

# N99000003424

PADEREWSKI, DANNHEISSER & SWEETING, P.A.

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May 26, 1999

100002889311--2  
-05/28/99--01042--003  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Pridefest Sarasota/Manatee/Charlotte, Inc.

Dear Sir:

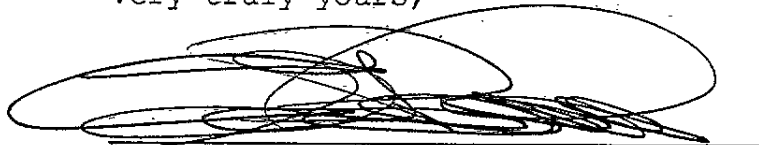
Please find enclosed an original and duplicate of the Articles of Incorporation for the above-captioned nonprofit corporation, together with a check in the amount of \$122.50 to cover the following items:

Filing Articles of Incorporation	\$ 35.00
Registered Agent Filing Fees	\$ 35.00
Certified Copies of Articles	\$ 52.50
Total	\$122.50

I would appreciate your returning a certified copy to me.

Thank you for your cooperation.

Very truly yours,



ALEXANDER G. PADEREWSKI

AGP/lmt

Enclosure

FILED  
99 MAY 28 AM 8:45  
TALLAHASSEE, FLORIDA

agc 6/4

ARTICLES OF INCORPORATION OF  
PRIDEFEST SARASOTA/MANATEE/CHARLOTTE, INC.  
A FLORIDA NONPROFIT CORPORATION

FILED  
99 MAY 28 AM 8:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE ONE  
NAME

The name of this Corporation is PRIDEFEST SARASOTA/MANATEE/CHARLOTTE, INC.

ARTICLE TWO  
STATEMENT OF CORPORATE NATURE

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit law set forth in Part I of Chapter 617 of the Florida Statutes.

ARTICLE THREE  
GENERAL AND SPECIFIC PURPOSES

(a) The specific and primary purposes for which this corporation is formed to operate for the advancement of charity and education and for other charitable purposes, by the distribution of its funds for such purposes, and particularly for furthering youth sports activities.

(b) The general purposes for which the corporation is formed are to operate exclusively for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE FOUR  
TERM

This corporation shall have a perpetual existence.

ARTICLE FIVE  
MEMBERSHIP

The corporation shall have a membership distinct from the board of trustees. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be set forth in the bylaws.

ARTICLE SIX  
SUBSCRIBERS

The name and residence address of the subscriber of this corporation is as follows:

Jeff Taylor - President  
7806 34<sup>th</sup> Street, East  
Sarasota, Florida

ARTICLE SEVEN  
LOCATION OF PRINCIPAL OFFICE  
AND IDENTIFICATION REGISTERED AGENT

(a) The county in the State of Florida where the principal office for the transaction of the business of this corporation is to be located is 7806 34<sup>th</sup> Street, East, Sarasota, Sarasota County.

(b) The name and address of this corporation's registered agent is Alexander G. Paderewski at 1834 Main Street, Sarasota, Florida 34236.

ARTICLE EIGHT  
MANAGEMENT OF CORPORATE AFFAIRS

(a) *CBoard of Trustees.* The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of trustees. The number of trustees of the corporation shall be nine; provided, however, that such number may be changed by a bylaw duly adopted by the members.

The trustees named herein as the first board of trustees shall hold office until the first meeting of members, to be held on \_\_\_\_\_, 1999, at 10 o'clock A.M., at 1834 Main Street, Sarasota, Florida, at which time an election of trustees shall be held.

Trustees elected at the first annual meeting, and at all times thereafter, shall serve for a term of three years until the third annual meeting of members following the election of trustees and until the qualification of the successors in office.

Annual meetings shall be held at 10 o'clock A.M. on the first Monday in February of each year at the principal office of the corporation, or at such other place or places as the board of trustees may designate from time to time by resolution.

Any action required or permitted to be taken by the board of trustees under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of trustees without a meeting and that the articles of incorporation and bylaws of this corporation authorize the trustees to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such first members of the board of trustees are as follows:

Jeff Taylor  
7806 34<sup>th</sup> Street, East  
Sarasota, Florida 34243

Ron Carter  
599 North Lime Ave  
Sarasota, Florida 34237

Trish Griffin  
1314 10th Street  
Sarasota, Florida 34236

(b) *CCorporate Officers.* The board of trustees shall elect the following officers: president, vice president, treasurer, secretary, and such other officers as the bylaws of this corporation may authorize the trustees to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of trustees. Until such election is held, the following persons shall serve as corporate officers:

President  
Jeff Taylor  
7806 34<sup>th</sup> Street, East  
Sarasota, Florida 34243

Vice-President  
Ron Carter  
599 North Lime Avenue  
Sarasota, Florida 34237

Secretary/Treasurer  
Trish Griffin  
1314 10th Street  
Sarasota, Florida 34236

ARTICLE NINE  
BY LAWS

Subject to the limitations contained in the bylaws, and any limitations set forth in the Corporations Not for Profit law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of trustees or by following the procedure set forth therefor in the bylaws.

ARTICLE TEN  
DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE ELEVEN  
DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provision of any subsequent federal tax laws.

ARTICLE TWELVE  
AMENDMENT OF ARTICLES

Amendments to these articles of incorporation may be proposed by resolution adopted by the board of trustees and presented to quorum of members for their vote. Amendments may be adopted by the vote of two-thirds of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, and including all the persons herein named as the subscribers of this corporation, for the purpose of forming this nonprofit charitable corporation under the Laws of Florida have

executed these articles of incorporation on \_\_\_\_\_,  
1999.

Jeff Taylor - President

STATE OF FLORIDA  
COUNTY OF SARASOTA

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Jeff Taylor, known to me to be the person who executed the foregoing Articles of Incorporation, and he has acknowledged before me that he executed same.

WITNESS my hand and official seal in the State and County last aforesaid this 24 day of May, 1999.

Laurie M. Thomas  
Notary Public  
State of Florida

My Commission Expires:



Laurie M. Thomas  
Commission # GG818175  
Expires Apr. 16, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc.

**ACCEPTANCE**

Having been named to accept service of process for PRIDEFEST SARASOTA/MANATEE/CHARLOTTE, INC. at the place indicated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATE: May 24, 1999

Alexander G. Paderewski

ALEXANDER G. PADEREWSKI

FILED  
99 MAY 28 AM 8:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA