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ROSSWAY MOORE
& TAYLOR

ATTORNEYS AND COUNSELORS AT LAW

THE OAK POINT PROFESSIONAL CENTER
5070 NORTH HIGHWAY A-1A
SUITE 200
VERO BEACH, FLORIDA 32963
June 15, 2000

JOHN E. MOORE, III*
BRADLEY W. ROSSWAY
JAMES A. TAYLOR, III*
MICHAEL J. SWAN
OF COUNSEL

*ALSO ADMITTED IN
THE DISTRICT OF COLUMBIA

TELEPHONE
(561) 231-4440
FACSIMILE
(561) 231-4430

FILED
00 JUL -7 PM 2:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Secretary of State
State of Florida
Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

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-06/20/00--01053--001
*****70.00 *****70.00

RE: *The Dickensonian Society, Inc.*

Dear Sir/Madam:

In regard to the above, please find enclosed the Articles of Incorporation for filing with the Secretary of State's Office.

This firm's check in the amount of \$70.00 is also enclosed to cover your filing fee and the Registered Agent fee.

Thank you for your assistance.

Sincerely,

James A. Taylor, III

JAT:sms\Corp\SecState-Inc.L

Encs.

W-16139

S. Taylor, III JUL 07 2000



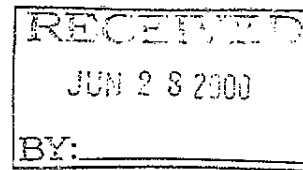
COPY

FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 23, 2000

JAMES A. TAYLOR, III, ESQ.
THE OAK POINT PROFESSIONAL CENTER
5070 N. HWY. A-1-A, STE. 200
VERO BEACH, FL 32963



SUBJECT: THE DICKENSONIAN SOCIETY, INC.
Ref. Number: W00000016139

We have received your document for THE DICKENSONIAN SOCIETY, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

If you have any further questions concerning your document, please call (850) 487-6929.

Shannon Thompson
Document Specialist

Letter Number: 800A00035798

ARTICLES OF INCORPORATION
OF
THE DICKENSONIAN SOCIETY, INC.

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00 JUL -7 PM 2:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator hereby forms a not-for-profit corporation under Chapter 617 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be as follows:

THE DICKENSONIAN SOCIETY, INC.

The principal place of business of this corporation (hereinafter referred to as either the "corporation" or as the "Society") shall be 406 Eugenia Road, Vero Beach, Florida 32963, and the mailing address shall be the same.

ARTICLE II. PURPOSE OF POWERS

This Society does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation, and continuing interest in the life and works of Charles Dickens, an English author of the Victorian era. The Society shall have the following express powers and shall be permitted and authorized to:

- (a) fix, levy, and collect dues to sustain the Society;
- (b) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate, or dispose of real or personal property in connection with the affairs of the Society;
- (c) borrow money, and with the asset of two-thirds (2/3rds) of the voting interests of the members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (d) have and to exercise any and all powers, rights, and privileges which a corporation organized under the Florida Not-for-Profit Corporation Act (Chapter 617, *Florida Statutes*) by law may now or thereafter have or exercise.

ARTICLE III. MEMBERSHIP

Every person or entity, who has paid the required dues to the Society, as established periodically by the Society, shall be and be deemed a member of the Society. A list of members shall at all times be maintained by the Society.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the Society shall be 406 Eugenia Road, Vero Beach, Florida 32963, and the name of the initial registered agent of the corporation at that address is **JAMES A. TAYLOR, III**.

ARTICLE V. TERM OF EXISTENCE

This corporation shall be deemed to exist and its operation commenced upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida, Tallahassee, Florida. This corporation is to exist perpetually.

ARTICLE VI. VOTING RIGHTS

All Members whose dues payments to the Society are current and in good standing are entitled to vote on all matters pertaining to the Society.

ARTICLE VII. DISSOLUTION

The Society may be dissolved with the assent given in writing and executed by not less than eighty (80.0%) percent of the voting interests of the members. In the event of dissolution, all of the Society's assets shall be granted, conveyed, and assigned to any not-for-profit corporation, association, trust or other like organization.

ARTICLE VIII. BOARD OF DIRECTORS

This Society shall have initially three (3) directors. The names and street addresses of the initial directors are as follows:

JAMES A. TAYLOR, III - Director
5070 North Highway A-1-A, Suite 200
The Oak Point Professional Center
Vero Beach, Florida 32963

LISA B. TAYLOR - Director
406 Eugenia Road
Vero Beach, Florida 32963

RAYMOND V. TAYLOR - Director
605 Clayton Street
Orlando, Florida 32904

The manner in which the directors shall be elected shall be as specified and set forth in the By-Laws adopted by the corporation. Specifically, the membership by majority vote of all of the members shall select the directors.

ARTICLE IX. AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five (75%) percent of the voting interests of the members. The right to amend the By-Laws shall be vested in the members as set forth therein.

ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are as follows:

ROSSWAY MOORE & TAYLOR
c/o James A. Taylor, III
5070 N. Highway A-1-A, Suite 200
Vero Beach, Florida 32963.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 15th day of June, 2000.

ROSSWAY MOORE & TAYLOR

By:



JAMES A. TAYLOR, III

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

JAMES A. TAYLOR, III, whose address is as follows: 406 Eugenia Road, Vero Beach, Florida 32963, which is the same address as set forth in Article IV hereof, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, *Florida Statutes*, and other applicable law.



JAMES A. TAYLOR, III

Date: June 15, 2000

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TALLAHASSEE FLORIDA
SECRETARY OF STATE