

N95000001647

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 0327
Tallahassee, FL 32314

FILED
95 APR-3 PM 2 16
TALLAHASSEE, FL

SUBJECT: Nicolas Morosoff Institute, Inc.
(Proposed corporate name - must include suffix)

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****131.25 ****131.25

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

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM:

J. Bradley Cooper

Name (Printed or typed)

1714 E. 7th Avenue

Address

Tampa, FL 33605

City, State & Zip

813-248-6098

Daytime Telephone number

Brad Cooper GAVE

AUTHORIZATION BY PHONE TO

CORRECT name

DATE 4-7

JOC. EXAM ACE

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

PAID 4-7

ARTICLES of INCORPORATION of
NICOLAS MOROSOFF INSTITUTE, INC

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The undersigned subscriber to these Articles of Incorporation, desiring to form a corporation not for profit, without capital stock, under the Florida Not For Profit Corporation Act, does hereby accept all of the rights, privileges, immunities, benefits and obligations conferred and imposed by the Act, including but not limited to the powers described in Section 617.021 of the Florida Statutes, and does hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I
NAME, REGISTERED OFFICE AND AGENT

The name of the Corporation shall be: "NICOLAS MOROSOFF INSTITUTE, INC.", hereinafter referred to as the "Corporation".

The principal address is 1714 East 7th Avenue, Tampa, Florida, 33605;
and the name of the registered agent is J. Bradley Cooper.

ARTICLE II
DURATION

The term of existence of this Corporation shall be perpetual and shall commence upon filing of these Articles with the Secretary of State.

ARTICLE III
POWERS & PURPOSES

a. The purposes for which the Corporation is organized are exclusively charitable and educational within the meaning of IRC 501 (c)(3) or the corresponding provision of any future United States Internal Revenue Law. This Corporation may exercise all powers granted to a not-for-profit corporation under the laws of the State of Florida.

b. NICOLAS MOROSOFF INSTITUTE, INC. is organized to:

- * Advance the environment of the arts through community interaction by establishing a platform upon which artists realize their works and projects, expand professional development and enhance the opportunity for research, learning and study; emphasizing fine arts, design, culture, history, and preservation.
- * To accomplish these Public educational goals the Institute will serve as a catalyst for diverse cultural activities and programs, exchanges, competitions, commissions, exhibitions, special events, performances, publications, studies, conferences, symposia, consulting, workshops and materials exchange;
- * Within these purposes, the Corporation may solicit and accept gifts, membership dues, apply for grants and funding from public and private agencies to financially assist the Corporation in its endeavors on behalf of the creative arts.

c. No part of the income or principal of the funds or property of the Corporation shall ever inure to the benefit of any Member, Director or Officer of the Corporation, or to any other individual, except that reasonable compensation may be paid for services rendered to, or for the Corporation in connection with effectuating one or more of its purposes. Notwithstanding any other provisions of these Articles, this Corporation shall not carry on other activities not permitted to be carried on by an organization exempt from Federal Income Tax under IRC 501(c)(3) or the corresponding provision of any future United States Internal Revenue Law. Upon dissolution of the Corporation, all assets of the Corporation, after satisfaction or provision for satisfaction of debts and claims, shall be distributed, transferred and delivered as soon as practicable to or for the benefit of one or more organizations or societies selected by a majority of the Board of Trustees then serving the Corporation, which organizations or societies are organized and operated exclusively for charitable, scientific, educational and religious purposes and which are exempt under Section 501(c)(3) of the Internal Revenue Code, or other corresponding provisions of United States law, to be used for exempt purposes of such organization(s).

ARTICLE IV MEMBERSHIP

- a. The sole voting Members of the Corporation shall be the Trustees of NICOLAS MOROSOFF INSTITUTE, INC., and their manner of admission shall be specified in the Bylaws of the Corporation.
- b. The Bylaws may provide for one or more classes of other members who shall be admitted in such a manner and who shall have such rights and privileges as set forth in the Bylaws but who shall not have the right to vote.
- c. The Board of Trustees may establish a schedule of membership dues to be collected annually.

ARTICLE V TRUSTEES

The affairs of the Corporation shall be managed by the Board of Trustees. The number of Trustees of the Corporation may be increased or diminished from time to time as provided in the Bylaws of the Corporation, provided that the Corporation shall always have at least three (3) Trustees. No person may serve as a Trustee who is not a member in good standing of the Institute. The names and addresses of the persons to serve as the initial Trustees are as follows:

1. J. Bradley Cooper 1712 East 7th Avenue - Tampa, FL 33605
president
2. William E. Mathes 4607 South Ferdinand Street - Tampa, FL 33611
secretary
3. Raymond P. Virgilio 5331 Commercial Way - Spring Hill, FL 34606
treasurer

ARTICLE VI
AMENDMENT

a. The Corporation reserves the right, in accordance with the Florida Not For Profit Corporation Act, to amend, alter, modify, or repeal any provision or provisions contained in these Articles of Incorporation. The Members may not amend the Articles without action by a quorum of the Trustees as provided in Section 617.1002, Florida Statutes.

b. The Bylaws of the Corporation may be made and adopted, altered, amended or rescinded by the Board of Trustees.

ARTICLE VII
INDEMNIFICATION

The Corporation shall have the authority to indemnify any Officer, Director or employee of the Corporation or any former Officer, Director or employee of the Corporation in its Bylaws, or otherwise as permitted under the Florida General Corporation Act and the Florida Not For Profit Corporation Act.

ARTICLE VIII
INCORPORATOR

The name and street address of the Incorporator of this Corporation is: J. Bradley Cooper, 1712 E 7th Avenue, Tampa, FL 33605.

IN WITNESS WHEREOF, The above-named Incorporator has herunto subscribed his name this 21 day of MARCH, 1995.

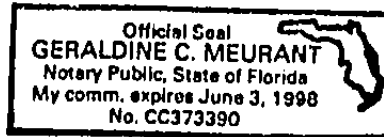
J. Bradley Cooper
Signature

State of Florida

The foregoing instrument was acknowledged before me this 29th day of March, 1995.

By J. Bradley Cooper
who is personally known to me and who did not take an oath.

Geraldine C. Meurant
NOTARY PUBLIC



CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Nicolas Morosoff Institute, Inc.
(must include suffix)

2. The name and address of the registered agent and office is:

J. Bradley Cooper

(Name)

1714 E. 7th Avenue

(Street address - P. O. Box not acceptable)

Tampa, FL 33605

(City/State/Zip)

SECRET
TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

J. Bradley Cooper

(Signature)

3/21/95

(Date)