

764802

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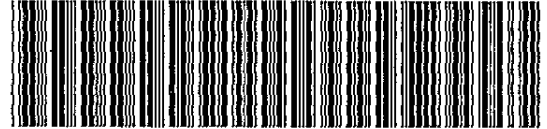
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TALLAHASSEE, FLORIDA

Ps 3/17/05
Restated

Charles A. Hall
Attorney and Counselor-at-Law

509 Canal Street, Suite A
New Smyrna Beach, FL 32168

Telephone: (386) 427-1394
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March 9, 2005

Department of State
Division of Corporations
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Post Office Box 6327
Tallahassee, FL 32314

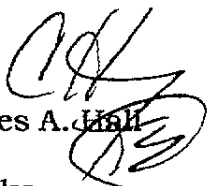
RE: *Southeast Volusia Historical Society, Inc.*
Certificate of Incorporation no. 764802

Dear Sir/Madam:

Please file the enclosed Restate Articles of Incorporation for the above-referenced active corporation. I am enclosing my check in the amount of \$43.75, representing the \$35.00 filing fee and \$8.75 for a certified copy of the Restate Articles.

Please return the certified copy to my office. Thank you for your assistance.

Very truly yours,


Charles A. Hall

CAH/ks
Enclosures

**RESTATED ARTICLES OF INCORPORATION
OF
SOUTHEAST VOLUSIA HISTORICAL SOCIETY, INC.,
A FLORIDA NOT-FOR-PROFIT CORPORATION**

FILED
05 MAR 11 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as President of Southeast Volusia Historical Society, Inc., a not-for-profit corporation as set forth in Chapter 617, Florida Statutes, submits the following restated Articles of Incorporation for said corporation:

I. NAME

The name of the not-for-profit corporation is: SOUTHEAST VOLUSIA HISTORICAL SOCIETY, INC. The certificate of incorporation is No. 764802.

II. TERM

The not-for-profit corporation shall have perpetual duration.

III. GENERAL PURPOSES

The general purposes for which this not-for-profit corporation is organized are as follows:

A. To do all things necessary to advance the study of the historical aspects of the Southeast Volusia County area; and

B. To engage in any and all activities permitted under the laws of the United States of America and the State of Florida for not-for-profit corporations.

IV. POWERS

A. To promote a formal means by which individuals interested in historical studies of the Southeast Volusia County area may congregate for their mutual benefit, including but not limited to the maintenance of a historical museum;

B. To promote the continued study of the culture of the Southeast Volusia County area from ancient times to the present;

C. To bring to the attention of the general public and appropriate governmental agencies the importance of preserving historical sites within the Southeast Volusia County area;

D. To disseminate information on the historical aspects of the Southeast Volusia County area through periodic and regularly scheduled meetings or the Society, newsletters and publications, special events, and other revenue-raising activities as the Society may consider properly suited to its objectives;

E. To cooperate with other associations and clubs, cities, towns, and other governmental bodies, and citizens of the area to further the objectives of the Society, including the establishment of historical exhibits for public enjoyment.

F. To establish such subsidiaries as necessary for the purpose of raising and conserving funds to perpetuate the Society in all of its aspects;

V. NOT-FOR-PROFIT STATUS

A. The corporation shall issue no shares of stock, nor shall dividends be paid, nor shall any of the income of the corporation be distributed to its members, directors, officers, or trustees; however, reasonable compensation may be paid for actual services rendered by employees, contractors, advisors, suppliers, insurance brokers, and other professionals who provide necessary services to the Society. It is further provided that officers and directors may be reimbursed a reasonable amount for out-of-pocket expenses incurred where such expenses benefit the Society.

B. The corporation shall be managed under the limitations of §501 (C)(3) of the Internal Revenue Code, as amended, including but not limited to the following:

1. The corporation shall engage primarily in activities that constitute one or more of the exempt purposes specified in §501 (C)(3) of the Internal Revenue Code;
2. Only an insubstantial part of the corporation's activities are not in furtherance of an exempt purpose;
3. The corporation's net earnings do not inure, in whole or in part, to the benefit of private shareholders or individuals;
4. The corporation is not an "action" organization; and
5. The corporation serves a public, rather than private, purpose.

C. No part of the income of the corporation shall inure to the benefit of any member, officer, director, or trustee, 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 private individual shall be entitled to share in the distribution of any corporate assets upon the dissolution of the corporation.

D. In the event of a dissolution, the residual assets of the corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in §501 (C)(3) and §170 (C)(2) of the Internal Revenue Code of 1954, as amended, or corresponding sections of any prior or future Internal Revenue Code, or, alternatively, shall be turned over to the federal, state, or local government for exclusive public purposes.

E. No part of the activities of the corporation shall be to carry on propaganda or otherwise attempt to influence legislation, or participate in or

intervene in, including the publication or distribution of statements, any political campaign on behalf of any candidate for public office.

VI. OFFICERS

The corporation shall be managed by a President, First Vice President, Second Vice President, Secretary, and Treasurer. Officers shall be elected annually by members of the corporation, upon the recommendation of the Board of Directors.

VII. DIRECTORS

The Board of Directors of this corporation shall be seventeen (17), and shall include all of the above-named officers. The Board of Directors shall have the authority to hire, from time to time, an individual or individuals to act as Museum Director/Curator and to set their salaries, if any. Said Director/Curator shall be appointed annually within one month after the officers take office. The Board of Directors shall have the authority to set the policies of the corporation to be carried out by the officers and the Museum Director/Curator. Each member of the Board of Directors shall serve for a term of three (3) years except as set forth herein. The Board of Directors consists of the following individuals:

David Borland, President
1423 Live Oak Street
New Smyrna Beach, FL 32168

Irene Beckham, Vice President
707 Corbin Park Road
New Smyrna Beach, FL 32168

Sally Bayles, Secretary
503 North Causeway, Unit 501
New Smyrna Beach, FL 32169

Joseph Crunkilton, Treasurer
4311 Sea Mist Drive, Unit 236
New Smyrna Beach, FL 32169

James McGee
4225 S. Atlantic Avenue, Unit 141
New Smyrna Beach, FL 32169

Diane Crunkilton
4311 Sea Mist Drive, Unit 236
New Smyrna Beach, FL 32169

Floyd Mitchell
142 Sand Pine Place
New Smyrna Beach, FL 32168

Larry Skates
424 Bouchelle Drive, Unit 301
New Smyrna Beach, FL 32169

Sandy Squibbs
2923 Willow Oak Drive
Edgewater, FL 32141

Gene Sheldon
Post Office Box 849
Edgewater, FL 32132

Lawrence Sweett
Post Office Box 723
New Smyrna Beach, FL 32170

Marie Goodrich
334 North Riverside Drive
Edgewater, FL 32132

Richard Newell
808 Locust Street
New Smyrna Beach, FL 32169

Charles A. Hall
214 Robinson Road
New Smyrna Beach, FL 32169

Richard Sturge
242 Quay Assisi
New Smyrna Beach, FL 32169

Norm Decker
2612 Auburn Avenue
New Smyrna Beach, FL 32168

Greg Holbrook
1160 Corbin Park Road
New Smyrna Beach, FL 32168

In the event of the removal or resignation of a member of the Board of Directors, the remaining directors shall have the authority to appoint an individual to fill the unexpired term of the departing director.

VIII. BYLAWS

The By-Laws shall be adopted by the Board of Directors and may be amended at any time by a majority vote of the Board of Directors.

IX. AMENDMENTS/RESTATEMENTS

Amendments or restatements of these Restated Articles of Incorporation may be proposed by any member of the Society and may be presented to the Board of Directors, which shall consider all proposals and make recommendations to the general membership. The President, or in his/her absence, the First Vice President or Second Vice President, shall convene all meetings of the general membership of the Society. At any meeting, with proper notice of the amendment recommended by the Board of Directors, the general membership may amend or restate the Articles of Incorporation by a majority vote.

X. CORPORATE OFFICE

The corporate office shall be located at 120 Sams Avenue, New Smyrna Beach, Florida, and the mailing address shall be 120 Sams Avenue, New Smyrna Beach, Florida 32168.

XI. RESIDENT AGENT

David A. Botland, President, or his successor, is hereby appointed as Resident Agent for the corporation upon whom service of process may be made. His address is 1423 Live Oak Street, New Smyrna Beach, Florida. By his signature below, he accepts this designation as Resident Agent.

IN WITNESS WHEREOF, DAVID H. BORLAND, as President of the Southeast Volusia Historical Society, Inc., has hereunto set his hand and seal to these Restated Articles of Incorporation, which have been submitted by the Board of Directors to the general membership and approved by the general membership after notice, at a meeting held the 27th day of January, 2005, at New Smyrna Beach, Florida, for submission to the Department of State of the State of Florida for approval.

DATED this 17 day of February, 2005.

SOUTHEAST VOLUSIA HISTORICAL
SOCIETY, INC.,

[CORPORATE SEAL]

By



DAVID H. BORLAND, President

The undersigned Secretary of the Southeast Volusia Historical Society, Inc., hereby acknowledges, in accordance with §617.1007(3), Florida Statutes, that this Restatement contains amendments to the *Articles of Incorporation requiring membership approval*; that this Restatement contains information required by §617.1006, Florida Statutes; and that the duly adopted Restated

Articles of Incorporation supercede the original Articles of Incorporation and all amendments thereto.

DATED this 17 day of February, 2005.

By *Sally Bayles*
SALLY BAYLES, Secretary

STATE OF FLORIDA

COUNTY OF VOLUSIA

Before me, the undersigned authority, personally appeared DAVID H. BORLAND, as President of the Southeast Volusia Historical Society, Inc., who states that he executed the above and foregoing Restated Articles of Incorporation for the purposes therein expressed.

Sworn to and acknowledged before me this 17 day of February, 2005.

[SEAL]



Kathryn Schoettler
Notary Public, State of Florida