

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA NON-PROFIT CORPORATION

Friends of the Think-Tank, Inc.

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ARTICLES OF INCORPORATION
of
FRIENDS OF THE THINK-TANK, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida applicable to corporations not for profit, and we do make and subscribe the following Articles of Incorporation:

ARTICLE ONE
NAME AND ADDRESS

The name of this corporation shall be FRIENDS OF THE THINK-TANK, INC.

The address of the principal office of this corporation is: c/o Jack Perkins, 3916 Casey Key Road, Nokomis, FL 34275; and its mailing address is: Friends of the Think Tank, Inc., c/o Jack Perkins, 3916 Casey Key Road, Nokomis, FL 34275.

ARTICLE TWO
PURPOSE

This is a non-profit corporation organized solely for general charitable and eleemosynary purposes pursuant to Chapter 617, Florida Statutes (2000).

(a) The specific and primary purposes for which this corporation is formed are as follows:

- 1) To plan, establish and operate a not-for-profit studio/workshop for creative arts and sciences at Blackburn Point, Florida.

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

(c) This corporation shall have and exercise all rights and powers conferred on corporations not for profit under the laws of the State of Florida which are in effect at the time of filing of the Articles of Incorporation and specifically those powers set forth in Chapter 617, Florida Statutes, (2000 Supp.), provided, however, that this corporation is not empowered to engage in any activity which in itself is not in furtherance of its purposes as set forth in subparagraphs (a) and (b) of this Article Two. Additionally, this corporation shall have the power to purchase, lease, or otherwise acquire, improve, construct, own, hold, use, maintain, operate, exchange, encumber, sell, convey, or otherwise dispose of, real and personal property of every kind, nature, or description, as may be necessary or desirable to promote the primary purpose of this corporation; and to make and perform contracts of every kind

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for any lawful purpose without limit as to amount, with any person, firm, association, corporation, municipality, state, government, or municipal or political subdivision.

(d) No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation, and on liquidation or dissolution, all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to such fund, foundation, or corporation organized and operated for charitable purposes as the board of trustees shall determine under Internal Revenue Code Section 501 subdivision (c)(3), or as the same may be amended.

(e) This corporation shall not, as a substantial part of its activities, carry on propaganda, or otherwise attempt, to influence legislation.

(f) This corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

(g) The corporation shall not engage in any act of self dealing as defined in Section 4941 subdivision (d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(h) The corporation shall not retain any excess business holdings as defined in Section 4943 subdivision (c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(i) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(j) The corporation shall not make any taxable expenditures as defined in Section 4945 subdivision (d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(k) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

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ARTICLE THREE
REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The registered office and the street address for the initial registered office of the corporation is as follows:

Jack Perkins
3916 Casey Key Road,
Nokomis, FL 34275

The name of its initial registered agent at such address is Jack Perkins.

ARTICLE FOUR
TERM OF CORPORATION

The term for which this corporation shall exist shall be perpetual or until the corporation shall be dissolved in accordance with the provisions of law.

ARTICLE FIVE
QUALIFICATIONS OF MEMBERS

The qualifications of members and the manner of admitting members shall be as follows: Each individual or legal entity who is nominated by a member and who is accepted for membership by an admissions committee, appointed for that purpose by the President, shall upon the payment of dues as provided for in the Bylaws of this corporation be a member for the calendar year in which the contribution was made and succeeding years upon the payment of membership dues as provided for in the Bylaws of the corporation. Each member of the corporation shall be entitled to one vote at all membership meetings. The Bylaws may provide for honorary membership for individuals who do not qualify for membership in the corporation but who are deemed worthy of such office by the Board of Directors who are authorized to appoint honorary members.

ARTICLE SIX
SUBSCRIBERS TO CORPORATION

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

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NAME	ADDRESS
John Seerey-Lester	3913 Casey Key Road, Nokomis, FL 34275
Jack Perkins	3916 Casey Key Road, Nokomis, FL 34275
Mario Messina	4029 Casey Key Road, Nokomis, FL 34275
Lynn Bodner	3250 Casey Key Road, Nokomis, FL 34275
Harvey Morris	3105 Casey Key Road, Nokomis, FL 34275
Judy Johnson	224 Palmetto Avenue Osprey, FL 34229
Syd Adler	9100 Fruitville Road Sarasota, FL 34240
John Lambie	410 Dona Drive Nokomis, FL 34275

ARTICLE SEVEN
BOARD OF DIRECTORS

The affairs of the corporation are to be managed by a Board of Directors comprised of not less than three individual members of the corporation and they shall be elected by the members at the annual meeting of the corporation, the number of directors and the time and place of the election of directors to be fixed and established in the Bylaws of the corporation from time to time. The Board of Directors annually shall elect from among the membership of said Board a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as shall be established and provided for in the Bylaws.

ARTICLE EIGHT
COMMITTEES

The Bylaws of the corporation may from time to time establish committees as well as their powers and duties. The Bylaws may further establish procedures for the election or appointment of members to the committees established therein.

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ARTICLE NINE
NAMES OF OFFICERS

The Bylaws of this corporation may from time to time establish offices of the corporation, as well as their powers and duties. The Bylaws may from time to time fix and establish procedures for elections to fill the offices established therein. The names of the officers who shall serve until the first election pursuant to these Articles of Incorporation are the following:

President	Jack Perkins
Vice President	Judy Johnson
Secretary	Mario Messina
Treasurer	Mario Messina

ARTICLE TEN
NUMBER CONSTITUTING THE FIRST BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be NUMBER, and the names and residences of the persons who shall serve as directors until the first election hereunder are the following:

NAME	ADDRESS
John Seerey-Lester	3913 Casey Key Road, Nokomis, FL 34275
Jack Perkins	3916 Casey Key Road, Nokomis, FL 34275
Mario Messina	4029 Casey Key Road, Nokomis, FL 34275
Lynn Bodner	3250 Casey Key Road, Nokomis, FL 34275
HarveyMorris	3105 Casey Key Road, Nokomis, FL 34275
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John Lambie	410 Dona Drive Nokomis, FL 34275

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ARTICLE ELEVEN
BYLAWS

The Board of Directors shall have the power to make, adopt, alter, amend and rescind the Bylaws of the corporation.

ARTICLE TWELVE
AMENDMENTS

The Board of Directors of this corporation have the power to adopt amendments to these Articles of Incorporation by a majority vote of the directors then in office subject, however, to the statutory requirement for approval by and filing with the Secretary of State of the State of Florida.

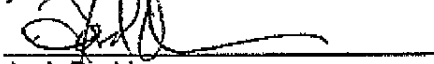
ARTICLE THIRTEEN
DISTRIBUTION OF ASSETS ON DISSOLUTION

This corporation is one which does not contemplate pecuniary gain or profit to the members thereof and it is organized solely for non-profit purposes. On the winding up and dissolution of this corporation, after payment of or adequate provision for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation, which is organized and operated exclusively for charitable and/or scientific purposes and which has established its tax-exempt status under Section 501, Subdivision (c)(3) of the Internal Revenue Code. If this corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Circuit Court of the county in which this corporation's principal office is located, on petition therefor by any one of the last Board of Directors.

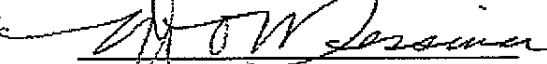
We, the undersigned, constituting the incorporators of this corporation, and including all the persons named herein as the subscribers, for the purpose of forming this non-profit charitable and eleemosynary corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 22 day of March, 2002.



John Seafey Lester



Jack Perkins

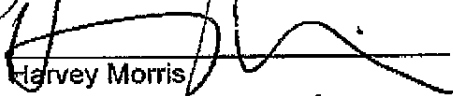


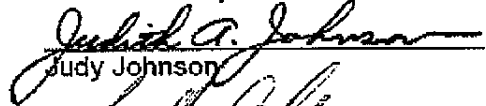
Mario Messina

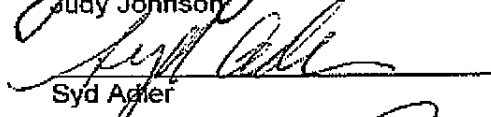
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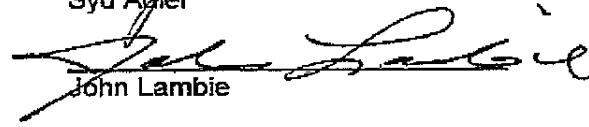
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Lynn Bodner


Harvey Morris


Judy Johnson


Syd Adler


John Lambie

**CERTIFICATE
DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

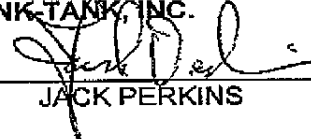
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That **FRIENDS OF THE THINK-TANK, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Certificate of Incorporation, at City of Nokomis, County of Sarasota, State of Florida, has named:

JACK PERKINS

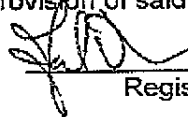
located at 3916 Casey Key Road, Nokomis, Florida 34275 County of Sarasota, State of Florida, as its agent to accept service of process within this state.

FRIENDS OF THE THINK-TANK, INC.

By: 
JACK PERKINS

ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Registered Agent

206381

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