



**ARTICLES OF INCORPORATION
OF
THE ART GUILD, INC.**

(Incorporated August 12th, 1960)

This copy of the Articles of Incorporation had been brought up to date as of October, 1965 and includes Bylaws and Amendments thereof adopted on December 20th, 1969, and Amendments to the Bylaws May 30th, 1974, June 30th, 1984, May 30th, 1990 and April 4th, 2013.

Articles of Incorporation
Of
The Art Guild, Incorporated

The undersigned subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associates themselves together to form a corporation, not for profit, under the laws of the State of Florida.

ARTICLE I

The Name of this corporation is "THE ART GUILD, INCORPORATED".

ARTICLE II

The purposes for which this corporation is organized are as follows:-

1. To bring together all persons who are active in any form of artistic expression, and all who are interested in the development of the artistic and cultural aspects of life in the Tampa Bay area.
2. To purchase, lease, hold, sell, develop, mortgage, convey and otherwise acquire and dispose of real property necessary and proper for the carrying out of the purposes of this corporation.
3. To erect, equip and maintain one or more galleries or studios so as to provide a center where such persons as above designated may meet to exchange information through lectures, criticism, instruction, displays, presentations and demonstrations, and for the storage and display of such works of art as shall be made available to the public.
4. To acquire works of art and such library and other facilities as may be necessary and suitable to the objectives above mentioned.
5. To acquire by grant, purchase, devise or bequest and gift, both real and personal property of every nature of description.

6. To invest and reinvest surplus funds of the Corporation in such securities or other property as the Directors shall from time to time determine.
7. To do each and every thing necessary, suitable and proper, in any lawful business whatsoever, in connection with the foregoing objectives; or which is calculated directly or indirectly to promote the cultural objectives of the Corporation or increase the value of its property, and hence fulfill its program of cultural enhancement of the community life or which at any time appears conducive to or expedient for the protection or benefit of this Corporation or the fulfillment in whole or in part of its objectives.

ARTICLE III

The qualifications of members shall be that all persons who subscribe to the purpose of this Corporation as set forth in this Charter, and who lend their sympathetic interest to its objectives, and shall have been approved by the Board of Directors, and shall pay such annual dues or make such grants, or gifts according to classification prescribed in the By-Laws, shall be entitled to be general or special members of this Corporation, in such categories as are established in the By-Laws. The manner of admission of members shall be by application to the Board of Directors of the Guild.

ARTICLE IV

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

Winifred O. Long	203043 rd St. So., City
Elise Wetzlar	3246 Prescott St. No., City
Mildred Ramaciotti	616 7 th Ave. No., City
Beryl Garrott	7309 Sunset Way, St. P. Beach
A.C. Earnshaw	135 22 nd Ave. S.E., City
Thomas B. Reese	7717 60 th St. N., Pin. Park

Edith G. Pearce
Edwin S. Powell

23241/2 7th St. So., City
2134 Salem Ave. No., City

ARTICLE VI

The officers who shall manage the affairs of the Corporation shall be a President, one or more Vice-Presidents, a Secretary, one or more Assistant Secretaries, a Treasurer, and such additional officers as may be from time to time determined by the Board of Directors. All of whom are to be elected by the Board of Directors at the annual meeting of the members of the Corporation. Such officers are to serve for a period of one year and until their successors are elected and qualified.

The affairs of the Corporation shall be managed by the Board of Directors through the Officers herein above set forth.

ARTICLE VII

The names of the officers who are to serve until the first election or appointment under these Articles of Incorporation are as follows:

President	Winifred O. Long
Vice-President	Elise Wetzler
Secretary-Treasurer	Mildred S. Ramaciotti
Corresponding Secretary	Beryl Garrott

ARTICLE VIII

The Board of Directors shall consist of not less than four (4) nor more than fifteen (15) members to be elected by the voting members of the Corporation, at their first annual meeting of the members, following incorporation.

Of the total number of Directors to be elected at the first annual meeting, one-third (1/3) of such number shall be elected for a term of three years; one-third (1/3) for two years; and one-third (1/3) for one (1) year.

Thereafter, one-third (1/3) of the members of the Board of Directors shall be elected by the members of this Corporation at each annual meeting of the members to fill the vacancies of the Directors whose term shall expire in that year. All Directors shall hold office until their successors have been elected and qualified. In the event of a vacancy in the Board of Directors between the dates in the annual meetings, the Board of Directors may appoint a Director to fill such vacancy until the next annual meeting of members, at which time the said vacancy shall be filled by a Director to be elected by the members to complete the unexpired term of the Director so vacating the office.

The persons constituting the first Board of Directors and their addresses, who are to serve as Directors until the first election thereof, are as follows:

E. G. Pearce	23241/2 7 th St. So., City
E. S. Powell	2134 Salem Ave. No., City
A. C. Barns haw	135 22 nd Ave., S.E., City
T. B. Reese	7717 60 th St. N.,Pin. Pk.

ARTICLE IX

The By-Laws of this Corporation shall be made, amended or rescinded by the Board of Directors, but it shall require a two-thirds (2/3) vote of the full membership of the Board of Directors to amend or rescind the By-Laws, and only after a notice of the proposed changes in the By-Laws has been given to each member of the Board of Directors at least seven (7) prior to the meeting at which it is proposed to amend or rescind the By-Laws.

The notice as herein provided shall be given in writing and may be either delivered in person or by United States Mail, addressed to such Directors at their last known addresses, postage pre-paid.

ARTICLE X

The Annual meeting of the members of this Corporation shall be held at 3:30 p.m. on the last Saturday of May of each year and if the same be a legal holiday, such meeting shall be on the following business day not being a legal holiday. Such meeting shall be at such place in the County of Pinellas and State of Florida as may be determined by the board of Directors.

ARTICLE XI

The greatest indebtedness to which this Corporation may at any time subject itself is \$250,000.00 (Two hundred fifty thousand dollars). The amount of value of the real estate which the Corporation may hold at any time is \$1,000,000.00 (One million dollars).

ARTICLE XII

The Board of Directors and Officers of this Corporation may exercise any powers given them pursuant to the by-laws of the Corporation and any limitation with respect to any such powers set forth in the By-Laws of the Corporation.

ARTICLE XIII

These Articles of Incorporation may be amended in the manner provided by the Law. Every amendment shall be approved by the Board of Directors, proposed by them to the members and approved at a meeting of the members by a majority thereof

IN WITNESS WHEREOF, the subscribers to these Articles of Incorporation have hereunto affixed their names and addresses, all at St. Petersburg, Florida, this 12th day of August, 1960.

Winifred O. Long, Else Wetxlar, Thomas B. Reese, Beryl Garrott, A. C. Earnshaw, Edith G. Pearce, Edwin S. Powell, Mildred S. Ramaciotti.

Note:

Article X of the foregoing instrument names the month, week, day and hour of the annual election. This was determined by the fact that the first year after incorporation ended legally at that time. However, practical usage has demonstrated that too many members are away at that time so at each September meeting a postponement until May is announced.

ARTICLE IV specifies that the Board of Directors Name the offices to be held by each of the newly elected members as well as those whose terms have not expired immediately following election. This presupposes that the new members would be known beforehand as well as their qualifications. Section 4 of Article II in the By-Laws corrects this awkward situation.

ARTICLE VI states that the elected officers shall serve for a period of one year and until their successors are elected and qualified. At the Annual Meeting of 1999, the membership voted to change the term of office to 2 years and until their successors are elected.