

N13618

Darlene Gunsolus

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(Address)

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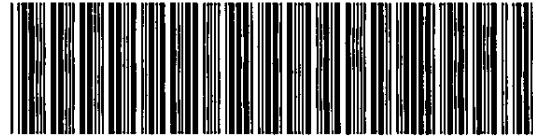
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Amended/Restated
@ 9.18.14

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

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DIVISION OF CORPORATIONS
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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 held on November 7, 2013:

**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:

Curtis K. Siver
829 E. Doty Branch Lane
Jacksonville, FL 32259

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**ARTICLE VI
Board of Directors/Trustees**

The affairs of this 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:

- Thomas Frame
3133 Chapelwood Lane
Jacksonville, FL 32216

- Mary McCormack
10417 Deerfoot Lane North
Jacksonville, FL 32257

- Dani Bratton
322 West 7th Street
Jacksonville, FL 32206

- Mari Webb
1133 Nebraska Avenue
Jacksonville, FL 32219

- Ed Price
7038 Hafford Lane
Jacksonville, FL 32244

- Linda Price
7038 Hafford Lane
Jacksonville, FL 32244

- Bill Snow
1028 Meadowview Lane
Jacksonville, FL 32092

- Jason B. Hamilton
7141 Natal Avenue
Jacksonville, FL 32254

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**Article VII.
First Officers**

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

| <u>Title</u> | <u>Name</u> |
|-----------------|------------------|
| President: | Henry C. Bickner |
| Vice President: | Edward H. Tutt |
| Secretary: | Bettie Timmerman |
| Treasurer: | P.W. Holstun |

**Article VIII.
Initial Directors**

The names and post office addresses of the members of the first Board of Directors are:

| <u>Name</u> | <u>Residential Address</u> |
|------------------|--|
| Henry C. Bickner | 27 Lydia Street Jacksonville Florida |
| Edward H. Tutt | 1813 Bartram Circle West Jacksonville, Florida |
| Bettie Timmerman | 1251 Hamilton Street Jacksonville, Florida |
| P. W. Holstun | 5235 Attleboro Avenue Jacksonville, Florida |

**ARTICLE IX
Earnings**

1. As active association: Notwithstanding any other provision 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 offices 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.

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**ARTICLE X
Bylaws**

The By-Laws of this corporation are to be made, altered or rescinded upon a favorable majority vote of the active members present at any regular business meeting of the corporation, except that By-Laws regulating the amounts of money to be paid as dues or fees shall require a two-thirds favorable vote of the active members.

**ARTICLE XI
Action by Directors without a Meeting**

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

**ARTICLE XII
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 XIII
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 XIV
Amendment**

These Articles of Incorporation may be amended by a two-thirds favorable vote of the members present at any regular business meeting of the corporation in the following manner:

Section 1.

An amendment to these articles may be proposed by any active member by written communication to the Secretary, endorsed by a number of active members equal to not less than five (5) per cent of the active members of the corporation.

Section 2.

A proposed amendment shall be submitted to a committee of the President, Vice President, Secretary and Immediate Past President, if any, for review and recommendations.

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Section 3.

The proposed amendment, with recommendations of the committee, if any, shall be presented to the Society by the President not later than the third regular business meeting following submission to the committee. Written notice, including copy of the proposed amendment, shall be sent to all active members not less than ten (10) days prior to the next regular business meeting following the meeting at which the amendment was presented to the Society.

Section 4.

A two-thirds vote of the active members present at a regular business meeting held immediately following the mailing of the written notice shall be necessary for the approval of an amendment to these articles.

Section 5.

After the adoption of a proposed amendment, it shall be filed with the Secretary of State in the manner provided by law.

Section 6.

The President shall cause notice of adoption of any amendment to the Articles of Incorporation to be published.

**ARTICLE XV
Date of Incorporation**

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

**ARTICLE XVI
Initial Registered Agent**

The name and address of the registered agent of this corporation:

Curtis K. Siver
829 E. Doty Branch Lane
Jacksonville, FL 32259

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**ARTICLE XVII
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.

These revisions have been voted on and approved by the Board of Directors and the membership.

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 7th day of November, 2013.



Thomas Frame, President

Subscribed and sworn to before me in my
presence this 7th Day of NOVEMBER
a Notary Public in the State of FLORIDA
Signature [Handwritten Signature]
Notary Public My Commission
Expires 7/2/2016