

N43419

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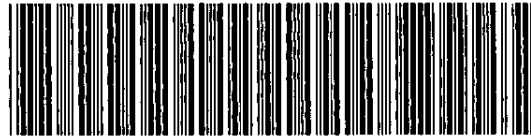
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Amend + Restated/NC  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**MICHAEL D. HORLICK, P.A.**

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BOWMAN, GEORGE, SCHEB & TOALE, P.A.  
SARASOTA, FLORIDA  
*of Counsel*

June 29, 2012

Division of Corporations  
Secretary of State  
The Capitol  
P. O. Box 6327  
Tallahassee, Florida 32301

Re: The Johann Fust Community Library of Boca Grande, Florida, Inc.  
Document Number: N43419

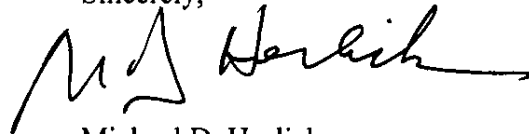
Dear Sir or Madam:

Enclosed is the signed original and one copy of the Amended and Restated Articles of Incorporation of the above corporation. We have also enclosed a check in the amount of \$43.75 for the filing and certified copy fees.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to give me a call.

Sincerely,



Michael D. Horlick

MDH/ras  
Enclosures  
cc: Marta B. Howell (w/enclosure)  
20120427 Johann Fust Letter A&R Articles SofS.wpd

FILED  
2012 JUL -2 PM 12:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**THE JOHANN FUST COMMUNITY LIBRARY OF**  
**BOCA GRANDE, FLORIDA, INC.**

**A Corporation Not for Profit**  
**(Document Number: N43419)**

The Johann Fust Community Library of Boca Grande, Florida, Inc., a Florida not for profit corporation, which received its original charter December 27, 1948, and was reincorporated on May 15, 1991, hereby files these Amended and Restated Articles of Incorporation pursuant to the provisions of Section 617.1007, Florida Statutes.

These Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors, who also constitute all of the members of the corporation, by written consent in lieu of a meeting effective as of the 26<sup>th</sup> day of April, 2012, in accordance with requirements of Chapter 617 of the Florida Statutes.

**ARTICLE I**  
**NAME**

The name of this corporation shall be JOHANN FUST LIBRARY FOUNDATION, INC. Its principal place of business shall be located in Boca Grande, Lee County, Florida.

**ARTICLE II**  
**DURATION OF CORPORATION**

This corporation shall exist perpetually, unless sooner dissolved pursuant to Florida law.

**ARTICLE III**  
**PURPOSES**

The purposes for which the corporation has been organized are as follows:

A. The corporation has been organized and shall be operated exclusively for literary and educational purposes and to that end it shall have power and authority to construct, purchase, own, maintain, operate, manage and/or conduct a library for the community of Boca Grande, Lee County, Florida; and to make gifts, provide support, collaborate with and make its facilities available to the Lee County Library System to maintain and operate a public library for the foregoing community; and to grant or award scholarships to attend educational institutions to deserving citizens of Florida and, more especially, to the citizens comprising the community of Boca Grande in Lee County, Florida; and in connection therewith, to accept and hold and expend bequests or gifts; and for the accomplishment of the general purposes hereof to have all power and authority to do anything and everything necessary or desirable in furtherance of the purposes hereof not inconsistent with such purposes.

B. The corporation may own or acquire property, real, personal and mixed, either by gift or purchase, for the use and benefit of the corporation in the furtherance of its objects; and may build, construct, equip and maintain such buildings, structures and rooms as may from time

to time be necessary to meet its requirements or the exigencies of a complete and modern library.

C. The corporation may exercise all the rights, privileges and powers, and have the benefits of such immunities as may be given to or enjoyed by educational, literary or charitable institutions under the laws of the State of Florida; and, except as provided in subsection E. hereafter, by the enumeration of special powers herein no limitation is intended or shall be held to be placed on the right of the corporation to exercise any and all rights, powers and privileges permissible under the laws of the State of Florida.

D. This corporation has been formed to receive and administer funds exclusively for educational and charitable purposes without pecuniary gain or profit, incidental, or otherwise to its members.

E. This corporation is formed to carry on any activity and to deal with and expend any of its property or income therefrom for any of the foregoing purposes without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, the Articles of Incorporation, the Bylaws of the corporation, or any other limitations as are prescribed by law. However, no such activity shall be such as is not permitted by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding future provision of the Internal Revenue Code, and the corporation shall not attempt to influence legislation by propaganda or otherwise, nor shall it intervene in, or participate in, any political campaign on behalf of any candidate for public office. No part of the net earnings of this corporation shall enure to the benefit of any member or private individual and no member, director or officer of the corporation shall receive any pecuniary benefit from the corporation, except such reasonable compensation as may be allowed for services actually rendered to the corporation.

F. If at any time the board of directors determines that the purposes of this corporation can best be effectuated by making a transfer or lease of all or any part of the property of the corporation as hereinafter authorized, upon a vote of three quarters (3/4) of the members of the said board of directors, all or part of the property of the corporation may be transferred or leased to (1) the State of Florida or any political, subdivision thereof for use as a public library for the community of Boca Grande, Florida; or (2) the University of Florida, Gainesville, Florida, without restriction as to use; or (3) to such other political subdivision or educational institution as may be determined appropriate by the board of directors.

#### ARTICLE IV MEMBERSHIP

The members of this corporation shall be limited to the members of the board of directors for the corporation under such conditions as may be prescribed by the Bylaws.

#### ARTICLE V REGISTERED OFFICE

The street address of the registered office of the corporation is 13473 Fillmore, Port Charlotte, Florida 33981. The name of its registered agent is Michael W. Miller.

**ARTICLE VI**  
**DIRECTORS**

The affairs of this corporation shall be managed by a board of directors consisting of no less than three (3) directors. The number of directors may be increased or decreased by the corporation from time to time, in accordance with the Bylaws of the corporation, but shall never be less than three (3). The manner of election of directors shall be regulated by the Bylaws.

The board of directors shall have the rights and duties of directors under Chapter 607, Florida Statutes. The board of directors shall have the power to make reasonable rules with respect to access to and use of the facilities of the library and to prescribe rules and regulations for the operation of the library and/or other facilities of the corporation; and said board of directors shall also have full power and authority to award scholarships and to determine rules and regulations in connection therewith.

The board of directors shall be elected at the annual meeting of the corporation to be held each year during the month of March, in such manner and for such terms as the Bylaws may provide. Vacancies caused by death, resignation or other causes may be filled by the surviving members of the board of directors.

The board of directors shall provide for the election, appointment or employment of such other agents, officers, servants, employees, or other help as may be deemed advisable by the board of directors.

**ARTICLE VII**  
**PRINCIPAL OFFICE; MAILING ADDRESS**

The principal office and mailing address of this corporation is as follows:

Johann Fust Library Foundation, Inc.  
P.O. Box 308  
1040 West 10<sup>th</sup> Street  
Boca Grande, Florida 33921

**ARTICLE VIII**  
**OFFICERS**

The officers of the corporation shall be a president, a vice president, a secretary, a treasurer, an assistant treasurer and such other officers as the board of directors may determine. The president and vice president shall be members of the board of directors. Other officers need not be members of the board of directors. All officers shall be elected by the board of directors at the annual meeting of the corporation. Officers shall hold office for one (1) year, or until their successors are elected qualified, but may be removed at the discretion of the board of directors at any time with or without cause existing therefor.

**ARTICLE IX**  
**BYLAWS**

The Bylaws of the corporation shall be made, altered or rescinded by the board of directors upon a vote of two-thirds (2/3) majority of the directors present and voting; provided,

however, that ten-day notice in writing shall be mailed to each director before any vote may be taken, such notice to specify the nature of the proposed change.

ARTICLE X  
INDEBTEDNESS

The highest amount of indebtedness or liability to which the corporation shall at any time subject itself shall never exceed two thirds (2/3) of the value of the assets of the corporation.

ARTICLE XI  
REAL ESTATE

The corporation may hold and own real estate of any value.

ARTICLE XII  
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, or, as the board of directors shall determine, transfer such assets to such organization or organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; provided, however, that a description of the proposed manner of distribution, including the names of the organizations to which the board of directors proposes to distribute assets, shall be submitted to the members of the corporation for approval or rejection prior to the effectuation of the actual distribution, and no distribution shall be made without prior approval thereof by the members. Any such assets not disposed of by the board of directors shall be disposed of by the appropriate court of the county in which the principal office of the corporation is then 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 XIII  
INDEMNIFICATION

Every director, officer and employee of the corporation shall be indemnified by the corporation against and reimbursed for all reasonable expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon them in connection with any proceeding to which they may be a party, or in which they may become involved, by reason of their being or having been a director, officer or employee of this corporation, or in connection with any settlement thereof, whether or not they are directors, officers or employees at the time such are incurred, except in such cases where the director, officer or employee is adjudged guilty of willful malfeasance or misfeasance in the performance of duties; provided that, in the event of a settlement, the indemnification herein shall apply only when the board of directors approves such settlement and reimbursement as being in the best interests of the corporation. With prior approval of the board of directors, costs, charges and expenses (including attorneys' fees) incurred by a director, officer or employee may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such director, officer, or employee to repay all amounts so advanced in the event it shall ultimately be determined that such director, officer or employee is not entitled to be indemnified by the corporation as authorized in this Article or under state law, and upon satisfaction of such other conditions as are required by current or future legislation. The decision by the corporation to indemnify a director, officer or employee or to make advances to a director, officer or

employee shall be final and shall not be subject to judicial review. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such directors, officers or employees shall be entitled. Notwithstanding the foregoing, the board of directors at its sole and absolute discretion may consolidate the representation of individual directors, officers and employees so that the corporation shall not incur unreasonable attorneys' fees and other costs. Prompt written notice, by registered mail, of all claims for which indemnification is or may be sought shall be given to the corporation.

To the extent permitted by Florida law, the corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, trustee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, trustee, or agent of another corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust, or other enterprise.

The foregoing Amended and Restated Articles of Incorporation were duly adopted by the unanimous written consent of the Board of Directors, who also constitute all of the members of the corporation, by written consent in lieu of a meeting effective as of the 26<sup>th</sup> day of April, 2012, in accordance with requirements of Chapter 617 of the Florida Statutes.

Dated at Boca Grande, Florida, this 26 day of April, 2012.

JOHANN FUST LIBRARY FOUNDATION, INC.

By: Christopher Cowperthwait  
Christopher Cowperthwait, President