

CORPORATION INCORPORATION  
SERVICES, INC.  
1201 HAYS STREET  
TALLAHASSEE, FL 32314  
904-222-9171  
904-222-0191

**CSC networks**

MAIL TO:  
P.O. Box 5820  
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 518638 81507A

AUTHORIZATION :

95 JAN -5 11 20 30  
DIVISION OF REVENUE

*Patricia Pzyato*

COST LIMIT : \$ 122.50

ORDER DATE : January 5, 1995

ORDER TIME : 9:32 AM

ORDER NO. : 518638

CUSTOMER NO: 81507A

800001370878

CUSTOMER: Susan Kerne, Legal Assistant  
LYONS & BEAUDRY, PA

1605 Main Street, Suite 1111

Sarasota, FL 34236

DOMESTIC FILING

NAME: THE SARASOTA DOWNTOWN  
FOUNDATION, INC.

FILED  
1995 JAN -5 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

*LB/S/SS*

ARTICLES OF INCORPORATION

FILED

OF

1995 JAN -5 PM 3:00

THE SARASOTA DOWNTOWN FOUNDATION, INC. SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(A Corporation Not for Profit)

In order to form a corporation under and in accordance with the provisions of Chapter 617, Florida Statutes, we hereby make, adopt and subscribe the following Articles of Incorporation:

I.

NAME AND PRINCIPAL OFFICE OF THE CORPORATION

The name and principal office of this corporation shall be:

THE SARASOTA DOWNTOWN FOUNDATION, INC.  
47 South Palm Avenue  
Sarasota, Florida 34236

II.

PURPOSES

The Corporation is organized exclusively for charitable, 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. Subject to such express limitations, the general nature, objects and purposes of the corporation shall be to operate without profit and to accept and receive property of whatever kind, and wherever situate, received by it by gift, donation, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for and to encourage charitable and benevolent activities for the improvement of the City of Sarasota, Florida, especially, but not limited to, the downtown area of the City and its surrounding area, the improvement of this area in economic development, cultural enrichment, health, welfare, sanitation, housing and community facilities and activities, non-partisan voter registration and non-discriminatory law enforcement, to promote patriotism and civic pride in the community, as well as scientific, environmental, and other charitable purposes and matters of public concerns, including:

1. To distribute property in accordance with the terms of gifts, bequests, or devises made to the corporation which are not inconsistent with its purposes;
2. To modify any restriction of condition on the administration and distribution of funds for any specified purpose consistent herewith if in the sole judgment of the board of directors (without the necessity

of the approval of any trustee, custodian or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the designated purposes of the corporation.

3. To work as a non-profit, civic group to encourage charitable and benevolent activities, and the improvement of the community in economic development, cultural enrichment, health, sanitation, housing, community facilities and activities, non-partisan voter registration, and non-discriminatory law enforcement.
4. To inform, aid and support other not-for-profit organizations having a legitimate concern coming within the scope of our stated purposes.
5. To undertake studies and research, compilation of the results and publication thereof through any appropriate media.
6. To conduct seminars, discussion groups, forums, panels or lectures and the like.
7. To promote patriotism and civic pride in the community.
8. To acquire, take, receive, purchase, own, hold, use, manage, lease, mortgage, pledge, encumber, sell and convey or otherwise dispose of any property including but not limited to real, personal and mixed, tangible and intangible; to issue bonds, notes, evidences of indebtedness, receipts and obligations; to receive donations, subscriptions, and contributions; to make donations to organizations graded for similar or like purposes; and to have and exercise all other usual corporate rights and powers now or hereinafter given by law appropriate for its purposes and objects in accordance with law and not inconsistent with these Articles of Incorporation.
9. To encourage activity which tends to promote understanding, unification or improved relationships between different economic or ethnic groups.
10. To receive and maintain real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

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 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 any candidate for public office. Notwithstanding any other provisions of these Articles, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3), of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). No dividend shall be paid and no part of the income of the corporation shall be distributed to its members, trustees or officers.

It is intended that this Corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1976, which is other than a private foundation as defined in Section 509 of the Internal Revenue Code of 1986. All the terms and provisions of these Articles and By-Laws of the Corporation, and all operations of the Corporation, shall be construed, applied and carried out in accordance with such intent.

### III.

#### MEMBERSHIP

The qualification for members and the manner of their admission shall be as stated in the Bylaws. The members shall exercise all rights and powers of members of not-for-profit corporations pursuant to Florida law. The Corporation shall have no shares of stock.

### IV.

#### BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a board of directors consisting of not less than three (3) persons, and no more than fifteen (15) persons, as determined pursuant to

provisions of the Bylaws. The board of directors of the corporation shall be elected and appointed, pursuant to the provisions of the By Laws of this corporation.

The names and addresses of the directors who are to manage the affairs of the corporation until the first such annual meeting of said members, and until their successors are duly elected and qualified are as follows:

Richard Chalker  
P.O. Box 1119  
Sarasota, Florida 34230

Charles Jewett  
1819 Main Street  
Sarasota, Florida 34236

Charles Groover  
330 South Pineapple Avenue  
Suite 204  
Sarasota, Florida 34236

Marcia Wood  
1801 Main Street  
Sarasota, Florida 34236

Jack Fehily  
2000 Tanglewood Drive  
Sarasota, Florida 34239

Adam Segroti  
c/o Santa Fo Trails  
1429 Main Street  
Sarasota, Florida 34236

Paul Thorpe  
P.O. Box 3895  
Sarasota, Florida 34236

R. Craig Harrison  
1605 Main Street  
Suite 1111  
Sarasota, Florida 34236

Stuart Sterns  
P.O. Box 49587  
Sarasota, Florida 34230

Nora Patterson  
P.O. Box 1058  
Sarasota, Florida 34230

V.

CORPORATE EXISTENCE

The existence of this corporation shall be perpetual, unless dissolved according to law.

VI.

BYLAWS

The first board of directors of the corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended or rescinded by the directors in the manner provided by such Bylaws.

VII.

REGISTERED OFFICE

The street address of the initial registered office of the corporation is 1605 Main Street, Sarasota, Florida 34236, and the name of the initial registered agent of this corporation at that address is R. Craig Harrison.

VIII.

INCORPORATORS

The name and address of the Incorporators to these Articles of Incorporation are as follows:

Paul Thorpe  
P.O. Box 3895  
Sarasota, Florida 34236

Charles Jowatt  
1819 Main Street  
Sarasota, Florida 34236

IX.

COMMITTEES

The corporation may establish such committees as may be necessary to efficiently carry out the general purposes and activities of the corporation.

X.

INDEMNIFICATION

Section 1. Conditions. The corporation shall indemnify any past or present director, officer, employee or agent of the corporation, and any person who may have served or who serves at its request as a fiduciary, against (i) any expenses and costs, including but not limited to legal and accounting fees, including costs of appeal, incurred in connection with any claim asserted against him or her by reason of being or having been such director, officer, employee, agent or fiduciary or in connection with any civil or criminal action, suit or proceeding which is instituted before any court or administrative body and to which he or she is made a party by reason of being or having been such director, officer, employee, agent or fiduciary, (ii) any amounts paid in settlement of any such claim or any such action, suit or proceeding and (iii) any amounts paid on any judgments rendered in any such action, suit or proceedings; provided that he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful; provided further that, if he or she is adjudged in any action or suit by or in the right of the corporation to be liable for negligence or misconduct in the performance of his or her duty to the corporation, indemnification shall be made only to the extent that the court in which such action or suit was brought determines he or she is fairly and reasonably entitled. In no event, however, shall indemnification be made for gross negligence or willful misconduct.

Section 2. Determination. Any indemnification under Section 1, unless pursuant to a determination by a court, shall be made by the corporation only upon a determination that indemnification is proper in the specific circumstances because the

applicable standard of conduct set forth in Section 1 has been met, made by (i) majority vote of a quorum of directors who were not parties to such action, suit or proceeding; or (ii) if such quorum is unobtainable, or (even if obtainable) if a quorum of disinterested directors so direct, by independent legal counsel in a written opinion.

Section 3. Additional Rights. The indemnification provided by this Article shall be in addition to any other rights which those indemnified may have under any law, agreement or resolution of the Board of Directors (or members) of the corporation.

XI.

DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes for which this corporation was organized to such organization or organizations organized and operated exclusively for charitable, educational, 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 of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) or an organization or organizations, contributions to which are deductible under Section 170(c)(1) or (2) of the Internal Revenue Law.

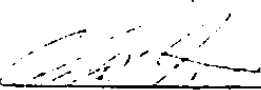
XII.

AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law.

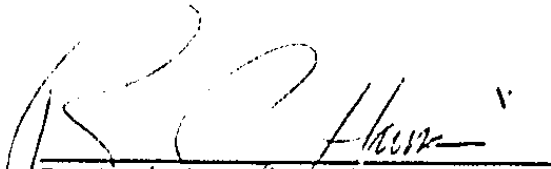
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30<sup>th</sup> day of December, 1994.

  
\_\_\_\_\_  
Paul Thorpe  
Incorporator

  
\_\_\_\_\_  
Chuck Jewett  
Incorporator

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned, hereby consents to the appointment as Registered Agent of THE SARASOTA DOWNTOWN FOUNDATION, INC. to accept service of process upon said corporation in this state.

  
\_\_\_\_\_  
R. Craig Harrison  
Registered Agent

FILED  
1995 JAN -5 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA