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LAW OFFICES OF
GOULD, COOKSEY, FENNELL,
O'NEILL & MARINE, P. A.

JOHN R. GOULD (1921-1988)
BYRON T. COOKSEY
DARRELL FENNELL
EUGENE J. O'NEILL*

979 BEACHLAND BOULEVARD
VERO BEACH, FLORIDA 32963
TELEPHONE (561) 231-1100
FAX (561) 231-2020

CHRISTOPHER H. MARINE
DAVID M. CARTER
TODD W. FENNELL
SUSAN L. CHENAULT
*FLA. BOARD CERTIFIED
CIVIL TRIAL LAWYER

October 29, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32301

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-11/03/97--01014--016
⑥ ****122.50 ****122.50

RE: Indian River Literary Society, Inc.

Ladies and Gentlemen:

Enclosed please find the Articles of Incorporation in duplicate for the above-named corporation for filing with the Secretary of State's Office. Please return one copy to me together with the Certificate of Status showing the filing information.

In addition, I enclose this firm's check in the amount of \$122.50, in payment of the following:

1. Filing Fee - \$35.00
2. Registered Agent Designation - \$35.00
3. Certified Copy - \$52.50

Thank you for assistance.

Sincerely,

Todd W. Fennell

Todd W. Fennell

TWF:gc
enclosures

cc: Mary Beth Herzog, Indian River Literary Society, Inc.

FILED
97 NOV -3 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Established 1955

97-11-4-97

FILED
97 NOV -3 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
INDIAN RIVER LITERARY SOCIETY, INC.

The undersigned, for the purposes of forming a corporation under Chapter 617 of the Florida Statutes, the Florida Not-for-Profit Corporation Act, hereby certifies:

ARTICLE I - NAME

The name of the Corporation is **INDIAN RIVER LITERARY SOCIETY, INC.**

ARTICLE II - PRINCIPAL OFFICE

The place of business of this Corporation shall be:

755 Beachland Blvd.
Vero Beach, Florida 32963

The mailing address of this Corporation shall be:

P.O. Box 3308
Vero Beach, Florida 32964

ARTICLE III - EXEMPT STATUS

This Corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the Corporation is distributable to, or inures to the benefit of, its directors or officers except to the extent permitted under the Not-for-Profit Corporation Law. This Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE IV - MEMBERSHIP

Membership in this Corporation shall be in accordance with and governed by the bylaws of the Corporation.

ARTICLE V - PURPOSES

The purpose of this Corporation is to:

1. Encourage and foster an interest in literature.

2. To these ends to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount of value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purpose of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, this Certificate of Incorporation, the Bylaws of the Corporation, or any laws applicable thereto. To do any other act or thing incidental to or connected with the foregoing purpose or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Florida Not-for-Profit Corporation Act. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Section 202 of the Florida Not-for-Profit Corporation Act.

ARTICLE VI- BOARD OF DIRECTORS

The Board of Directors of this Corporation shall be elected and appointed as stated in the Bylaws. The name and mailing address of each initial director is:

<u>Name</u>	<u>Address</u>
Charles F.X. Cooper	P.O. Box 3308 Vero Beach, FL 32964
Charlotte Terry	P.O. Box 3308 Vero Beach, FL 32964
Robert W. Bauchman	P.O. Box 3308 Vero Beach, FL 32964
Marilyn Chenault	P.O. Box 3308 Vero Beach, FL 32964
Alice du Pont	P.O. Box 3308 Vero Beach, FL 32964
Todd W. Fennell	P.O. Box 3308 Vero Beach, FL 32964

<u>Name</u>	<u>Address</u>
Darby Gibbons	P.O. Box 3308 Vero Beach, FL 32964
Kevin J. Given	P.O. Box 3308 Vero Beach, FL 32964
Leonor Gonzalez	P.O. Box 3308 Vero Beach, FL 32964
Zo Ann Merrill	P.O. Box 3308 Vero Beach, FL 32964
Beth Moulton	P.O. Box 3308 Vero Beach, FL 32964
Charles W. Pistole	P.O. Box 3308 Vero Beach, FL 32964
Mary D. Powell	P.O. Box 3308 Vero Beach, FL 32964
Larry Reisman	P.O. Box 3308 Vero Beach, FL 32964

ARTICLE VII - DISTRIBUTION UPON DISSOLUTION

In the event of dissolution, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as determined by a majority of the Board of Directors.

ARTICLE VIII - INCOME AND DISTRIBUTION

No part of the income of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

ARTICLE IX - PROHIBITED ACTIVITIES

No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE X - REGISTERED AGENT

The initial registered office of this Corporation shall be located at **979 Beachland Blvd., Vero Beach, Florida 32963**, and the initial registered agent of this Corporation at such office shall be **TODD W. FENNELL**. This Corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE XI - INCORPORATOR

The name and street address of the incorporator making these Articles of Incorporation is **TODD W. FENNELL, 979 Beachland Blvd., Vero Beach, Florida 32963**.

ARTICLE XII - AMENDMENT TO ARTICLES OF INCORPORATION

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, this certificate has been signed by the Incorporator, this 30th day of October, 1997.

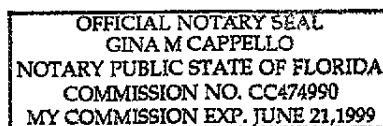
Todd W. Fennell
TODD W. FENNELL, Incorporator

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

I HEREBY CERTIFY that on this day before me an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared TODD W. FENNELL, well known to me, or who has produced a drivers license for identification, to be the person described in and who executed the foregoing instrument, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 30th day of October, 1997.

Gina M. Cappello
Notary Public, State of Florida. My
commission expires:



INDIAN RIVER LITERARY SOCIETY, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, **TODD W. FENNELL**, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 617.0501 Florida Statutes.

DATED this 30th day of October, 1997.



TODD W. FENNELL

FILED
97 NOV -3 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA