

N00000007881

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

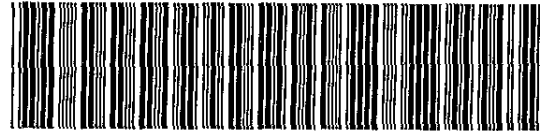
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



300021005573

06/30/03--01091--014 \*\*48.75

03 JUN 30 AM 8:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

C. Coullatte JUL 09 2003

# DENNIS KNOX BAYER

— Attorney at Law —

306 South Oceanshore Boulevard (A1A)  
Flagler Beach, Florida 32136

Telephone: (386) 439-2332  
Fax: (386) 439-6522

June 24, 2003

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Flagler Beach Historical Museum, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of Restated Articles of Incorporation of Flagler Beach Historical Museum, Inc., a nonprofit Florida corporation. Also enclosed is a check in the amount of \$43.75 to cover the filing fee and the cost of obtaining a certified copy of the amended document.

Thank you for your assistance in this matter.

Sincerely,

  
Dennis K. Bayer

DKB:sk

**RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**FLAGLER BEACH HISTORICAL MUSEUM, INC.**  
**A NONPROFIT FLORIDA CORPORATION**

**FILED**  
**03 JUN 30 AM 8:20**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE I**

**NAME**

The name of this corporation is FLAGLER BEACH HISTORICAL MUSEUM, INC., Nonprofit Florida corporation.

**ARTICLE II**

**TERMS OF EXISTENCE**

This corporation shall exist perpetually.

**ARTICLE III**

**INCORPORATOR**

The name and address of the Incorporator is:

Catherine Wilson  
43 Bulow Woods Circle  
Flagler Beach, Florida 32136

The rights and interests of the Incorporators shall automatically terminate when these Articles are filed with the Secretary of State.

**ARTICLE IV**

**INITIAL PRINCIPAL OFFICE**

The principal place of business of the corporation is 207 South Central Avenue,

Flagler Beach, Florida 32136 and its mailing address is P. O. Box 2136, Flagler Beach, Florida 32136.

## ARTICLE V

### PURPOSE

The specific purposes for which this corporation is organized are the creation, operation, and maintenance of a historical museum and education to the public with regard to the history of Flagler Beach and Flagler County and related issues.

This corporation is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, 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, or corresponding section of any future federal tax code. More particularly, to conduct programs and activities, sponsor research, sponsor promotions, raise funds, request and receive grants, gifts, contributions, dues and bequests of money, real and personal property; or acquire, receive, hold, invest, and administer, in its own name, securities, funds, objects of value, or other property, real or personal; and make expenditures and distributions to or for the benefit of the Flagler Beach Historical Museum and for related activities.

In furtherance of its exempt purpose, this corporation is organized to receive and administer funds for scientific, educational, literary, and charitable purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal, or mixed, without limitations as to amount or value, except as may be imposed thereof, and to deal with and expend the income or corpus thereof, for any of the above-mentioned purposes, without limitation, except as may be contained in the instrument under which such property is received or as may be imposed by law; to receive any property, real, personal, or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes, or any of them, and in administering the same to carry out the directions and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal, as well as the income, for one or more of such purposes as may be authorized or directed in the trust instrument under which it is received; to receive, take title to, and hold, and use the proceeds and income from stocks, bonds, obligations, or other securities of any corporation or corporations, domestic and foreign, but only for one or more of the foregoing purposes, and in general to exercise any, all and every power for which a non-profit corporation is authorized under Florida law.

## ARTICLE VI

### PUBLICLY SUPPORTED TAX-EXEMPT NONPROFIT CORPORATION

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 V hereof. 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. 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, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## ARTICLE VII

### TAX EXEMPT STATUS

The tax exempt purposes of this corporation shall be to receive and maintain a fund or funds of real or personal property or both and, subject to the restrictions and limitations which are hereinafter set forth, to use and apply the whole or any part of the income from the principal of the fund or funds exclusively for charitable, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or any may hereafter be amended. Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by organizations described in §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

If 501(c)(3) status is sought, this corporation shall not directly or indirectly perform any act or transact any business that will jeopardize the tax-exempt status of the corporation under §510(c)(3) of the Internal Revenue Code and its regulations, as such section and regulations now exist or may hereafter be amended, or under corresponding laws and regulations hereafter adopted. No part of the assets or the net earnings of the corporation, current or accumulated, shall inure to the benefit of any private individual.

(1) 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 the undistributed income imposed

by section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(2) The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(3) The corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(4) 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 1954, or corresponding provisions of any subsequent Federal tax laws.

(5) The corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

## **ARTICLE VIII**

### **DISTRIBUTION OF ASSETS UPON DISSOLUTION**

In the event of dissolution or other termination of the corporation, title to all of its assets shall be distributed to the City of Flagler Beach, Florida, or its successor, to be used exclusively for the purposes hereinabove set forth, it being intended that no distribution or payment shall be made which will impair or destroy the tax exempt status of the corporation or which will result in the denial of tax exempt status to donations, contributions, legacies or dues received by this corporation to the extent that such tax exempt status shall be allowed under any applicable law or regulation.

Notwithstanding anything herein to the contrary, the assets of the corporation are hereby irrevocably dedicated to charitable use. Accordingly, in the event that the City of Flagler Beach, Florida, or its successor fails to qualify to receive or otherwise fails to accept the corporation's assets upon dissolution, the Board of Directors shall distribute the residual assets of the corporation to one or more organizations which are organized and operated exclusively for charitable, educational or scientific purposes and are qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future tax code, or shall be distributed to the federal, state or local government for a public purpose. Any such residual assets not so disposed shall be disposed by the Flagler County Court to such organizations as the court shall determine which are organized and operated exclusively for such purposes.

## **ARTICLE VII**

### **BOARD OF DIRECTORS**

1. The affairs of the corporation are to be managed initially by a Board of Directors of thirteen. Additional Directors in any odd number may be added to the Board as set forth in the duly adopted By-Laws. New Directors shall be elected annually by the members according to the By-Laws that may be in existence from time to time.

2. The initial officers of the Corporation shall be the President, the Vice President, and the Secretary/Treasurer and such other officers and assistant officers as may be created from time to time by the Board of Directors. The officers shall be elected annually by the Board of Directors.

## **ARTICLE IX**

### **REGISTERED AGENT**

The name and Florida street address of the initial registered agent is:

Catherine Wilson  
43 Bulow Woods Circle  
Flagler Beach, Florida 32136

## **ARTICLE X**

### **ADMINISTRATION**

This corporation is organized, and shall be operated, on a non-stock basis.

## **ARTICLE XI**

### **MEMBERSHIP**

1. The qualifications for members and the manner of their admission shall be regulated by the By-Laws of the corporation.

2. The corporation shall provide for equal membership and employment opportunities to all persons regardless of race, color, religion, sex, age, disability, or national origin.

**ARTICLE XII**

**BY-LAWS**

The Directors, by majority vote, are authorized to establish By-Laws for the corporation not inconsistent with these Articles of Incorporation, and to amend same from time to time.

**ARTICLE XII**

**AMENDMENTS TO ARTICLES OF INCORPORATION**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation. Amendments to the Articles of Incorporation shall be proposed by the Board of Directors in the form of a resolution, which must be adopted by a majority vote of all members present and those represented by proxy at any meeting of the membership called for that purpose. Notwithstanding anything herein to the contrary, amendments which are required or advisable to obtain or maintain the Corporation's tax exempt status may nevertheless be adopted at a meeting of the Board of Directors by a unanimous vote of the directors then in office.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Restated Articles of Incorporation this 19 day of June, 2003.

  
CATHERINE WILSON

STATE OF FLORIDA

COUNTY OF FLAGLER

BEFORE ME, the undersigned, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared CATHERINE WILSON known to me and known to be the persons who executed the foregoing Restated Articles of Incorporation, and who is personally known to me or who has produced \_\_\_\_\_ as identification and who did take an oath.

WITNESS my hand and seal this 19 day of June, 2003.

  
NOTARY PUBLIC, State of Florida

Print name: Dennis K Bayer

My Commission Expires:

