

**N13618**

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November 8, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

JACKSONVILLE GEM AND MINERAL SOCIETY, INC.

JACKSONVILLE GEM & MINERAL SOCIETY, INC

6653 POWERS AVE. SUITE 132

JACKSONVILLE, FL 32217US

SUBJECT: JACKSONVILLE GEM AND MINERAL SOCIETY, INC.

REF: N13618

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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Cheryl Coulliette  
Regulatory Specialist II

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
JACKSONVILLE GEM AND MINERAL SOCIETY, INC.  
A Florida Corporation Not-For-Profit**

Pursuant to the provisions of section 617.1007, Florida Statutes, the undersigned Florida corporation, for the purpose of amending and restating the Articles of Incorporation, adopts the following Amended and Restated Articles of Incorporation pursuant to a consent meeting of all of the members of the Board of Directors/Trustees held on October 10, 2007:

**ARTICLE I  
Name and Offices**

The name of this Corporation is Jacksonville Gem and Mineral Society, Inc. The principal office and mailing address of the Corporation is 6653 Powers Avenue, Suite 132, Jacksonville, Florida 32217. The Corporation may also have offices at such places as the Board of Directors/Trustees may from time to time appoint or the purposes of the Corporation may require.

**ARTICLE II  
Duration**

This Corporation shall exist in perpetuity.

**ARTICLE III  
Purpose**

This Corporation is organized exclusively for Charitable, Educational and Literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended. The general purposes for which the Corporation is formed are to receive and administer funds for the preservation, maintenance, operation, advancement and development of the Jacksonville Gem and Mineral Society education program and any activities related thereto.

**ARTICLE IV  
Membership**

The qualifications of members and the manner of their admissions shall be as prescribed in the Bylaws of Jacksonville Gem and Mineral Society, Inc. All rights, privileges and benefits of this Corporation shall be governed, limited and restricted by the terms of the Bylaws:

**ARTICLE V  
Registered Agent**

The name and address of the registered agent of the Corporation is:

Jason B. Hamilton  
7141 Natal Avenue  
Jacksonville, FL 32254

Michael N. Schneider  
P.O. Box 551260  
Jacksonville, FL 32255-1260  
(904) 296-0100  
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**ARTICLE VI**  
**Board of Directors/Trustees**

The affairs of the Corporation shall be managed by at least three (3) voting Directors/Trustees. The number of Directors/Trustees may be increased or diminished from time to time but shall never be less than three (3). The manner of election of the Directors/Trustees shall be as stated in the Bylaws.

The names and addresses of the Directors/Trustees of this Corporation are:

Jason B. Hamilton  
7141 Natal Avenue  
Jacksonville, FL 32254

Tom Frame  
3133 Chapelwood  
Jacksonville, FL 32216

Mary Lou Roberts  
9359 103<sup>rd</sup> St. #9  
Jacksonville, FL 32210

Harriet Rose  
3713 Ponce DeLeon Avenue  
Jacksonville, FL 32217

Robert Thompson  
905 Inwood Terrace  
Jacksonville, FL 32207

Earl Carlson  
1631 McCaul Road  
Jacksonville, FL 32220

Mickey Cecil  
1121 Montego Road West  
Jacksonville, FL 32216

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ARTICLE VII  
Earnings

1. As active association: Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
2. Upon dissolution: Upon the dissolution of the Corporation, assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the Corporation is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII  
Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors/Trustees.

ARTICLE IX  
Action by Directors Without a Meeting

The Directors/Trustees of the Corporation may take action by written consent, as provided by law.

ARTICLE X  
Meetings by Conference Telephone

Any and all meetings of the Directors/Trustees or officers may be attended in person or by telephone or other form of electronic conferencing.

ARTICLE XI  
Indemnification

The Corporation shall indemnify any officer or Director/Trustee or any former officer or Director/Trustee, to the full extent permitted by law.

ARTICLE XII  
Amendment

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto.

**ARTICLE XIII**  
**Date of Incorporation**

The date of commencement of corporate existence was February 27, 1986.

**ARTICLE XIV**  
**Initial Registered Agent**

The name and address of the registered agent of this Corporation is:

Jason B Hamilton  
7141 Natal Avenue  
Jacksonville, FL 32254


**ARTICLE XVI**  
**Miscellaneous**

The Corporation shall distribute its income for each year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

The Corporation shall not engage in any act of self-dealing as defined in Section (4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

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 1986 or corresponding provisions of any subsequent Federal tax laws.

IN WITNESS WHEREOF, the undersigned, being an officer of this non-profit charitable Corporation, has executed these Amended and Restated Articles of Incorporation on this 10th day of October, 2007.

  
\_\_\_\_\_  
Jason B Hamilton, President  
JWH