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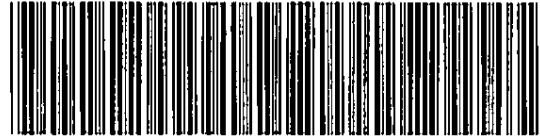
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SECRETARY OF STATE  
TALLAHASSEE, FL 323

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** OVERFLOW FINE ARTS, INC.

Name of Corporation

**DOCUMENT NUMBER:** N21000013237

The enclosed Articles of Correction and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Ronnie Rivera

Name of Contact Person

Overflow Fine Arts, Inc.

Firm/Company

4929 Bell Shoals Road

Address

Valrico, FL 33596

City/State and Zip Code

Overflowfinearts@gmail.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ronnie Rivera

at ( 813 ) 900-2439

Name of Contact Person

Area Code

Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$35.00 Filing Fee

☐ \$43.75 Filing Fee & Certificate of Status

☐ \$43.75 Filing Fee & Certified Copy

☐ \$52.50 Filing Fee, Certificate of Status & Certified Copy

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 McKinstry Avenue, Suite 210  
Tallahassee, FL 32310

ARTICLES OF CORRECTION

For

FILED

2022 JUN -6 AM 8:11

OVERFLOW FINE ARTS, INC.

Name of Corporation as currently filed with the Florida Dept. of State

SECRETARY OF STATE  
TALLAHASSEE, FL

N21000013237

Document Number (if known)

Pursuant to the provisions of Section 607.0124, Florida Statutes.

These articles of correction correct Articles of Incorporation  
(Document Type Being Corrected)

filed with the Department of State on 11/16/2021  
(File Date of Document)

Specify the inaccuracy, incorrect statement, or defect:

Filed corporation on-line, now sending the correct purpose description of the organization in Article III

Incorrect description of purpose filed is:

Overflow Fine Arts is a program centered on revealing and developing the arts in children, youth and adults while  
equipping and empowering them to bring revelation to those around them using their gifts.

Correct the inaccuracy, incorrect statement, or defect:

Correct purpose in Article III should be: Not for Profit. Said organization is organized exclusively for charitable,  
religious, educational, and scientific purposes, including, for such purposes, the making of distributions to  
organizations that qualify as exempt organizations under 501 (c)(3) of the Internal Revenue Code, or corresponding  
section of any future federal tax code.

Ruth Spiegel

(Signature of a director, president or other officer - if directors or officers have  
not been selected, by an incorporator - if in the hands of the receiver, trustee, or  
other court appointed fiduciary, by that fiduciary.)

Ruth Spiegel

(Typed or printed name of person signing)

President

(Title of person signing)

Filing Fee: \$35.00

**ARTICLES OF INCORPORATION**  
**OF**  
**OVERFLOW FINE ARTS, INC.**

Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, makes, adopts and hereby certify the following:

**ARTICLE 1.** Name. The name of the corporation shall be: **OVERFLOW FINE ARTS, INC.**

**ARTICLE 2.** Address. The place in this state where the principal office of the Corporation is to be located is in Hillsborough County. The address of the principal office and the mailing address of the corporation is 4929 Bell Shoals Road, Valrico, Fl. 33596.

**ARTICLE 3.** The specific purpose for which this corporation is organized is:  
Not for Profit. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) 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 organization is then located, exclusively for such purposes or to such organizations or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE 4:** The manner in which directors are elected or appointed is:  
AS PROVIDED FOR IN THE BYLAWS.

**ARTICLE 5:** Duration. The duration of the corporation is perpetual.

**ARTICLE 6.** Purposes. The organization is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLES OF INCORPORATION**  
**OF**  
**OVERFLOW FINE ARTS, INC.**

**ARTICLE 7.** Powers. Solely for the above purposes, the corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

B. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not For Profit Corporation Act, and any successor or amendment to the Florida Not For Profit Corporation Act.

C. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

**ARTICLE 8.** Limitation. 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 contributions in furtherance of the purposes set forth in Article Seven 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 9.** Tax Exempt Status. It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 U.S.C.A. § 501(a) as an organization described in 26 U.S.C.A. § 501(c)(3) and which is other than a private foundation as defined in 26 U.S.C.A. § 509. These articles shall be construed accordingly, and all powers and activities of

**ARTICLES OF INCORPORATION**  
**OF**  
**OVERFLOW FINE ARTS, INC.**

the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 U.S.C.A. § 501(c)(3). All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

**ARTICLE 10.** Dissolution. 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 organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE 11.** Board of Directors and Officers. There shall be a board of directors consisting of at least six individuals. The name, addresses and title of the board of directors are as followed:

1. Name: Ruth Spiegel
  - a. Address: 4929 Bell Shoals Rd, Valrico, Fl. 33596
  - b. Title: Board Member, Chairman of the Board, President
2. Name: Kaitland Taflinger
  - a. Address: 4929 Bell Shoals Rd, Valrico, Fl. 33596
  - b. Title: Board Member, Vice-President
3. Name: Candace Perez
  - a. Address: 4929 Bell Shoals Rd, Valrico, Fl. 33596
  - b. Title: Board Member, Secretary
4. Name: Ronnie Rivera
  - a. Address: 4929 Bell Shoals Rd, Valrico, Fl. 33596
  - b. Title: Board Member, Treasurer
5. Name: Chuck Ammons
  - a. Address: 4929 Bell Shoals Rd, Valrico, Fl. 33596
  - b. Title: Board Member
6. Name: Jill Ammons
  - a. Address: 7204 Dusty Road, Riverview, Fl. 33569
  - b. Title: Board Member

**ARTICLES OF INCORPORATION**  
**OF**  
**OVERFLOW FINE ARTS, INC.**

After that, each director shall be elected by majority vote of the board of directors in the manner and at the times set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors.

**ARTICLE 12.** Officers. The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time and in such a manner as may be prescribed by the bylaws or by law.

**ARTICLE 13.** Incorporators. The name and street address of incorporator is Ruth Spiegel; address: 4929 Bell Shoals Rd, Valrico, FL 33596

**ARTICLE 14.** Bylaws. The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

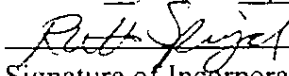
**ARTICLE 15.** Amendment. The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

**ARTICLE 16.** Indemnification and Civil Liability Immunity. The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

**ARTICLE 17.** Commencement of Corporate Existence. The date when corporate existence shall commence is November 16<sup>th</sup>, 2021.

**ARTICLE 18.** Conflict of Interest Policy. The corporation adopts the conflict of interest policy as required by the IRS 501(c)(3) regulations, which is attached hereto as Exhibit "A".

In, witness, the undersigned incorporator has signed these articles of incorporation on the 27, day of May, 2022.

  
\_\_\_\_\_  
Signature of Incorporator

Ruth Spiegel, Chairman, President

## **Exhibit A**

# **Overflow Fine Arts, Inc.**

## **Conflict of Interest Policy**

### **Article I PURPOSE**

The purpose of the Conflict-of-Interest Policy is to protect the Overflow Fine Arts' interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

### **Article II DEFINITIONS**

**Interested Person.** Any director, principal officer, or member of a committee with board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person. If a person is an interested person with respect to any entity of which Overflow Fine Arts is a part, he or she is an interested person with respect to all entities in Overflow Fine Arts.

**Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: an ownership or investment interest in any entity with which Overflow Fine Arts has a transaction or arrangement, or a compensation arrangement with Overflow Fine Arts or with any entity or individual with which Overflow Fine Arts has a transaction or arrangement, or a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Overflow Fine Arts is negotiating a transaction or arrangement.

**Compensation** includes direct and indirect remuneration as well as gifts or favors that are not substantial in nature. A financial interest is not necessarily a conflict of interest. Under Article III, Section seventeen (17), a person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

### **Article III PROCEDURES**

**Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.



Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

#### Procedures for Addressing the Conflict of Interest

An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the board or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Overflow Fine Arts best interest and for its own benefit and whether it is fair and reasonable to Overflow Fine Arts, and shall make its decision, whether to enter into the transaction or arrangement in conformity with such determination.

#### Violations of the Conflicts of Interest Policy

If the board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### Article IV RECORDS OF PROCEEDINGS

The minutes of the board and all committee with board-delegated powers shall contain: the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed; and the names of the persons who were present for

discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

#### Article V COMPENSATION

A voting member of the board of directors who receives compensation, directly or indirectly, from Overflow Fine Arts for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Overflow Fine Arts for services is precluded from voting on matters pertaining to that member's compensation.

#### Article VI ANNUAL STATEMENTS

Each director, principal officer and member of a committee with board delegated powers shall annually sign a statement which affirms that such person: has received a copy of the conflicts of interest policy, has read and understands the policy, has agreed to comply with the policy, and understands Overflow Fine Arts is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### Article VII PERIODIC REVIEWS

To ensure Overflow Fine Arts operates in a manner consistent with charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects: Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining. Whether partnerships, joint ventures arrangements, and arrangements with management service organizations conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the Corporation's charitable purposes and do not result in inurement, or impermissible private benefit.

#### Article VIII USE OF OUTSIDE EXPERTS

In conducting the periodic reviews as provided for in Article VII, Overflow Fine Arts may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring periodic reviews are conducted.