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CORPORATION
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ARTICLES OF INCORPORATION

OF

THE SIESTA SAND DOLLARS, INC.

(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 OF CORPORATION

The name of the Corporation shall be:

The Siesta Sand Dollars, Inc.

II. MAILING ADDRESS AND BUSINESS ADDRESS

The principal place of business and the mailing address of the Corporation shall be:

3451 Queens Street, #618
Sarasota, Florida 34231

III. PURPOSES

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, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for charitable purposes, including:

(a) To distribute property in accordance with the terms of gifts, bequests, or devises made to the corporation which are not inconsistent with its purposes;

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Clifford M. King
100 Wallace Avenue, Suite 380
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(b) To modify any restriction or 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.

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, the corporation shall not carry on any 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

IV. MEMBERSHIP

The corporation shall have members. The qualifications for members and the manner of their admission shall be as stated in the Bylaws.

V. BOARD OF DIRECTORS

(a) The affairs of the corporation shall be managed by a board of directors consisting of not less than three (3) persons, as determined pursuant to provisions of the Bylaws.

(b) The directors shall be elected pursuant to the manner stated in the Bylaws.

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

Victoria Riley
3451 Queens Street, #618
Sarasota, FL 34231

Andy Reeves
6530 Sabal Drive
Sarasota, FL 34242

Ken Voegolin
7457 Curtiss Avenue
Sarasota, FL 34231

Debra Sanders
3451 Queens Street #712
Sarasota, FL 34231

VI. CORPORATE EXISTENCE

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

VII. 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.

VIII. REGISTERED OFFICE

The street address of the initial registered office of the corporation is 3451 Queens Street, #618, Sarasota, FL 34231, and the name of the initial registered agent of this corporation at that address is Victoria Riley.

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IX. INCORPORATORS

The names and addresses of the incorporators to these Articles of Incorporation are as follows:

Victoria Riley
3451 Queens Street, #618
Sarasota, FL 34231

Andy Reeves
6530 Sabal Drive
Sarasota, FL 34242

Ken Voegelin
7457 Curtiss Avenue
Sarasota, FL 34231

Debra Sanders
3451 Queens Street #712
Sarasota, FL 34231

X. COMMITTEES

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

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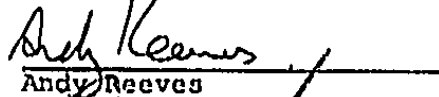
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IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 29th day of MARCH, 1996


Victoria Riley


Ken Voegelin


Andy Reeves


Debra Sanders

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

By execution hereof, the undersigned accepts appointment as Registered Agent of the Corporation, and acknowledges that he is familiar with the obligations of that position.


Victoria Riley
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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