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## BASIC AMENDMENT

FRIENDS OF THE ELLIOTT MUSEUM, INC.

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*Amended & Restated*  
*DC Art.* 08/09/02

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FRIENDS OF THE ELLIOTT MUSEUM, INC.
AMENDED & RESTATED ARTICLES OF INCORPORATION

2002 AUG -9 PM 12:47
DIVISION OF STATE
CORPORATIONS

The undersigned, President and Secretary of Friends of the Elliott Museum, Inc. (N01000005779), a Florida not for profit corporation, certify that that by unanimous vote of all directors, the following actions were taken on August 6, 2002. The corporation has no members.

The Articles of Incorporation were amended and restated as follows:

- 1. NAME: The name of the corporation is "Friends of the Elliott Museum, Inc."
2. PRINCIPAL OFFICE: The principal office and mailing address of the corporation is: 4855 SW Loch Lane, Palm City, Florida 34990-4428. The purpose of the corporation is educational. In furtherance thereof and not in limitation the corporation shall encourage community awareness of the history and culture of the east Florida coastal community including, but not limited to, Martin, St. Lucie and Indian River counties. The corporation is a nonprofit community organization. It is not organized for the private gain of any person. It is organized and operates exclusively for charitable, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code ("IRC Code"). It may conduct any charitable activity permitted under Florida law and IRC Code section 501(c)(3).
4. MEMBERS: The corporation shall have no members. All rights that would otherwise vest in the members, shall vest in the directors. Actions of the directors shall be by majority vote.
5. OFFICERS: The officers of the corporation are the president, vice president, secretary and treasurer. Each shall be elected by majority vote of the directors at the annual meeting which shall be held on the third Friday in January. The current officers are below enumerated.

Table with 5 columns: Position, Name, Address, City, and State/Zip. Rows include President (Clinton G. Bush, Jr.), Vice President (Gregory N. Burdick), and Secretary, Treasurer (Richard E. Enright).

6. DIRECTORS: The board of directors shall consist of a minimum of three persons. Each director shall be elected by majority vote of the directors then in office, at the annual meeting, which shall be held on the third Friday in January. The current members of the board of directors are below enumerated.

Table with 5 columns: Name, Address, City, and State/Zip. Rows include Clinton G. Bush, Jr., Gregory N. Burdock, and Richard E. Enright.

6. REGISTERED AGENT: Clinton G. Bush, Jr. 4855 SW Loch Lane, Palm City, FL 34990-4428

7. PROHIBITED ACTIVITY: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers directors, or other private person, except that the corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the corporation shall be the carrying on propaganda, or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publishing distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the corporation shall not carry on any other activity not permitted to be carried on by an organization exempt from federal income tax under Code section 501(c)(3) or by an organization, contributions to which are deductible under Code section 170 (c)(2).

8. DISSOLUTION: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Code section 501(c)(3), or shall be distributed to the federal, state or local government for a public purpose.

Clinton G. Bush, Jr. August 9, 2002 date
Richard E. Enright, Secretary August 9, 2002 date

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to so act.

Clinton G. Bush, Jr. August 9, 2002 Resident Agent

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