

N220000003302

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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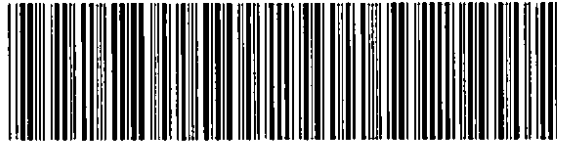
(Business Entity Name)

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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

VERO BEACH MUSEUM OF ART

FOUNDATION, INC.

Signature _____

Requested by: BA

03/31/22

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- ☒ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

**ARTICLES OF INCORPORATION
OF
VERO BEACH MUSEUM OF ART FOUNDATION, INC.,
A FLORIDA CORPORATION NOT FOR PROFIT**

The undersigned, a majority of whom are citizens of the United States, hereby adopt these Articles of Incorporation pursuant to the provisions of Chapter 617 of the Florida Statutes of the State of Florida and hereby certify:

FIRST: The name of the Corporation shall be:

VERO BEACH MUSEUM OF ART FOUNDATION, INC.

SECOND: The place of business and street address of the Corporation shall be:

**3001 Riverside Park Drive
Vero Beach, FL 32963**

THIRD: The mailing address of the Corporation shall be:

**3001 Riverside Park Drive
Vero Beach, FL 32963**

FOURTH: The address of the registered office of the Corporation in the State of Florida is 979 Beachland Boulevard, Vero Beach, Florida 32963, in the County of Indian River, and the name of its registered agent at such address is William N. Kirk.

FIFTH: The Corporation shall be a non-profit corporation and shall be operated for the exclusive purpose of aiding and supporting Vero Beach Museum of Art, Inc., a Florida non-profit corporation. Such purpose shall be further limited as follows:

1. The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes as set forth in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, as a supporting organization under Section 509(a)(3) of the Internal Revenue Code and the Treasury Regulations promulgated thereunder, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 in these Articles of Incorporation.

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TALLAHASSEE, FL

3. 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.

4. Notwithstanding any other provision of these Articles of Incorporation, 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; (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; or (c) by a non-profit corporation organized under the laws of the State of Florida.

SIXTH: The Corporation shall be organized on a non-stock basis and the Corporation shall not have any capital stock and shall have no members.

SEVENTH: Following the incorporation of the Corporation, the incorporators shall hold an organizational meeting to elect a Board of Directors who shall complete the organization of the Corporation, including the adoption of the Bylaws. The Bylaws of the Corporation shall be made, altered, or rescinded by the Board of Directors of the Corporation.

EIGHTH: Upon the dissolution of the Corporation, after paying or making provision for the payment of all liabilities 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 the Court of proper jurisdiction 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.

NINTH: The name and mailing address of the incorporators are as follows:

Emily L. Sherwood
151 Terrapin Point
Vero Beach, Florida 32963

James C. Penrose
205 Coconut Palm Road
Vero Beach, Florida 32963

TENTH: The personal liability of the Directors of the Company is hereby eliminated to the fullest extent permitted by the provisions of Chapter 617 of the Florida Statutes of the State of Florida, as the same may be amended and supplemented.

ELEVENTH: The Corporation shall, to the fullest extent permitted by the provisions of Chapter 617 of the Florida Statutes of the State of Florida, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under that Chapter from and against any and all of the expenses, liabilities or other matters referred to in or covered by that Chapter, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, or disinterested Directors or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

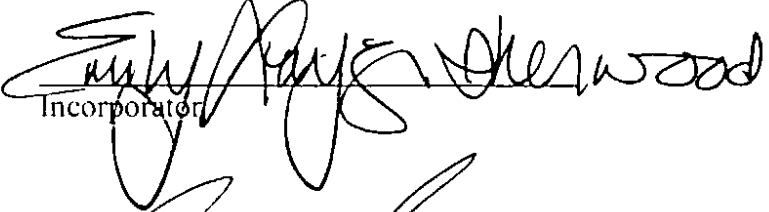
TWELFTH: The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation from time to time and at any time in the manner now or hereafter prescribed in these Articles of Incorporation and by the laws of the State of Florida.

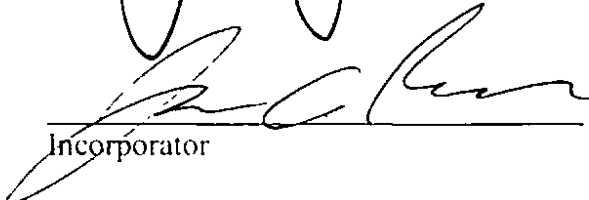
IN WITNESS WHEREOF, the undersigned, for the purpose of forming a non-profit corporation under the laws of the State of Florida, do hereby make, file, and record these Articles, and do hereby certify that the facts herein stated are true, and have accordingly hereunto set their hands effective this 27 day of MARCH, 2022.

[Signature Page to Follow]

[Signature Page - Articles of Incorporation]

Incorporators:


Incorporator


Incorporator

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT
FOR
VERO BEACH MUSEUM OF ART FOUNDATION, INC.,
A FLORIDA CORPORATION NOT FOR PROFIT**

The undersigned, William N. Kirk, having been named as Registered Agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 617.0501, Florida Statutes.



William N. Kirk, Registered Agent

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TALLAHASSEE, FL**