

707747

Requester's Name

John V. Baum, P.A.
213 South Swoope Avenue
Maitland, Florida 32751

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 14, 2001

JOHN V. BAUM, P.A.
213 SOUTH SWOOPE AVENUE
MAITLAND, FL 32751

SUBJECT: SUNSHINE REGION, NATIONAL MODEL RAILROAD
ASSOCIATION, INC.
Ref. Number: 707747

We have received your document for SUNSHINE REGION, NATIONAL MODEL RAILROAD ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain
Corporate Specialist

Letter Number: 301A00065889

**RESTATED ARTICLES OF INCORPORATION FOR
SUNSHINE REGION, NATIONAL MODEL RAILROAD ASSOCIATION, INC.
A Florida Nonprofit Corporation**

Article I

Corporate Name, Principle Office and Mailing Address; Adoption of Amendments

- A. The name of this corporation is SUNSHINE REGION, NATIONAL MODEL RAILROAD ASSOCIATION, INC.
- B. The principle office of this corporation shall be located at 1704 South Lake Reedy Blvd., Frostproof, Florida 33843 and its mailing address shall be the same.
- C. These Restated Articles of Incorporation and those amendments to the original articles of incorporation for the corporation were adopted and approved by vote of a two-thirds majority of all votes cast by the member of the corporation on the 4th day of November, 2001, and the number of votes cast for the adoption of such Restated Articles of Incorporation was sufficient for their approval.

Article II

CORPORATE NATURE AND TERRITORY

- A. This is a nonprofit corporation, organized solely for educational and charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.
- B. The territory encompassed by the Sunshine Region shall be the State of Florida with the exception of those lands situate within the State of Florida whose postal zip codes bear the prefix "324" and "325."
- C. The Sunshine Region may be divided into two or more divisions by the Board of Directors of the corporation. The boundaries of such divisions shall from time to time be defined by the Board.

Article III

DURATION

The term of existence of the corporation is perpetual.

Article IV

GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed is to promote, stimulate, foster, and encourage, by all manner and means, the art and craft of model railroading, and the preservation of the history, science, and technology thereof, and to engage in such other charitable, educational, literary or scientific activities consistent with such purposes, including, but not by way of limitation, the following:

- A. To further the objectives of the National Model Railroad Association, as set forth in the constitution and bylaws of that organization;
- B. To promote closer understanding and cooperation among model railroad manufacturers, distributors, dealers, publishers, and consumers;
- C. To develop the technical skills of persons engaged in the art and craft of model railroading and to promote fellowship among model railroaders;
- D. To educate persons engaged in model railroading in methods of building and operating model railroad equipment and prototype practices;

- To promote the construction and public display of dioramas and operating layouts depicting the historical contribution of railroads to the growth of the nation;
- F. To operate exclusively in any other manner for such religious, scientific, charitable and educational purposes as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE V CERTIFICATES

Neither shares of stock nor certificates of membership shall be issued by the corporation.

ARTICLE VI MANAGEMENT OF CORPORATE AFFAIRS

A. **Board of Directors:** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors consisting of the President, Immediate Past President, Vice-President, Secretary, Treasurer, and each of the Divisional Superintendents of the corporation. The Regional Trustee of the National Model Railroad Association (NMRA) shall be an ex-officio member of the Board. The number of Directors of the corporation may be increased by a By-law duly adopted by a two-thirds majority of those votes cast by the members.

The Directors named herein as the first Board of Directors shall hold office until the first annual meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of two (2) years until the annual meeting of members following the election of Directors and until the qualification of their successors in office. Annual and other meetings of the members of the corporation shall be held at such time and place as may be provided for in the by-laws of the corporation.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the by-laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of the Board of Directors are as follows:

Name	Address	Title
Robert Greenbaum	7959 9 th Avenue South St. Petersburg, FL 33707	President

Ed Kasper	126 Walk in Water Creek Rd. Lake Wales, FL 33898	Vice-President
Robert Gangwish	1704 S. Lake Reedy Blvd. Frostproof, FL 33843	Secretary
Walter Roberge	212 N. Lake Hartridge Dr. NW Winter Haven, FL 33414	Treasurer
Martin Megregian	4245 N. Courtney Parkway Suite C Merritt Island, FL 32953	Eastern Division Superintendent
Ron Dettmer	2756 Connie Circle Orange Park, FL 32065	Northern Division Superintendent
Joel Best	8000 SW 144 th Street Miami, FL 33158	Southern Division Superintendent
Keith Williams	2307 Fairway Lane Sebring, FL 33872	Western Division Superintendent
Lyman Fussell	135 Sulky Way Wellington, FL 33414	Immediate Past President
Stewart Marshall	1505 Sea Gull Drive Titusville, FL 32796	NMRA Regional Trustee

B. Officers: The officers of the corporation shall include the President, Vice-President, Secretary, Treasurer and the Divisional Superintendents named above.

ARTICLE VII

EARNINGS AND ACTIVITIES OF THE CORPORATION

- A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that 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 IV hereof.
- B. No substantial part of the activities of the corporation shall be carrying on of propaganda, 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.
- C. 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).
- D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this organization.
- E. It is intended by the provisions of these Articles of Incorporation that the corporation shall possess the status of an organization exempt from federal income taxation under the provisions of Section 501 (c) (3) of the Internal Revenue Code as now in force or hereafter amended. Accordingly, no part of the affairs of the corporation shall be administered, directly or indirectly, in any manner whatsoever which might jeopardize the tax-exempt status of the corporation.
- F. If at any time the corporation shall be deemed to be a private foundation as defined by Section 509 of the Code, then so long as the corporation is deemed a private foundation, it shall not, as provided in Section 508 (c) of the code, fail to require its income for each taxable year to be distributed at such time and in such a manner as to not subject the corporation to tax under Section 4942 of the Code, engage in any act of self-dealing as defined in Section 4941[d] of the Code, retain any excess business holdings as defined in Section 4943 [c] of the Code, make any investments in such a manner as to subject the corporation to tax under Section 4944 of the Code, and make any taxable expenditures as defined in Section 4945 [d] of the Code.

ARTICLE VIII

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all 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, education, 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 by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

ARTICLE X

AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by members of the corporation, By-laws of this corporation may be made, altered, rescinded, added to, or new By-laws may be adopted either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-laws.

**ARTICLE XI
DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to religious, educational, and charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

**ARTICLE XII
REGISTERED AGENT AND OFFICE**

The address of the corporation's registered office shall be 1704 S. Lake Reedy Blvd., Frostproof, Florida 33843, and the name of its registered agent at said address shall be Robert Gangwish.

The undersigned, by his execution of this instrument, acknowledges that he is familiar with and accepts the obligations of his position as resident agent for the corporation.

**ARTICLE XIII
AMENDMENT OF ARTICLES**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the by-laws of this corporation.

IN WITNESS WHEREOF, the undersigned President and Secretary of the corporation have executed these Restated Articles of Incorporation this 13 day of November, 2001.



Robert Greenbaum FIDC 6651-762-29-003-0
President

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corp.



Robert V. Gangwish
Secretary & Registered Agent

STATE OF FLORIDA

COUNTY OF Pinellas

BEFORE ME, the undersigned authority, personally appeared ROBERT GREENBAUM, as President of SUNSHINE REGION, NATIONAL MODEL RAILROAD ASSOCIATION, INC., who is personally known to me or who produced a valid driver's license as proof of their identity, and he acknowledged that he executed the foregoing instrument for the purposes therein expressed, and further deposed and said that those certifications contained in the foregoing Restated Articles of Incorporation are true and correct.

Sworn to, Subscribed and Acknowledged before me on this 26 day of November, 2001.


Notary Public
My Commission Expires



CHRISTOPHER L. CONNELL
Notary Public, State of Florida
My comm. expires Oct. 26, 2004
No. CC957068

STATE OF FLORIDA
COUNTY OF POIK

BEFORE ME, the undersigned authority, Personally appeared Robert V. Gangwish, as Secretary of SUNSHINE REGION, NATIONAL MODEL RAILROAD ASSOCIATION, INC., who is personally known to me or who produced a valid drivers license as proof of his identity, and he acknowledged that he executed the foregoing instrument for the purposes therein expressed, and further depomed and said that those certifications contained in the foregoing Restated Articles of Incorporation are true and correct.

Sworn to, Subscribed, and Acknowledged before me on this 13 day of November 2001.

M. Cheryl Hadden
Notary Public

Print, type or stamp name of Notary Public
Personally known ☒ OR Produced I. D. ☐
Type and number of I. D. produced:

My Commission Expires:
M. Cheryl Hadden

