# State of Florida

## Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of THE WEST PASCO QUILTERS' GUILD, INC., a corporation organized under the Laws of the State of Florida, filed on May 31, 1991, as shown by the records of this office.

The document number of this corporation is N43663.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
31st day of May, 1991.

Jim Smith

**Jim Smith**
Secretary of State

GREAT SEAL OF THE STATE OF FLORIDA
IN GOD WE TRUST

CR2EO22 (2-91)

FILED
1991 MAY 31 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

# ARTICLES OF INCORPORATION
# OF
# THE WEST PASCO QUILTERS' GUILD, INC.

## ARTICLE I
## CORPORATE NAME

The name of the corporation is THE WEST PASCO QUILTERS' GUILD, INC.

## ARTICLE II
## CORPORATE NATURE

This is a nonprofit corporation, organized solely for general educational and charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

## ARTICLE III
## DURATION

The term of existence of the corporation is perpetual.

## ARTICLE IV
## GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

A. For the advancement of charity, education and any other related corresponding charitable purposes by the distribution of its funds for such purposes.

B. To develop and foster fellowship and goodwill; educate and enlighten the general public of quilt making.

C. To operate exclusively in any other manner 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, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

(Optional)

ARTICLE V

AUTHORIZED CAPITAL STOCK DIVIDENDS

A. This corporation shall be authorized to issue ONE THOUSAND (1,000) shares of stock having a par value of ONE ($1.00) DOLLAR each.

B. All stock certificates issued by the corporation shall contain a statement on the face thereof that it is a nonprofit corporation and a description of any preferential rights of stockholders. If such shares are restricted as to their sale or purchase, the stock certificates shall bear a legend stating that such shares are restricted in the manner described in the bylaws or agreement shall be provided to all stockholders.

C. Except as otherwise prescribed by Florida law, each share shall entitle the holder thereof to one vote.

ARTICLE VI

MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be four (4), provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualifications of the successors in office. Annual meetings shall be held at 12:00 PM on the first (1st) day of July of each year at 9345 Lake Christina Lane, Port Richey, Florida 34668, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors 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 Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie of evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

| Name | Address |
|---|---|
| NORMA S. SLEVIN | 9345 Lake Christina Lane<br>Port Richey, FL 34668 |
| ADELE BRADLEE | 6131 Bayside Drive<br>New Port Richey, FL 34652 |
| EDITH MARGARET WEST | 7610 Fairlawn Drive<br>Bayonet Point, FL 34667 |
| MARY H. UNDERWOOD | 11220 Rollingwood Drive<br>Port Richey, FL 34668 |

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

| Name | | Address |
|---|---|---|
| President: | NORMA S. SLEVIN | 9345 Lake Christina Lane<br>Port Richey, FL 34668 |
| Vice President: | ADELE BRADLEE | 6131 Bayside Drive<br>New Port Richey, FL 34652 |
| Secretary: | EDITH MARGARET WEST | 7610 Fairlawn Drive<br>Bayonet Point, FL 34667 |
| Treasurer: | MARY H. UNDERWOOD | 11220 Rollingwood Drive<br>Port Richey, FL 34668 |

ARTICLE VII

EARNINGS AND ACTIVITIES OF CORPORATION

A. 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 to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

B. 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.

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

## ARTICLE VIII

## DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, 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 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

MEMBERSHIP

The qualifications for members and the manner of their admission shall be regulated by the bylaws for this corporation.

ARTICLE X

SUBSCRIBERS

The names and residence addresses of the Subscribers of this corporation are as follows:

| Name | Address |
|---|---|
| NORMA S. SLEVIN | 9345 Lake Christina Lane<br>Port Richey, FL 34668 |
| ADELE BRADLEE | 6131 Bayside Drive<br>New Port Richey, FL 34652 |
| EDITH MARGARET WEST | 7610 Fairlawn Drive<br>Bayonet Point, FL 34667 |
| MARY H. UNDERWOOD | 11220 Rollingwood Drive<br>Port Richey, FL 34668 |

ARTICLE XI

AMENDMENT OF BY-LAWS

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

## ARTICLE XII

## DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious, educational, 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 XIII

## REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 8921 Andros Lane, Port Richey, Florida 34668 and the name of its registered agent at said address shall be ALICE GAVRILOVICH.

## ARTICLE XIV

## AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Law of this corporation.

We, the undersigned, being the Subscribers and Incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 7 day of May, 1991.

WITNESSED BY:

Genevieve N. Miller

Cathy L. Henderson

Norma S. Slevin
NORMA S. SLEVIN

Adele P. Bradlee
ADELE BRADLEE

Edith Margaret West
EDITH MARGARET WEST

Mary H. Underwood
MARY H. UNDERWOOD

Alice Gavrilovich
ALICE GAVRILOVICH,
Registered Agent

STATE OF FLORIDA

COUNTY OF PASCO

BEFORE ME, the undersigned authority, personally appeared and NORMA S. SLEVIN, ADELE BRADLEE, EDITH MARGARET WEST, MARY H. UNDERWOOD and ALICE GAVRILOVICH to me known to be the persons who executed the foregoing Articles of Incorporation and they acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 7th day of May, 1991.

Genevieve N. Miller
NOTARY PUBLIC
My Commission Expires:

NOTARY PUBLIC; STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES JANUARY 09, 1994
BONDED THRU AGENT'S NOTARY BROKERAGE

FILED
1991 MAY 31 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at place designated in these Articles, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes relative to keeping open said registered office.

Alice Gavrilovich
ALICE GAVRILOVICH

This instrument prepared by:
DAVID C. GILMORE, ESQ.
HANKINSON & GILMORE
7634 Massachusetts Avenue
New Port Richey, Florida 34653
Telephone: (813) 849-2296