

N95000002920

Roy E. Williams
7262 Moffatt Lane No
Pinellas Park, FL 34665

FFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Tampa Bay Poetry Foundation Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #) 4000001482464
-05/10/95--01046--012
****122.50 ****122.50
4. _____
(Corporation Name) (Document #)

☐ Walk in ☐ Pick up time _____

☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

FILED
95 JUN 20 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

W95-10023
509,513,615

MAY 11 1995 BSB

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 11, 1995

ROY E. WILLIAMS
7262 MOFFATT LANE NORTH
PINELLAS PARK, FL 34665

SUBJECT: TAMPA BAY POETRY FOUNDATION
Ref. Number: W95000010023

We have received your document for TAMPA BAY POETRY FOUNDATION and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The corporate name must be identical throughout the document.

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 895A00024008

June 15th, 1995

From:

Roy E. Williams 7262 Moffatt Lane No. Pinellas Park
Fl. 34665

To-F1. Dept. Of State-Sandra B. Mortam-Secretary Of State

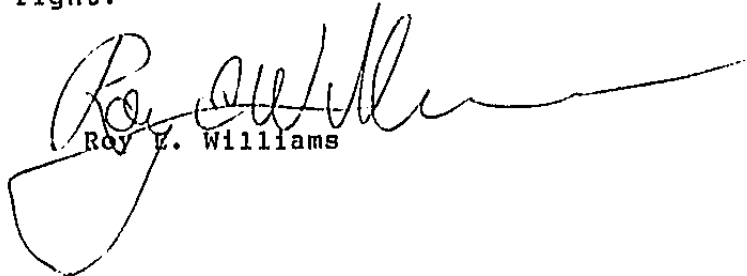
Subject: Tampa Bay Poetry Foundation Inc.
Ref. Number W95000010023

I did not know to correct original Articles or draw new ones.

I drew new ones which comply with deficits set out in letter of May 11, 1995, namely

1. Correct name to "Foundation Inc."
2. Add "Inc." in Article one.
3. Registered Agent compliance in Article seven.

If this is not sufficient I will redraw entire Articles and do everything over and right.



Roy E. Williams

ARTICLES OF INCORPORATION

FILED

OF

95 JUN 20 AM 9:02

TAMPA BAY POETRY FOUNDATION Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, hereby make, subscribe, acknowledge and file this certificate for the purpose of becoming a CORPORATION, NOT FOR PROFIT, under Chapter 617 of laws of the State of Florida.

ARTICLE 1
NAME

The name of the corporation is TAMPA BAY POETRY FOUNDATION Inc.

ARTICLE 11
NATURE OF BUSINESS

The object and purpose of the Association shall be:

- (a) to provide a forum to stimulate a finer and more intelligent appreciation of poetry,
- (b) to provide an opportunity for study of and incentive for practice in writing and reading poetry,
- (c) to seek fuller public recognition of the art of poetry,
- (d) to promote poetry through meetings, workshops, lectures, seminars, contest, promotion and publications, young poets, student poets and school poetry scholarships.
- (e) to promote poetry appreciation in schools, clubs and the community and through writing and poetry groups, clubs, societies and associations,
- (f) affiliation with and coordination of National, State and Local organizations, societies, associations, writing and poetry groups for the promotion and enhancement of poetry as may be determined by the membership,
- (g) to publish a literary poetry journal, "POETICA" and a newsletter to members, "MUSELETTER",
- (h) to promote and sponsor poetry and arts festivals, including an October festival in conjunction with a national poetry day celebration with annual POETICA AWARDS, MidWinter Poetry Festival, in February of each year and New Year's Eve Poetry Festivals,
- (i) establish a national poetry museum in the Tampa Bay area,
- (j) establish the Tampa Bay area as the "Tampa Bay Poetry Vacationland",
- (k) promote, publish, produce and market poetry books, poetry tapes, CD's and videos,

- (l) establish a NATIONAL POETRY DAY foundation,
- (m) promote cooperation and exchange among different cultures through poetry with a program, "CARAVANS AND TRADEWINDS",
- (n) a specific purpose of this body will be to organize, develop, promote and manage the affairs and functions of the Tampa Bay Poetry Council and act as it's management and administrative body and its festivals, contests and individual poetry foundations.

ARTICLE 111 PROHIBITIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, Directors, Officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purpose set forth in ARTICLE 11 hereof. No substantial part of the activities of the Corporation shall be the carrying on 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, the Corporation shall not carry on any activities not premitted to be carried on by:

- (a) A Corporation exempt from federal income tax under 501 (c)(3) of the Internal Revenue Code, or a corresponding section of any future federal tax code; or
- b) A Corporation, contributions to which are deductible under 170 (c) (2) of the Internal Revenue Code, or a corresponding section of any future federal tax code.

ARTICLE IV
TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE V
OFFICERS AND DIRECTORS

Section 1- The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than (5) five or no more than (15) fifteen members as set out in the Bylaws of this corporation.

Section 2- The Officers and Directors of the Corporation shall be elected at an annual meeting as set out in its Bylaws.

Section 3- The terms of office shall be for such terms as set out in the Bylaws.

Section 4- The officers of the Corporation shall be; President, Vice President, Secretary, Treasurer who shall be members of the Board of Directors and shall be elected and serve terms as set out in the Bylaws.

Section 5- In addition to the Officer/Board members there shall be elected (1) to (11) additional Directors for such terms as set out in the Bylaws.

Section 6- There may be an appointed assistant secretary and/or an assistant treasurer who may or may not be members of the Board of Directors.

Section 7- The immediate past President shall serve as a voting member of the Board of Directors.

Section 8- The names and addresses of the initial Officers and Directors of the Corporation to serve until the first election of Officers and Directors are as follows:

President- Roy E. Williams	7262 Moffatt Lane No. Pinellas Park, Fl. 34665
Vice President-Esther Palmenteri	1365 Mission Circle Clearwater Fl. 34619
Secretary-Mary Pappas Williams	7262 Moffatt Lane No. Pinellas Park Fl. 34665
Treasurer-Joanna Hahamis Carlock	5611 Sir Gareth San Antonio, Texas 78218
Director-Mary Jack Miller	8090 Woodlake Drive Riverdale Drive, Ga. 30274
Director-James R. Williams	503 Stonybrooke Lane Fultondale, AL. 35068
Director-Joshlyn Gaskins	214 45th Ave St Petersburg Fl. 33703

ARTICLE VI

The name and address of the person signing the Articles of Incorporation is;

Roy E. Williams	7262 Moffatt Lane No. Pinellas Park, Fl. 34665
Mary Pappas Williams	7262 Moffatt Lane No. Pinellas park Fl. 34665
Joanna Hubamis Carlock	5611 Sir Gareth San Antonio Texas 78218

ARTICLE VII
REGISTERED OFFICE AND AGENT

The registered office of the Corporation shall be located at 7262 Moffatt Lane No. Pinellas Park, Fl. 34665
The Registered Agent of the Corporation at the above address shall be ROY E. WILLIAMS.

I, Roy E. Williams am familiar with and accept the duties, obligations and responsibilities of, Section 607.0505, of the Florida statutes.

Signature Roy E. Williams Date June 12, 1985

ARTICLE VIII
MEMBERS

Membership shall be open to any and all persons exhibiting a commitment to the enhancement of poetry in the Tampa Bay area, through local, state wide and/or national efforts and demonstrated actions. Criteria for eligibility shall be set out in the by-laws which may be changed from time to time.

ARTICLE IX
BY-LAWS

The By-Laws of the Corporation shall be adopted at the first regular meeting of the Corporation and amended only at an annual or special meeting called for that purpose with such notice and as set out in the By-laws.

ARTICLE X
AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended at an annual or special meeting called for that purpose with such notice and as set out in the By-laws.

ARTICLE XI
CORPORATE POWERS

The Corporation shall have all powers enumerated in Chapter 617 of the Laws of the State of Florida and such other powers as may now or hereafter be provided by and to the extent such law is not inconsistent with the purpose and prohibitions set out herein.

ARTICLE X11
INDEMNIFICATION

The Corporation shall indemnify Directors and Officers of the Corporation, including former Directors and Officers to the full extent permitted by law.

ARTICLE XIII
PRIVATE FOUNDATION STATUS

Section 1. If this Corporation shall ever be deemed to be a private foundation, then:

A. REQUIRED DISTRIBUTION OF INCOME: For each taxable year, the Corporation shall distribute its income in such a manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954 or corresponding provisions or any subsequent federal tax laws.

B. PROHIBITIONS AGAINST SELF-DEALING: The Corporation or any successor organization deemed to be a private foundation, and any disqualified person, are prohibited from engaging in any act of self-dealing.

The term "self-dealing" means any direct or indirect:

(1) Sale or exchange or leasing of property between a private foundation and a disqualified person. The transfer of real or personal property by a disqualified to a private foundation shall be treated as a sale or exchange if the property is subject to a mortgage or similar lien which the foundation assumes or if it subject to a mortgage or similar lien which a disqualified person placed on the property within the ten(10)year period ending on the date of transfer

(2) Lending of money or other extension of credit between a private foundation and a disqualified person; provided, however, that the lending of money by a disqualified person to a private foundation shall not be an

act of self-dealing if the loan is without interest or other charge and if the proceeds of the loan are used exclusively for purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

(3) Furnishing of goods, services, or facilities between a private foundation and a disqualified person; provided however, that the furnishing of goods, services or facilities by a disqualified person to a private foundation shall not be an act of self-dealing if the furnishing is without charge and if the goods, services or facilities so furnished are exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended; and provided, also, that the furnishing goods, services or facilities by a private foundation to a disqualified person shall not be an act of self-dealing if such furnishing is made on a basis no more favorable than that on which such goods, services or facilities are made available to the general public.

(4) Payment of compensation (or payment or reimbursement of expenses) by a private foundation to a disqualified person; provided, however, except in the case of a government official, that the payment of compensation (and the payment or reimbursement of expenses) by a private foundation to a disqualified person for personal services which are reasonable and necessary to carry out the exempt purpose of the private foundation shall not be an act of self-dealing if the compensation (or payment or

reimbursement of expenses) is not excessive.

(5) Transfer to, or use by or for the benefit of, a disqualified person of the income or assets of the private foundation.

(6) Agreement by a private foundation to make a payment of money or other property to a government official, other than an agreement to employ such individual for any period after the termination of his government service within ninety (90) day period; provided however, that in the case of a government official, this subparagraph shall not apply under those conditions specified in Section 4946(d)(2)(G) of the Internal Revenue Code of 1954, as amended.

(7) Any transaction between a private foundation and a corporation which is disqualified person, pursuant to any corporate adjustment, organization, or reorganization shall not be an act of self-dealing if all the securities of the same class as that held by the foundation are subject to the same terms and such terms provide for receipt by the foundation of no less than fair market value'

C. PROHIBITION AGAINST EXCESS BUSINESS HOLDINGS: This Corporation, or any successor organization deemed to be a private foundation, is prohibited from maintaining excess business holdings, whether such holdings are in stock or any other interest.

The term "excess business holdings" means, with respect to the holdings of this Corporation, or any successor organization deemed to be a private foundation, the amount

of stock or other interest in the enterprise which the Corporation or other foundation would have to dispose of to a person other than a disqualified person in order for, the remaining holdings of the foundation in such enterprise to be permitted holdings.

D. PROHIBITION AGAINST INVESTMENTS WHICH JEOPARDIZE CHARITABLE PURPOSE: This Corporation, or any successor organization deemed to be a private foundation is prohibited from making, maintaining or retaining any investment in any amount in such a manner as to jeopardize the carrying out of its exempt purpose; provided, however, that an investment shall not be considered an investment which jeopardizes the carrying out of the exempt purpose if the primary purpose of the investment is to accomplish one or more of the purposes described in Section 170(c)(2)(B) Of the Internal Revenue Code of 1954, as amended, and no significant purpose of which is the production of income or the appreciation of property.

E. PROHIBITION AGAINST TAXABLE EXPENDITURES; The Corporation, or any successor organization deemed to be a private foundation, is prohibited from making or causing to be made, a taxable expenditure. The term "taxable expenditure" means any amount paid or incurred by this Corporation, or a successor organization deemed to be a private foundation:

- (1) To carry on propaganda, or otherwise to attempt to

influence legislation, within the meaning of Section 4945(a) of the Internal Revenue Code, of 1954, as amended;

(2) Except as provided in subsection (f) of Section 4945 of the Internal Revenue Code, of 1954, as amended, to influence the outcome of any specific election or to carry on , directly, or indirectly, any voter registration drive;

(3) As a grant to an individual for travel, study or other similar purposes by such individuals, unless such grant satisfies the requirements of subsection (g) of Section 4945 of the Internal Revenue Code of 1954 as amended

(4) As a grant to an organization (other than an organization described in paragraphs (1), (2) or (3) of Section 509(a) of the Internal Revenue Code of 1954, as amended), unless a private foundation exercises expenditure responsibility with respect to such grant in accordance with subsection (h), Section 4945 of the Internal Revenue Code of 1954, as amended; or

(5) For any purpose other than a contribution, trust or community chest, fund or foundation organized exclusively for religious, charitable, scientific, literary or educational purpose or for the prevention of cruelty to children or animals.

Section 2- Definitions of all words, phrases, terms and clauses used herein regarding prohibitions and requirements as a private foundation shall have the same meaning as they have in Sections 507 through 509 and 4940 through 4946 of the Internal Revenue Code of 1954, as amended, and Treasury Department Regulations adopted pursuant thereto or in amplification thereof, which definitions and interpretations are incorporated herein by reference and are of the same force and effect as if they had been expressly contained and set forth herein.

ARTICLE XV

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 the assets of the Corporation exclusively for the purpose of the Corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office is located, exclusively for such purposes or to such organization or organizations as the Court shall determine, which are organized and operated exclusively for such purpose. Further, the Corporation will not engage in any activities not permitted by organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

IN WITNESS WHEREOF, We Roy E. Williams, Mary Pappas Williams and Joanna Hahamis Carlock the undersigned, being the original subscribing incorporators herein above named, have here unto set our hands and seals on this 22nd day of April, 1995, for the purpose of forming this not for profit Corporation under the laws of Florida to do business both within and without the State of Florida, does hereby make and file in the office of the Secretary of State of the State of Florida these Articles Of Incorporation, and certifies that the facts stated therein are true.


ROY E. WILLIAMS


MARY PAPPAS WILLIAMS


JOANNA HAHAMIS CARLOCK

STATE OF FLORIDA
COUNTY OF PINELLAS:

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments in the State and County aforesaid, personally appeared ROY E. WILLIAMS, MARY PAPPAS WILLIAMS and JOANNA HAHAMIS CARLOCK to me known to be the person described in and who executed the foregoing Articles of Incorporation as subscriber, and they he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State above named on this 22 day of April, 1995


NOTARY PUBLIC

My commission expires

