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☐ PICK-UP

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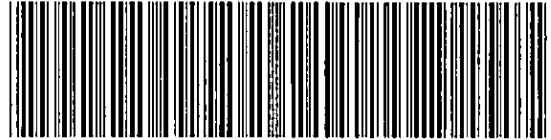
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SECRETARY OF STATE
TALLAHASSEE, FL.

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2023 FEB 17 PM 2:46

TALLAHASSEE, FL 32301

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 223-1222

DUNEDIN CHAMBER OF COMMERCE

FOUNDATION, INC.

Signature _____

Requested by: BA

2/17/23

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 _____

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Dunedin Chamber of Commerce Foundation, Inc.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00
Filing Fee

~~☒~~ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: John F Freeborn

Name (Printed or typed)

360 Monroe Street

Address

Dunedin, FL 34698

City, State & Zip

727-733-1900

Daytime Telephone number

john@freebornlaw.com

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

NOTE: Please provide the original and one copy of the articles.

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TALLAHASSEE, FL.

ARTICLES OF INCORPORATION
OF
DUNEDIN CHAMBER OF COMMERCE FOUNDATION, INC.

ARTICLE I

Name

The name of the not-for-profit corporation ("Corporation") is DUNEDIN CHAMBER OF COMMERCE FOUNDATION, INC.

ARTICLE II

Principal Office

The street address of the principal office for the not-for-profit Corporation is: 301 Main Street, Dunedin, Florida 34698.

ARTICLE III

Purposes

(a) This not-for-profit corporation is organized and shall be managed and operated exclusively for charitable and educational purposes, and to further engage in the following purposes: to promote arts, cultural, educational and any other related goals in Dunedin, bringing attention to public art, commerce and the uniqueness of the community including for such purposes the making of distribution to organizations exempt under section 501(c)(3) and as public charities under section 509(a)(1) or (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(b) No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, any trustee, officer, director or member of this corporation, or to any private individual (except that reasonable compensation may be paid for services rendered to or for this corporation affecting one or more of its purposes, including rent expense), and no trustee, officer, director or member of this corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of this corporation. No part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

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(c) Notwithstanding any other provisions of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code, as amended, or any statute of similar import (the "Code"), or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and regulations issued thereunder.

(d) Upon the dissolution of the corporation or the winding up of its affairs, assets shall be distributed exclusively to charitable, religious, scientific or educational organizations that would qualify for the provisions of Section 501(c)(3) of the 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 organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV

Powers and Restrictions

(a) This corporation shall have and exercise all powers necessary or convenient to affect any and all of the educational, cultural, arts and charitable purposes for which this organization is organized.

(b) This corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status:

(1) As a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code; or

(2) As a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

(c) During such times as this corporation is a private foundation in accordance with Section 509 of the Code:

(1) This corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

(2) This corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent federal tax laws.

(3) This corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of Code, or corresponding provisions of any subsequent federal tax laws.

(4) This corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

ARTICLE V

Term of Existence

The term for which this corporation is to exist shall be perpetual.

ARTICLE VI

Membership

(a) This corporation is organized on a non-stock basis and shall not issue shares of stock.

(b) The corporation shall not have members. All rights granted to members under law shall be vested in the members of the Board of Directors.

ARTICLE VII

Board of Directors

(a) The management of the affairs of this corporation shall be vested in the Board of Directors.

(b) As provided in the bylaws:

(1) The initial directors shall be nine (9). The number of directors may be increased or decreased from time to time by the directors but shall never be less than five (5) directors not more than eleven (11) directors.

(2) All directors must be members in good standing of the Greater Dunedin Chamber of Commerce, Inc., and the Greater Dunedin Chamber of Commerce, Inc. will appoint the initial directors.

(3) The officers shall be elected or appointed by the Executive Committee of Board of Directors of Greater Dunedin Chamber of Commerce and should hold the

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same offices as the directors of the Greater Dunedin Chamber of Commerce, Inc. unless waived by the Board of Directors.

(c) A quorum for the transaction of business at meeting of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors.

(d) Directors may attend a meeting by electronic communication.

(e) To the extent permitted by law, any action required to be taken at any annual or special meeting of the Board of Directors, or any action which may be taken at any annual or special meeting of such Board, may be taken without a meeting, without prior notice, and without a vote, if consent in writing, setting forth the action so taken, shall be signed by all of the directors.

ARTICLE VIII

Manner of Election of Directors

Directors will be initially appointed. After appointment, each director shall be elected by the Directors or a majority of the Directors, and each director elected shall serve a three (3) year term, unless otherwise provided for initial terms.

ARTICLE IX

Initial Officers and/or Directors

The initial officers and/or directors are as follows, such officers and/or directors to hold office until his or her successor or successors have been duly elected and qualify, with the current Greater Dunedin Chamber President/CEO as a member of the Board, and the immediate past Chair of the Greater Dunedin Chamber Board in a non-voting, advisory role:

Chair/Director:	Katie Ducharme
Vice Chair/Director:	Jesika Freeman
Treasurer/Director:	Kevin Benjamin
Secretary/Director:	Ellen Hale
Director:	John Freeborn
Director:	Pamela Pravetz (Current Chamber President)
Director:	Meredith Lee Cappel-Kane
Director:	Christen T. Gonzalez

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Director: John Wintermeier

ARTICLE X

By-Laws

The by-laws of this corporation may be made, altered, amended, or repealed, and new by-laws may be adopted from time to time, by resolution adopted by the Directors of this corporation present at any meeting duly called and convened.

ARTICLE XI

Amendment of Articles of Incorporation

These articles may be amended by resolution adopted by a majority of the Directors of this corporation present at any meeting duly called and convened.

ARTICLE XII

Registered Agent

The name of the not-for-profit Corporation's registered agent in Florida is Pamela Pravetz. The address of the Corporation's registered office in Florida is 301 Main Street, Dunedin, Florida 34698.

ARTICLE XIII

Effective Date

The effective date for creation of this Corporation shall be the date of filing by the Division of Corporations.

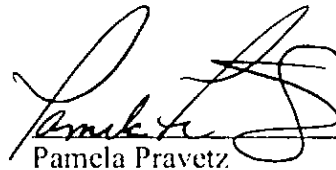
ARTICLE XIV

Incorporator

The name and address of the Incorporator is Pamela Pravetz, 301 Main Street, Dunedin, Florida 34698.

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s.817.155, F.S.

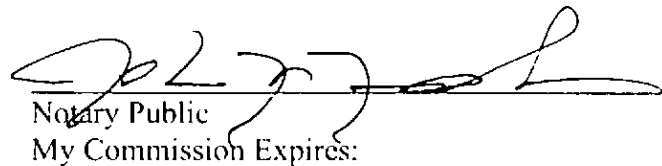
IN WITNESS WHEREOF, we have executed the Articles of Incorporation on this 13th day of February, 2023, at Dunedin, Florida.


Pamela Pravetz

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of Florida and County of Pinellas to take acknowledgments, by means of ☒ physical presence or ☐ online notarization, by PAMELA PRAVETZ, personally known to me, (or who identified herself by n/a) to be the person described in and who executed the foregoing Articles of Incorporation, and who took an oath.

WITNESS MY HAND and official seal in the County and State aforesaid, this 13th day of February, 2023.


Notary Public
My Commission Expires:

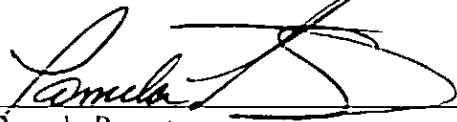


JOHN F. FREEBORN
Commission # GG 937569
Expires January 16, 2024
Bonded Thru Budget Notary Services

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TALLAHASSEE, FL

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated not-for-profit corporation at the place designed in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Pamela Pravetz

2/15/23
Date

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