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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

WILTON MANORS ART DISTRICT, INC.

Please Debit FCA000000003 For: 70

Thank you Seth Neeley



Signature

Requested by:

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Art of Inc. File \_\_\_\_\_  
LTD Partnership File \_\_\_\_\_  
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Art. of Amend. File \_\_\_\_\_  
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Annual Report / Reinstatement \_\_\_\_\_  
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Certificate of Good Standing \_\_\_\_\_  
Certificate of Status \_\_\_\_\_  
Certificate of Fictitious Name \_\_\_\_\_  
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Officer Search \_\_\_\_\_  
Fictitious Search \_\_\_\_\_  
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**ARTICLES OF INCORPORATION**  
*of*  
**WILTON MANORS ART DISTRICT, INC.**

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**ARTICLE I**  
**Corporate Name and Address**

The name of this Corporation shall be WILTON MANORS ART DISTRICT, INC. and its permanent address shall be 2422 N. Dixie Highway, Wilton Manors, FL 33305. The mailing address of this Corporation shall also be 2422 N. Dixie Highway, Wilton Manors, FL 33305.

**ARTICLE II**  
**Corporate Name**

This nonprofit corporation is organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit law set forth in Section 617 of the State of Florida.

**ARTICLE III**  
**Duration**

The term of existence of the Corporation is perpetual.

**ARTICLE IV**  
**Statements of General and Specific Purposes**

**General Purpose:** The general purpose for which this Corporation is formed is to operate exclusively in any manner for charitable purposes that will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any other applicable Internal Revenue Law, or under any corresponding provisions of any subsequent federal tax laws covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code.

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**Specific Purpose:** The specific purpose for which this Corporation is formed to promote the arts in the City of Wilton Manors.

**ARTICLE V**  
**Management of Corporate Affairs**

1. **Board of Directors:** The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the Corporation shall be at least three (3), provided, however, that such number may be changed by a bylaw duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

The Directors elected at the first annual meeting and at all times thereafter, shall serve for a term of one (1) year until the annual meeting following the election of Directors and until the qualifications of the successors in office. Annual meeting shall be held at location as described and prescribed by the Board of Directors, and at such date and time as prescribed and determined by the Board of Directors, or at such other times or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to an action so taken shall state that the action was taken by unanimous

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written consent of the Board of Directors without meeting and state that the Articles of Incorporation and the By-Laws of this Corporation authorize the Directors to so act.

Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

<u>Name:</u>	<u>Address</u>
MATTEO TRISOLINI	641 NW 21 <sup>st</sup> Street Wilton Manors, FL 33311
JAMEER ANTHONY BAPTISTE	307 NW 1 <sup>st</sup> Ave, Apt. 702 Fort Lauderdale, FL 33301
SHERMAN YEE	2131 NW 2 <sup>nd</sup> Avenue Wilton Manors, FL 33305
JOEL BAXTER	1233 NE 16 <sup>th</sup> Avenue Fort Lauderdale, FL 33305
DENNIS DEAN	4850 NE 8 <sup>th</sup> Avenue Oakland Park, FL 33305

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2. **Corporate Officers:** The Board of Directors shall elect the following officers:

President, Vice President, Secretary/Treasurer, and such other officers as the By-Laws of this Corporation; may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors.

3. **Liabilities of Directors:** The Board of Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

4. **Insurances/Indemnification:**

- a. **Liability:** The Board of Directors shall have the power to obtain and provide liability insurance for this Corporation's officer, directors, advisory committee members, employees, volunteers, agents and members to the extent and in the

manner from time to time permitted by the Laws of the State of Florida, except that the Board cannot provide such insurance coverage for criminal, intentional or willful misconduct. Said insurance shall be in an amount determined necessary by the Board of Directors and held as an indemnification of this Corporation's officers, directors, advisory committee members, employees, volunteers, agents, and members in the event of any and all litigations commenced against this Corporation and thereby protecting such persons from personal liability by having been made a party to such litigation by reason of their Corporation and/or position with this Corporation.

- b. **Indemnification:** The Board of Directors shall have the power to provide indemnification with or without the aforementioned liability insurance for this Corporation's officers, directors, advisory committee members, employees, volunteers, agents, and members to the extent and in the manner from time to time permitted by the Laws of the State of Florida criminal, intentional, or willful misconduct. The Board's determination to provide or refuse indemnification is conclusive, except to the extent such determination is reserved to the membership by the Laws of the State of Florida.

## **ARTICLE VI**

### **Earnings and Activities of the Corporation**

1. The Fiscal Year for the Corporation shall be January 1<sup>st</sup> through December 31<sup>st</sup>.
2. 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

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IN AND FOR THE COUNTY OF DALLAS, TEXAS

services rendered and to make payments and distributions in furtherance of the purposes set forth in the Statement of Purpose hereof. The property of this Corporation is irrevocably dedicated to the purposes enumerated in Article IV, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

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. Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.
4. Notwithstanding any other provision of these Articles, the Corporation shall 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, as amended, or the corresponding provision of any future United States Internal Revenue Law or carried on by a Corporation to which contributions are deductible under section 170(c)(2) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.
5. Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation as enumerated in Article IV.

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**ARTICLE VII**  
**Distribution of Assets**

Upon dissolution of the Corporation and after paying or making provision for the payment of all of the liabilities of the Corporation, the Board of Directors shall dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation as enumerated in Article IV in such manner or to such organization or organizations that are operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine which are organized and operated exclusively for such purposes.

**ARTICLE VIII**  
**Membership**

The Corporation shall have no class of members and shall be governed by its Board.

**ARTICLE IX**  
**Incorporator**

The name and address of the Incorporator of this Corporation is:

MATTEO TRISOLINI

641 NW 21<sup>st</sup> Street  
Wilton Manors, FL 33311

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**ARTICLE X**  
**Amendment of By-Laws**

The By-Laws of this Corporation may be altered, rescinded, added to, or new By-Laws may be adopted, either by resolution of the Board of Directors, or by following the procedures set forth therefore in the By-Laws, subject to the limitations contained in the By-laws and any limitations set forth in Florida's Corporation Not for Profit law set forth in Section 617 of Florida Statutes.

**ARTICLE XI**  
**Dedication of Assets**

The property of this Corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any private individual.

**ARTICLE XII**  
**Registered Agent and Office**

The Registered Agent of the Corporation shall be:

**DEAN J. TRANTALIS, ESQ.**  
2301 Wilton Drive, Ste. C1-A  
Wilton Manors, FL 33305

**ARTICLE XIII**  
**Amendment of Articles**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote.

THE UNDERSIGNED, being the subscriber and incorporator of this Corporation, execute these Articles of Incorporation, and submit them and affirm that the facts contained herein are true. I am aware that any false information submitted in a document to the Department of State

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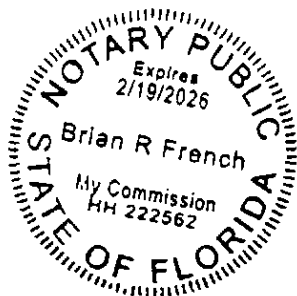
constitutes a third-degree felony as provided in Florida Statutes § 817.155.

  
MATTEO TRISOLINI – Incorporator

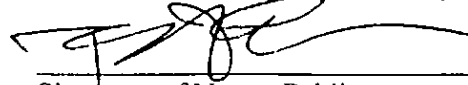
STATE OF FLORIDA     }  
COUNTY OF BOWARD   }

BEFORE ME, the undersigned authority, personally appeared MATTEO TRISOLINI known to be the person described as the Incorporator in the forgoing Articles of Incorporation, who presented FL Drivers License as identification, and he acknowledged before me by means of physical presence and executed said Articles this the 12 day of November, 2021.

(SEAL)



STATE OF FLORIDA AT LARGE:

  
Signature of Notary Public  
Brian R. French  
Printed Name of Notary Public

STATE  
TALLAHASSEE, FL

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that WILTON MANORS ART DISTRICT, INC. desiring to organize under the laws of the State of Florida with its principal office, as designated in the Articles of Incorporation at the City of Fort Lauderdale, County of Broward, and State of Florida, has named DEAN J. TRANTALIS, ESQ. located at 2301 Wilton Drive, Ste. C1-A, Wilton Manors, FL 33305, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named as Registered Agent to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

  
DEAN J. TRANTALIS, ESQ.

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CLERK OF DISTRICT COURT  
STATE OF FLORIDA

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