

N9700000 7145
WARNER, FOX, SEELEY, DUNGEY & SWEET
L.L.P.

RICHARD J. DUNGEY*
M. LANNING FOX*
GARY L. SWEET
THOMAS E. WARNER**
TIM B. WRIGHT

ROBERT L. SEELEY
AARON A. FOOSANER
OF COUNSEL

*BOARD CERTIFIED REAL ESTATE LAWYER
**BOARD CERTIFIED CIVIL TRIAL LAWYER

1100 S. FEDERAL HIGHWAY
P.O. DRAWER 6
STUART, FLORIDA 34995-0006
(561) 287-4444
TELEFAX (561) 220-1489

ST. LUCIE COUNTY OFFICE
PORT ST. LUCIE PROFESSIONAL BUILDING
8515 SOUTH FEDERAL HIGHWAY
PORT ST. LUCIE, FLORIDA 34952
(561) 878-3814
TELEFAX (561) 879-6327

DEBORAH B. BEARD
KENNETH W. FROMKNECHT, II
LOUIS E. LOZEAU, JR.
WILLIAM R. PONSOLDT, JR.
***BETH TEARDO PRINZ

JUPITER (561) 744-6499

***BOARD CERTIFIED WILLS, TRUSTS
& ESTATES LAWYER

December 5, 1997

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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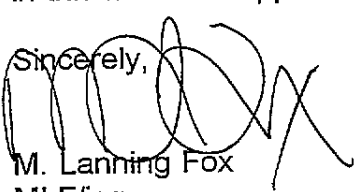
Re: Articles of Incorporation of The Arts Foundation for Martin County, Inc.

Ladies/Gentlemen:

Enclosed are the original and copy of the Articles of Incorporation for the captioned corporation, together with the firm's check in the amount of \$157.50 in payment of the filing and certified copy fees.

Please return a certified copy of the Articles of Incorporation to this office. Your attention in this matter is appreciated.

Sincerely,


M. Lanning Fox
MLF/jsg

Enclosures

pc: Mary Shaw

FILED
97 DEC 24 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

308,2287,2550
N97-27951

B. REGISTER DEC 26 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 15, 1997

M. LANNING FOX, ESQ.
WARNER, FOX, SEELEY, DUNGEY, ET AL
POST OFFICE DRAWER 6
STUART, FL 34995-0006

SUBJECT: THE ARTS FOUNDATION FOR MARTIN COUNTY, INC.
Ref. Number: W97000027951

We have received your document for THE ARTS FOUNDATION FOR MARTIN COUNTY, INC. and check(s) totaling \$157.50. However, your check(s) and document are being returned for the following:

The corporate fees are as follows:

CORPORATIONS FILING FEES

Profit and NonProfit
Florida & Foreign Corp.

Filing Fees	\$35.
Registered Agent Designation	\$35.
Certified Copy	\$52.50
Total Fee Due	\$122.50

Please return the original and one copy of 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 (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 397A00058956

EFFECTIVE DATE
1-1-98

FILED
97 DEC 24 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
THE ARTS FOUNDATION FOR MARTIN COUNTY, INC.
A FLORIDA CORPORATION NOT FOR
PROFIT
ARTICLE 1.

NAME AND MAILING ADDRESS

The name of this Corporation is THE ARTS FOUNDATION FOR MARTIN COUNTY, INC. The mailing address is: 1100 S. Federal Highway, Stuart, FL 34994.

ARTICLE II.
ENABLING LAW

This Corporation is organized pursuant to the Florida Not For Profit Corporation, set forth in Chapter 617 of the Florida Statutes.

ARTICLE III.
PURPOSES

A. The purposes for which this Corporation is organized are exclusively charitable, scientific and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, including the support of the programs, services, activities, interests and organizations of the Martin County Council for the Arts, Inc., a Florida corporation not for profit, which is organized and operated generally to develop, coordinate and promote the cultural arts in Martin County, Florida. The Corporation shall develop, establish and continue activities and programs which will enable and assist the Martin County Council for the Arts, Inc., a Florida corporation not for profit, to accomplish its charitable educational research and scientific goals and objectives.

B. No dividends shall be paid, and no part of the income of the Corporation shall be distributed or inure to the benefit of any member, trustee or officer.

C. This Corporation shall have and exercise all rights and powers conferred upon Corporations under the laws of the State of Florida; provided, however, that this Corporation is not empowered to engage in any activity that in itself is not in furtherance of its purpose as set forth in Paragraph A of this Article.

D. Other provisions of these Articles of Incorporation notwithstanding, the Corporation shall 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 1954 or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE IV.

T E R M

This Corporation shall have a perpetual existence.

ARTICLE V.

INCORPORATORS

The names and residences of the subscribers to these Articles of Incorporation are as follows:

M. Lanning Fox
1100 S. Federal Highway
Stuart, Florida 34997

Samia Ferraro
40 S.E. St. Lucie Boulevard
Stuart, Florida 34996

William Rolo
4154 S.E. Fairway East
Stuart, Florida 34997

ARTICLE IV.

MEMBERSHIP

The members of this Corporation from time to time shall be those persons who are then serving as directors of the Martin County Council for the Arts, Inc., a Florida corporation not for profit.

ARTICLE VII.

MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Trustees. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Trustees, who need not be members of this Corporation. The Corporation shall have three (3) Trustees initially. The number of Trustees herein provided for may be either increased or diminished from time to time by Bylaw duly adopted, but shall never be more than twenty-one (21) nor less than three (3). Trustees shall be elected by the membership at the annual meeting as provided in the Bylaws. The names and addresses of the persons constituting the first Board of Trustees who are to act in that capacity until the selection of their successors are:

M. Lanning Fox
1100 S. Federal Highway
Stuart, Florida 34997

Samia Ferraro
40 S.E. St. Lucie Boulevard
Stuart, Florida 34996

William Rolo
4154 S.E. Fairway East
Stuart, Florida 34997

B. Elective Officers. The officers of this Corporation shall be a president, vice president, secretary, and treasurer. Other offices and officers may be established or appointed by members of this Corporation at any regular annual meeting. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the bylaws. The officers who are to serve until the first meeting of the members under the Articles of Incorporation are:

Samia Ferraro, President
M. Lanning Fox, Secretary
William Rolo, Treasurer

C. Executive Committee. The Board of Trustees is authorized to designate an Executive Committee composed of such number of the members of the Board as the Board may determine from time to time, but in any event not less than three (3) nor more than seven (7). The Executive Committee shall exercise all authority of the Board of Trustees as to all matters whatsoever, except if expressly and specifically prohibited or limited by law, and except as to matters set forth in Articles IX, X and XI hereof, for which a specific vote of a quorum of the entire Board of Trustees shall be required.

ARTICLE VIII.

LOCATION OF REGISTERED

OFFICE; IDENTIFICATION OF REGISTERED AGENT

A. The address of this Corporation's initial registered office in the State of Florida is 1100 South Federal Highway, Stuart, Florida 34997.

B. The name of this Corporation's initial registered agent at the above address is M. Lanning Fox.

ARTICLE IX.

BYLAWS

Bylaws will be hereinafter adopted at the first meeting of the Board of Trustees. Such Bylaws may be amended or repealed, in whole or in part, in the manner provided therein. Any amendments to the Bylaws shall be binding on all members of this Corporation.

ARTICLE X.

AMENDMENT OF ARTICLES

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

ARTICLE XI.
DISSOLUTION

In the event of dissolution of this Corporation, property of the Corporation shall be distributed in such shares as the Board of Trustees may in their sole discretion then determine to one or more organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax laws, or to the federal, state or local government for exclusive public use.

ARTICLE XII.
INDEMNIFICATION

Every Trustee, officer and member of this corporation shall be indemnified by the Corporation to the fullest extent of the law against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or settlement of any proceeding to which he may become involved by reason of being or having been a Trustee, officer or member of this Corporation, whether or not he is a Trustee, officer or member at the time such expenses are incurred.

The undersigned constituting the subscribers of this Corporation, for the purpose of forming this corporation not for profit under the laws of the State of Florida, have executed these Articles of Incorporation this 15 day of December, 1997.

ARTICLE XIII EFF. DATE

The corporation will be effective 1/1/98.

Samia Ferraro
SAMIA FERRARO

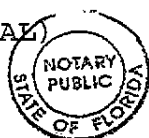
M. Lanning Fox
M. LANNING FOX

William Rolo
WILLIAM ROLO

STATE OF FLORIDA
COUNTY OF MARTIN

Before me, the undersigned officer, personally appeared Samia Ferraro, M. Lanning Fox and William Rolo, who being first duly sworn acknowledged that ~~he is the person~~ ^{they are the people} described in and who executed the foregoing Articles of Incorporation and that they executed the same for the purposes therein expressed. All of the above are personally known to me. Witness my hand and seal this 15 day of December, 1997.

(NOTARY SEAL)



KIM N. KYJE
My Comm Exp. 5/16/98
Bonded By Service Ins
No. CC385546

☐ Personally Known ☒ Not Known

Kim N. Kye
Name:

Notary Public

State of Florida at Large

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 15 day of December, 1997.



M. LANNING FOX
Registered Agent

FILED
97 DEC 24 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA