

735677

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cus
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: APALACHICOLA AREA HISTORICAL SOCIETY, INC.

DOCUMENT NUMBER: 735677

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Marilyn J. Hogan, Parliamentarian

(Name of Contact Person)

N/A

(Firm/ Company)

P.O. Box 1003

(Address)

Eastpoint, FL 32328

(City/ State and Zip Code)

Note: for this report only: hoganj1273@fairpoint.net
E-mail address: (to be used for future annual report notification)
do not change name to email for annual report notification.

For further information concerning this matter, please call:

Marilyn Hogan, Parliamentarian at 850 670-4323

(Name of Contact Person)

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|--|--|---|---|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

The APALACHICOLA AREA HISTORICAL SOCIETY, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

735677

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

NOT APPLICABLE

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

THE RANEY HOUSE MUSEUM

128 MARKET STREET

APALACHICOLA, FL 32320

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

APALACHICOLA AREA HISTORICAL SOCIETY

P.O. BOX 75

APALACHICOLA, FL 32329-0075

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: N/A

(Florida street address)

New Registered Office Address:

N/A

(City)

, Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>PD</u>	<u>Daly, Thomas</u>	<u>107 17th St.</u> <u>Apalachicola, FL 32320</u>
2) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>V/D</u>	<u>Adlerstein, David</u>	<u>P.O. Box 224</u> <u>Apalachicola, FL 32329</u>
3) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>S/D</u>	<u>Taylor, Shirley</u>	<u>126 Hickory Dip Rd.</u> <u>Eastpoint, FL 32328</u>
4) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>T/D</u>	<u>Edwards, Fran H.</u>	<u>P.O. Box 405</u> <u>Eastpoint, FL 32328</u>
5) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>Ulrich, Gary</u>	<u>P.O. Box 338</u> <u>Apalachicola, FL 32329</u>
6) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>Springer, Edward</u> ✓	<u>36 Ninth Street</u> <u>Apalachicola, FL 32320</u>

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (be specific)

Article 1:

ADD: The Principal Office shall be: The Raney House Museum, 128 Market Street, Apalachicola, FL 32320. The Principal Mailing Address shall be: Apalachicola Area Historical Society, Inc., P.O. Box 75, Apalachicola, FL 32329-0075.

Note: Added addresses as registered in FL Dept. of State Div. of Corporations, Doc #735677.

Article 2:

ADD: Line 6 added word *Antiques*. Revised Article to read:

Article 2: The purpose for which this corporation is to be formed are for educational and charitable purposes within the meaning of Section 501 (c) 3 of the Internal Revenue Code of 1954, and in this connection to promote and encourage historical research; to acquire, by purchase, gift, devise, or otherwise, the title to, or the custody and control of historic spots and places: to preserve and protect buildings and sites of historic interest; to collect, preserve and exhibit to the public historical documents, records, relics, objects, artifacts, antiques and other things of historic interest; to mark places of historic interest with suitable monuments and markers; to foster, promote and disseminate to the public knowledge of and interest in the history of the Apalachicola, Florida, area. To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, without limitation, except such limitations, if any as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any other limitations as may be prescribed for corporations not for profit under the laws of the State of Florida; PROVIDED, that 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 1954, or any corresponding future provision of the Revenue Code or by a corporation, contributions to which are deductible under Section 170 (c) 2 of the Internal Revenue Code of 1954, or any corresponding future provisions of the Revenue Code' FURTHER PROVIDED, that 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; and PROVIDED FURTHER, that no part of the new earnings of this corporation shall inure to the benefit of any member or private individual and no officer, member of the Executive Board, or other member 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.

Articles 3, 4, 5 NO CHANGE

Article 6: Membership: A member is any person, age eighteen or over, who has applied to the Corporation for membership and annually pays dues as prescribed in the Bylaws. The manner of application shall be designated in the Bylaws.

Deleted Sections 1, 2, 3 to simplify the definition of member. Organization has no sustaining or honorary members.

Article 7: Members shall have the privileges of voting upon questions at all regular and special meetings and holding office in the Corporation.

Deleted "Active, sustaining & honorary". There will be one class of membership.

Articles 8 & 9 No change.

Article 10: All officers shall be elected bi-annually by a majority vote of the membership present and voting at the annual meeting. All persons nominated shall be members in good standing.

Revised from elected annually to elected bi-annually.

Deleted: No person shall be nominated until he or she has been a member of the Corporation for six months, has attended meetings with reasonable regularity, and has paid his or her dues as required.

Added: All persons nominated shall be members in good standing.

Article 11: - No Change

Article 12: The names and residences of the subscribers and incorporators of said Corporation, each of whom is of the age of eighteen years or over are as follows: President: Thomas Daly, 107 17th St., Apalachicola, FL 32320; Vice President: David Adlerstein, P.O. Box 224, Apalachicola, FL 32329; Recording Secretary: Shirley Taylor 126 Hickory Dip Rd., Eastpoint, FL 32328 and Treasurer, Fran H. Edwards, P.O. Box 405, Eastpoint, FL 32328.

Article 12 was amended to update names and address of current officers.

Article 13, 14 15 No Change

Article 16: Line 4, word change from three to ten to allow time for mailing. Text to read:

Bylaws of this Corporation may be adopted, altered or rescinded at any regular or special meeting by a majority of those members entitled to vote and who are present and voting, provided that written notice of the proposed Bylaws, or of the alteration or deletion is given all members entitled to vote, at least ~~three~~ ten days prior to such meeting.

Article 17: Line 4, word change to ten days to be consistent with Article 16. Text to read:

These Articles of Incorporation may be amended at any regular or special meeting by a two-thirds majority of those members entitled to vote and who are present and voting, provided that written

notice of the proposed amendment is given all members entitled to vote at least ~~seven~~ ten days prior to such meeting.

Article 18: No Change

THE COMPLETE SIGNED, DATED AND NOTARIZED REVISED ARTICLES OF INCORPORATION ARE ATTACHED.

Incorporated 28 April 1976, amended 25 July 1997, amended September 28, 2013.

AMENDED ARTICLES OF INCORPORATION OF
THE APALACHICOLA AREA HISTORICAL SOCIETY, INC.

The undersigned, for the Purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, hereby certify:

Article 1: The name of the corporation shall be: The Apalachicola Area Historical Society, Inc.

The Principal Office shall be: The Raney House Museum, 128 Market Street, Apalachicola, FL 32320.

The Principal Mailing Address shall be: Apalachicola Area Historical Society, Inc., P.O. Box 75, Apalachicola, FL 32329-0075.

Article 2: The purpose for which this corporation is to be formed are for educational and charitable purposes within the meaning of Section 501 (c) 3 of the Internal Revenue Code of 1954, and in this connection to promote and encourage historical research; to acquire, by purchase, gift, devise, or otherwise, the title to, or the custody and control of historic spots and places; to preserve and protect buildings and sites of historic interest; to collect, preserve and exhibit to the public historical documents, records, relics, objects, artifacts, antiques and other things of historic interest; to mark places of historic interest with suitable monuments and markers; to foster, promote and disseminate to the public knowledge of and interest in the history of the Apalachicola, Florida, area. To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, without limitation, except such limitations, if any as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any other limitations as may be prescribed for corporations not for profit under the laws of the State of Florida; PROVIDED, that 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 1954, or any corresponding future provision of the Revenue Code or by a corporation, contributions to which are deductible under Section 170 (c) 2 of the Internal Revenue Code of 1954, or any corresponding future provisions of the Revenue Code' FURTHER PROVIDED, that 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; and PROVIDED FURTHER, that no part of the new earnings of this corporation shall inure to the benefit of any member or private individual and no officer, member of the Executive Board, or other member 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.

Article 3: The period of duration of the Corporation shall be perpetual.

Article 4: In the event of the dissolution of the Corporation, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be distributed as directed by the members of the Corporation among one or more

corporations, trusts, foundations, or other entities which qualify for Federal Income Tax exemption under Section 501 (c) 3 of the Internal Revenue Code of 1954, as the same now exists or as it may be amended from time to time.

Article 5: The Corporation is to be organized upon a membership basis, as provided in the Articles and in the Bylaws.

Article 6: A member is any person, age eighteen or over, who has applied to the Corporation for membership and annually pays dues as prescribed in the Bylaws. The manner of application shall be designated in the Bylaws.

Article 7: Members shall have the privileges of voting upon questions at all regular and special meetings and holding office in the Corporation.

Article 8: The officers of this Corporation shall be a President, Vice President, Secretary and Treasurer, and such others as may be designated under the Bylaws of this Corporation.

Article 9: The above named officers together with the immediate Past President of the Corporation, together with such additional Directors as may be provided for in the Corporate Bylaws, shall constitute the Executive Board, which, within the limits set forth in the Bylaws, shall act in the interest of the membership at times other than regular meetings. Management of the Corporation shall be by the Executive Board.

Article 10: All officers shall be elected bi-annually by a majority vote of the membership present and voting at the annual meeting. All persons nominated shall be members in good standing.

Article 11: Meetings of the Corporation shall be held at the times and in the manner set forth in the Bylaws, and the quorums and rules of procedure for such meetings shall be prescribed in said Bylaws.

Article 12: The names and residences of the subscribers and incorporators of said Corporation, each of whom is of the age of eighteen years or over are as follows: President: Thomas Daly, 107 17th St., Apalachicola, FL 32320; Vice President: David Adlerstein, P.O. Box 224, Apalachicola, FL 32329; Recording Secretary: Shirley Taylor, 126 Hickory Dip Rd., Eastpoint, FL 32328 and Treasurer, Fran H. Edwards, P.O. Box 405, Eastpoint, FL 32328.

Article 13: The names and addresses of the persons who are to serve as officers until the election of their successors are as follows: James Daly, 36 Ninth Street, Apalachicola, Florida; Vice President: J. Ben Watkins, 41 Commerce Street, Apalachicola, Florida; Secretary: Eleonor Henderson, 24th Avenue, Apalachicola, Florida and Treasurer: Allen Martin, 67 Avenue D, Apalachicola, Florida. Minimum number of directors at any time shall be five.

Article 14: The names and addresses of the persons who are to serve on the Executive Board until the election of their successors are as follows: James Daly, 36 Ninth Street, Apalachicola, Florida; J. Ben Watkins, 41 Commerce Street, Apalachicola, Florida; Eleonor Henderson, 24th Avenue, Apalachicola,

Florida; Allen Martin, 67 Avenue D, Apalachicola, Florida; and Ralph Kretzer, Highway 98, Apalachicola, Florida.

Article 15: All monies and other property, from whatever source derived, which accrue to the Corporation, shall be administered as prescribed in the Bylaws.

Article 16: Bylaws of this Corporation may be adopted, altered or rescinded at any regular or special meeting by a majority of those members entitled to vote and who are present and voting, provided that written notice of the proposed Bylaws, or of the alteration or deletion is given all members entitled to vote, at least ten days prior to such meeting.

Article 17: These Articles of Incorporation may be amended at any regular or special meeting by a two-thirds majority of those members entitled to vote and who are present and voting, provided that written notice of the proposed amendment is given all members entitled to vote at least ten days prior to such meeting.

Article 18: The office of this Corporation, with George L. Chapel, being the resident agent thereat, shall be maintained at 163 Avenue B, Apalachicola, Florida, or at such other location in the State of Florida and with such resident agent thereat as the Executive Board may hereafter designate.

Signed by officers of the Corporation and notarized at Apalachicola, Florida on the 22nd day of April 1976.

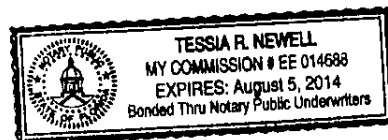
The date of amendments adoption: September 28, 2013.

Signature: _____

Thomas S. Daly, President

Shirley Norman Taylor

Shirley Norman Taylor, Secretary



The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: **September 28, 2013**
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated **September 28, 2013**

Signature _____
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Thomas Daly

(Typed or printed name of person signing)

President/Director

(Title of person signing)

