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BASIC AMENDMENT

HISTORICAL SOCIETY OF MARTIN COUNTY, INC.

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

November 23, 1999

HISTORICAL SOCIETY OF MARTIN COUNTY, INC.  
825 NE OCEAN BLVD  
STUART, FL 34996-8696

SUBJECT: HISTORICAL SOCIETY OF MARTIN COUNTY, INC.  
REF: 726788

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

If the document was approved by a majority vote or other percentage of the members as specified in the articles of incorporation, it should also contain a statement that the number of votes cast was sufficient for approval.

PLEASE ADD THE DATE OF SIGNING.

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) 487-6880.

Karen Gibson  
Corporate Specialist

FAX And. #: E99000029927  
Letter Number: 499A00056089

FAX AUDIT NUMBER: H990000299273

**RESTATED AND AMENDED  
ARTICLES OF INCORPORATION  
OF  
HISTORICAL SOCIETY OF MARTIN COUNTY, INC.**

**FILED**  
99 NOV 29 PM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being the President and Secretary of the HISTORICAL SOCIETY OF MARTIN COUNTY, INC., a Florida not-for-profit Corporation (the "Corporation"), does hereby certify that pursuant to the provisions of Chapter 617.0701 of the Florida Statutes, the Corporation has restated and amended its articles of incorporation as set forth below without a meeting. The number of votes cast by written consent was sufficient for approval effective as of the 11th day of November, 1999.

**ARTICLE I**

**NAME**

The name of this Corporation is: Historical Society of Martin County, Inc.

**ARTICLE II**

**PURPOSE**

**Section 1. Objects and Purposes.** The general nature and purposes of The Historical Society of Martin County are to collect, preserve and interpret for the public the history of American life in the context of the St. Lucie River region and Florida through objects, images, publications, memorabilia and historic sites including Gilbert's Bar House of Refuge, and to reflect the vision of the Elliott Museum founder, Harmon Elliott. This shall include the exhibition of decorative arts, scientific and domestic invention, tools, vehicles and costumes that reflect American life and arts and such other objects and purposes as may be authorized by and consistent with the provisions of Chapter 617, Florida Statutes, as amended from time to time.

Prepared By:  
Larry E. Buchanan, Esquire  
555 Colorado Avenue  
Stuart, FL 34994  
561-287-2600  
Florida Bar No. 0103672

FAX AUDIT NUMBER: H990000299273

**Section 2. Acquisition of Property.** In order to further the objects and purposes of this Corporation it may acquire by gift, grant, purchase, devise or bequest scientific, literary, educational, historical and other property and hold or dispose of the same, whether real or personal, and to invest contributions and endowments in a trust, for the purpose of perpetuating the aims, objectives and purposes of the society.

**Section 3. Activities.** The activities of the Corporation shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any member, Director, Officer, or individual, other than to an organization or organizations which qualifies 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), and other than in furtherance of the Corporation's exempt purposes. It shall not have the power to issue certificates of stock or declare dividends.

Notwithstanding any provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on 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).

No substantial part of the activities of the Corporation shall consist of carrying on 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.

In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall be conveyed or distributed to such organization or organizations created and operated for non-profit purposes similar to those of the Corporation as shall be designated by the Board of Directors of the Corporation, so long as

such organization or organizations at the time of such conveyance or distribution 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).

### **ARTICLE III**

#### **MEMBERS**

The members of the Corporation shall be those persons who, at any time of determination of the members of the Corporation, are the members of the Board of Directors of the Corporation. The members of the Corporation shall have no voting rights as such.

### **ARTICLE IV**

#### **TERM**

The term of the Corporation shall be perpetual.

### **ARTICLE V**

#### **INCORPORATORS**

The incorporators of this Corporation were as stated in its original Articles of Incorporation.

### **ARTICLE VI**

#### **ADDRESS AND REGISTERED AGENT**

The street address and registered office of the Corporation is 825 NE Ocean Boulevard, Stuart, FL 34996. Its registered agent at that address and at this time is Suzanne B. Thorne.

### **ARTICLE VII**

#### **DIRECTORS AND OFFICERS**

The number and method of election of Directors and the designation and election of Officers shall be as provided in the Bylaws of the Corporation.

## ARTICLE VIII

### BYLAWS

The Bylaws of the Corporation may be altered, amended or repealed and other Bylaws may be made and adopted, by a majority vote of the Directors at any meeting of the Board where a quorum is present; provided, however, that written notice of the proposed change shall have been given to the Directors in the notice of the meeting.

## ARTICLE IX

### AMENDMENTS

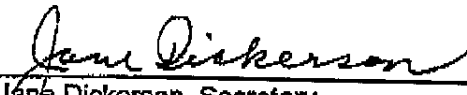
Amendments to these Articles of Incorporation may be made and adopted at a special meeting of the Board of Directors called for that purpose, by majority vote of those present, or at a regular meeting of the Board of Directors upon notice given of intention to submit such amendments.

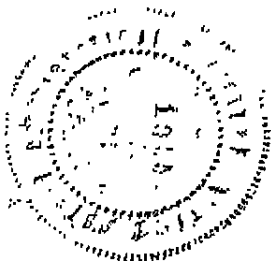
The Restated and Amended Articles of Incorporation set forth above shall be effective as of the 11th day of November, 1999.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation have set their hands and the seal of the Corporation this 23 day of November, 1999.

  
Suzanne B. Thorne, President

(CORPORATE SEAL)

  
Jane Dickerson, Secretary



NOV.29.1999 12:44PM CRARY BUCHANAN

NO.447 P.7/7

FAX AUDIT NUMBER: H990000299273

The undersigned does hereby accept her appointment as registered agent.

*Suzanne B Thorne*  
Suzanne B. Thorne

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