

Articles of Incorporation  
of

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The Friends of Carrollwood Community Center, Inc.  
a Florida Nonprofit Corporation

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SECTION 501(c)(3) STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporators, in order to form a nonprofit corporation under the laws of the state of Florida, adopt the following Articles of Incorporation:

Name	The name of this corporation is the Friends of Carrollwood Community Center, Inc. (herein, the "Corporation").
Principal Office	The principal place of business and mailing address of the Corporation shall be:  11380 Brookgreen Drive Tampa, FL 33624
IRC Section 501(c)(3) Purposes	This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.
Specific Purpose	The specific objectives and purposes of this Corporation shall be:  To advise and assist the Hillsborough County, Parks and Recreation Department to operate the Carrollwood Community Center by: providing volunteers; raising and disbursing funds; supporting its programs, classes, and other activities; and by generally promoting live theatre, art, music and continuing education for people of all ages.
Duration	The period of duration of the Corporation is perpetual.
Directors	The affairs of the Corporation shall be managed by a Board of Directors of not less than three persons, the number of which shall be fixed as set forth in the Bylaws of the Corporation. The Directors shall be elected annually by the Directors at a meeting prior to the annual meeting as provided in the Bylaws.
Registered Agent	The name and address of the registered agent of the Corporation are:  Thomas A. Jones 11380 Brookgreen Drive Tampa, FL 33624
Bylaws	The Directors of the Corporation shall adopt Bylaws for the conduct of its business and the carrying out of its purposes as it may deem necessary from time to time. Upon proper notice the Bylaws may be amended, altered or rescinded by approval of the majority, meaning 51% of the complete ( not quorum) Board of Directors at any regular meeting or any special meeting called for that purpose.

**Dissolution**            Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

**Limitations  
On Activities**            No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

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 these Articles.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

In any taxable year in which the Corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the Corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

**Indemnification  
Of Directors**            Any person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether or not brought by or in the right of the Corporation, by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be indemnified by the Corporation, unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful misconduct, against expenses (including attorneys' fee), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal thereof.

Expenses (including attorneys' fee) incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article.

Indemnification hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person. The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which any such person may otherwise be entitled apart from this Article.

The Board of Directors may authorize the purchase and maintenance of insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

Conflict  
Of Interest

No contract or other transaction between this Corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more of the directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

- The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or
- The contract or transaction is fair and reasonable as to this Corporation at the time it is authorized by the Board or a committee.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

Incorporators

The names and addresses of the incorporators of the Corporation are:

Kate Davis  
4215 Winding Willow Dr.  
Tampa, FL 33704

Thomas A. Jones  
4508 Viewridge Way  
Tampa, FL 33624

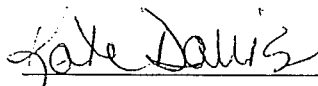
Ken Hoyt  
4610 Westford Circle  
Tampa, FL 33624

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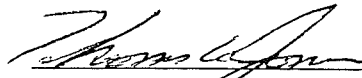
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

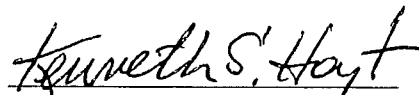
IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation this October 30, 2002.



Kate Davis  
Incorporator



Thomas A. Jones  
Incorporator



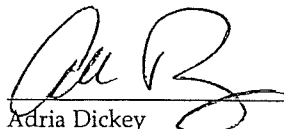
Ken Hoyt  
Incorporator

**State Of Florida  
County Of Hillsborough**

The foregoing Articles of Incorporation were acknowledged before me this 30th day of October, 2002, by Kate Davis, Thomas A. Jones, and Ken Hoyt who are personally known to me.



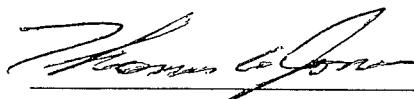
Adria Dickey  
MY COMMISSION # DD031333 EXPIRES  
April 11, 2005  
BONDED THRU TROY FAIN INSURANCE, INC



Adria Dickey  
Notary Public - State of Florida

**Acceptance  
Of Appointment**

Having been named as registered agent and to accept service of process for the above named corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I affirm that I am familiar with and accept the obligations of my position as registered agent.



Thomas A. Jones  
Registered Agent