, a Treasurer, and such number of Vice Presidents and other officers as the Bylaws may provide. The same person may hold more than one office simultaneously. The officers shall be elected by the Board of Directors at its first meeting, and shall serve at the pleasure of the Board of Directors.

ARTICLE VI — BY-LAWS

The By-Laws shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided therein. The quorum requirements and other procedures for meetings of the Board of Directors are set forth in the By-Laws.

ARTICLE VII — AMENDMENT

These Articles may be amended by a resolution duly adopted by the Board of Directors as provided in the By-Laws.

ARTICLE VIII — TAX-EXEMPT STATUS

8.1 It is intended that the Corporation will obtain and continue to maintain the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986 (as the same may be amended from time to time) as an organization described in Section 501(c)(3) of the Code and which is other than a private foundation as defined in Section 509 of the Code. These

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Articles will be construed accordingly, and all powers and activities of the Corporation will be limited accordingly.

8.2 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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 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 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 IX — DISSOLUTION

The Corporation may be dissolved only by a resolution duly adopted by the Board of Directors. Upon the dissolution of the Corporation, assets 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.

ARTICLE X — INCORPORATOR

The name and address of the Incorporator of the Corporation is, as follows:

<u>Name</u>	<u>Address</u>
Darryl Shaw	1228 East 7 th Ave., Suite 1 Tampa, Florida 33605

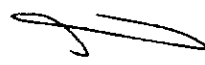
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IN WITNESS WHEREOF, the Incorporator has affixed his signature the 20th day of February, 2021.

By: 
Darryl Shaw

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ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for Friends of Ybor, Inc., at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

By: 

Darryl Shaw

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