

736415
OFFICE OF
GOULD, COOKSEY, FENNELL,
O'NEILL, MARINE, CARTER & HAFNER P.A.

JOHN R. GOULD (1921-1988)
BYRON T. COOKSEY
DARRELL FENNELL
EUGENE J. O'NEILL*
CHRISTOPHER H. MARINE
DAVID M. CARTER

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VERO BEACH, FLORIDA 32963
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OF COUNSEL
SAMUEL A. BLOCK

* FL board certified
civil trial and
business litigation

† board certified
estates and trusts

July 23, 2001

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: *Friends of Indian River County Library, Inc.*
(Formerly known as Indian River County Library Association, Inc.)
Document Number 736515

Dear Sir/Madam:

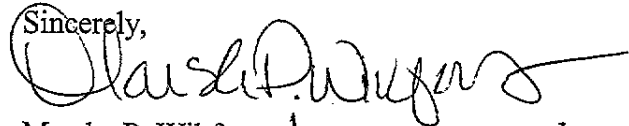
Enclosed please find the following documents for filing:

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-07/27/01--01077--013
*****78.75 *****52.50

1. Original and one copy of the Amended and Restated Articles of Organization for Friends of Indian River County Library, Inc. (formerly known as Indian River County Library Association, Inc.), a Florida corporation. Please return one certified copy to me. I have enclosed a return envelope for your convenience in that regard.
2. This firm's check in the amount of \$78.75, representing the \$35.00 filing fee, \$35.00 for Registered Agent Designation and \$8.75 for the certified copy.

Thank you and please call me if you have any questions.

Sincerely,



Marsha P. Wikfors

MPW:pm
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JUL 27 AM 9:15

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**AMENDED AND COMPLETELY RESTATED
ARTICLES OF INCORPORATION**

OF

INDIAN RIVER COUNTY LIBRARY ASSOCIATION, INC.

WHEREAS the Articles of Incorporation for Indian River County Library Association, Inc. were filed on July 20, 1976; and

WHEREAS the members of the corporation wish to amend and completely restate the Articles of Incorporation; and

WHEREAS the members have approved such amendment and restatement pursuant to a vote in compliance with the terms and conditions of the Articles of Incorporation;

NOW THEREFORE the members of the corporation and the board of directors wish to adopt the following Articles of Organization in their entirety.

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 **FRIENDS OF INDIAN RIVER COUNTY LIBRARY, INC.**

ARTICLE II

PRINCIPAL OFFICE

The place of business of this Corporation shall be:

1600 Twenty First Street
Vero Beach, Florida 32960

The mailing address of this Corporation shall be:

P.O.Box 1071
Vero Beach, Florida 32961

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Section 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 general nature and purpose of the Corporation shall be solely and exclusively for the advancement of education, scientific and literary purposes, including the acquisition, establishing, maintenance and promotion of the use of public libraries in Indian River County, Florida; and the collection and care of materials and equipment relating to the above purpose. This corporation shall have such corporate powers as are granted in Chapter 617 of the Florida Statutes, and all amendments subsequent thereto. The foregoing shall be construed as both purposes and powers and the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation. For such purposes the Corporation shall have the power to buy, own, sell, lease, pledge and encumber real estate and personal property, and to accept gifts from any persons, firms or corporations of materials, money, securities, land or building to be used in the promotion and maintenance of libraries in Indian River County, Florida.

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 street address of each director is:

<u>Name</u>	<u>Address</u>
Mary Fran Galvin (President)	431 Silver Moss Drive, #121 Indian River Shores, FL 32963
Lois F. Schwartz (Secretary)	26 Cache Cay Drive Vero Beach, FL 32963
Denise K. Schwartz (Treasurer)	1160 Driftwood Drive Vero Beach, FL 32963
Marlowe Arnold	1700 45 th Street Vero Beach, FL 32966
George Gross	1239 39 th Avenue Vero Beach, FL 32960
Susan J. Hartley	VP, U.S. Trust Company of Florida Vero Beach, FL 32963
Julie Lochridge	1500 Club Drive Vero Beach, FL 32963
Bart McDonnell	300 Harbour Drive, 105C Vero Beach, FL 32963
Dorothy Talbert	1851 Westhampton Court Vero Beach, FL 32966
Milt Thomas	686 Glenview Terrace Vero Beach, FL 32962
Mary Powell, ex-officio	1600 21 st Street Vero Beach, F 32960

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, 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, 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 registered office of this Corporation shall be located at 979 Beachland Blvd., Vero Beach, Florida 32963, and the 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

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 Board of Directors herein are subject to this reservation.

IN WITNESS WHEREOF, this amendment was adopted by the members and the number of votes cast for the amendment was sufficient for approval.

DATED this 20th day of October, 2000.

FRIENDS OF INDIAN RIVER COUNTY LIBRARY, INC.

Mary Fran Galvin
Mary Fran Galvin, President

Lois F. Schwartz
Lois F. Schwartz, Secretary

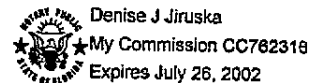
STATE OF FLORIDA
COUNTY OF INDIAN RIVER

I HEREBY CERTIFY that on this day before me an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **MARY FRAN GALVIN**, well known to me, or who has produced a driver's license for identification, to be the person described in and who executed the foregoing instrument, and she acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 28
day of November, 2000

Denise J. Jiruska
Notary Public, State of Florida.
My commission expires:

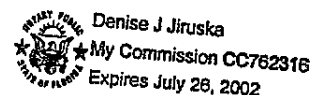
STATE OF FLORIDA
COUNTY OF INDIAN RIVER



I HEREBY CERTIFY that on this day before me an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **LOIS F. SCHWARTZ**, well known to me, or who has produced a driver's license for identification, to be the person described in and who executed the foregoing instrument, and she acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 28
day of November, 2000

Denise J. Jiruska
Notary Public, State of Florida.
My commission expires:



FRIENDS OF INDIAN RIVER COUNTY LIBRARY, 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 23rd day of July, 2000.

Todd W. Fennell
TODD W. FENNELL