

Division of Corporations

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
THE FOSSIL CLUB OF LEE COUNTY, INC.**

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RESTATED ARTICLES OF INCORPORATION
OF
THE FOSSIL CLUB OF LEE COUNTY, INC.
A NONPROFIT CORPORATION

2013 JUL 16 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

We the undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, (Chapter 617, Florida Statutes) do hereby make and adopt the following Restated Articles of Incorporation:

Article 1
NAME

The name of the Corporation is: THE FOSSIL CLUB OF LEE COUNTY, Inc.

Article 2
NOT FOR PROFIT

The Corporation is a corporation not for profit as defined in Chapter 617 of the Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

Article 3
DURATION

The duration of the Corporation is perpetual.

Article 4
PURPOSES

THE FOSSIL CLUB OF LEE COUNTY, INC. is comprised of amateur and professional paleontologists to promote educational interest in the study of paleontology. As such, the Corporation is exclusively organized, and shall be operated exclusively for, the following charitable and educational purposes:

- A. To advance paleontological research.
- B. To assist, encourage, and direct proper field techniques.
- C. To aid in the identification of fossils.
- D. To study fossil material and help members learn the proper methods of clearing, preparing, and displaying specimens.
- E. To conduct fund raising events to provide grants and scholarships to other suitable academic and charitable organizations that promote the study of fossils.
- F. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by

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donation, contribution, bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

G. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

**Article 5
LIMITATION.**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors or Officers, but 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 4 (Purposes) hereof. No substantial part of the activities of the Corporation shall be the carrying on of propoganda, 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 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.

**Article 6
MEMBERS**

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

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Name: Jack Boyce	Address: 258 Daniel Drive Sanibel, FL 33957
Raymond Seguin	2124 Harvard Ave. Fort Myers, FL 33907
Pamela Plummer	133 NE 20 th Street Cape Coral, FL 33909
Gunther Lobish	329 McCabe Street Port Charlotte, FL 33953
Michael Siciliano	1912 SW 45 th Street Cape Coral, FL 33914
Kathy Pawlowski	18445 Matanzas Road Fort Myers, FL 33967
Louis Stieffel	626 SW 12 th Street Cape Coral, FL 33991

**Article 7
REGISTERED OFFICE AND AGENT**

The street address of the current Registered Office of the Corporation is 12670 New Brittany Blvd., Suite 101, Fort Myers, FL 33907, and the name of its initial Registered Agent at that address is John M. Wicker, Esq.

**Article 8
BOARD OF DIRECTORS**

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the current Board of Directors is five (5). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). The Voting Members shall elect the Directors at an annual meeting of Voting Members. The Bylaws may provide for ex officio and honorary Directors and their rights and privileges. The name and address of each initial Director of the Corporation is as follows:

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Name:	Address:
Louis Stieffel President	626 SW 12 th Street Cape Coral, FL 33991
Michael Siciliano Vice President	1912 SW 45 th Street Cape Coral, FL 33914
Pamela Plummer Treasurer	133 NE 20 th Street Cape Coral, FL 33909
Kathy Pawlowski Secretary	18445 Matanzas Road Fort Myers, FL 33967
Charles O'Connor Director	10560 Habitat Trail Bokeelia, FL 33922

**Article 9
BYLAWS**

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

**Article 10
AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation.

**Article 11
NONSTOCK BASIS**

The Corporation is organized and shall be operated on a nonstock basis and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the Corporation.

**Article 12
INDEMNIFICATION**

The Corporation may indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not For Profit Corporation Act.

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Article 13
DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of 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, educational, 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 pursuant to Florida law and exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes.

Article 14
COMMENCEMENT OF CORPORATE EXISTENCE

The date when corporate existence shall commence as of the time and date of the filing of the original Articles of Incorporation with the Secretary of State of Florida pursuant to Section 617.0123, Florida Statutes, which these Restated Articles of Incorporation shall hereafter replace in their entirety.

Article 15
INCORPORATOR

The name and address of the Incorporator is as follows:

Name:
William G. Shaver

Address:
3977 Villmoor Ln.
Fort Myers, FL 33919

Article 16
PRINCIPAL OFFICE ADDRESS AND MAILING ADDRESS

The principal office address of the corporation is 133 NE 20th Street, Cape Coral, FL 33909. The mailing address of the corporation is 133 NE 20th Street, Cape Coral, FL 33909.

Article 17
APPROVAL

These Restated Articles of Incorporation were approved and adopted by all of the members and directors of the Corporation through their authorized Officers on the 16th day of July, 2013.

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IN WITNESS WHEREOF, the undersigned, representing all of the directors and officers of THE FOSSIL CLUB OF LEE COUNTY, INC., hereby execute these Restated Articles of Incorporation and verify, subject to the penalty of perjury, that the statements contained above and herein are true.

[Signature]
LOUIS STIEFFEL, President

[Signature]
MICHAEL SILCILIANO, Vice President

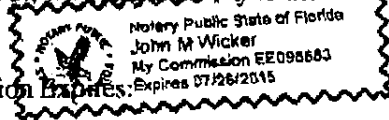
[Signature]
PAMELA PLUMMER, Treasurer

[Signature]
KATHY PAWLOWSKI, Secretary

[Signature]
CHARLES O'CONNOR, Director

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 16th day of July, 2013, by LOUIS STIEFFEL, KATHY PAWLOWSKI, MICHAEL SICILIANO, PAMELA PLUMMER, and CHARLES O'CONNOR as all of the directors and officers of THE FOSSIL CLUB OF LEE COUNTY, INC., with full authority to act on its behalf.



My Commission Expires

[Signature]
Notary Public, State of Florida
John M. Wicker
(printed name of notary)

SEAL

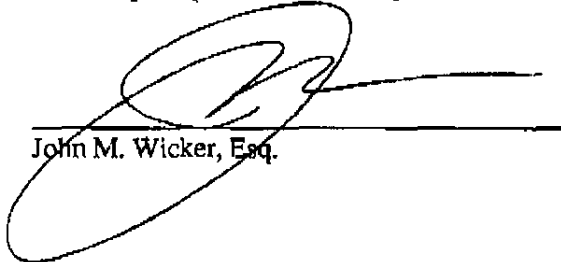
Personally Known OR Produced Identification
Type of Identification Produced FL DL

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**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION**

John M. Wicker, Esq., an individual residing in the State of Florida, having a business office identical with registered office of THE FOSSIL CLUB OF LEE COUNTY, Inc. and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of THE FOSSIL CLUB OF LEE COUNTY, Inc., is familiar with and does hereby accept the obligations of the position of Registered Agent under Section 617.0501, Florida Statutes. I hereby agree to act in this capacity, and I further agree to comply with the provisions of Florida law relative to the proper and complete performance of my duties.



John M. Wicker, Esq.

Dated: 7/16/2013