

LAW OFFICES  
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POST OFFICE BOX 2119  
FORT MYERS, FLORIDA 33902

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(941) 334-7799

*N00000004808*

July 13, 2000

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

RE: Fort Myers Historical Museum Foundation, Inc.

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation of Fort Myers Historical Foundation, Inc. together with a check in the sum of \$122.50 representing the following:

Filing Fees	\$35.00
Certified Copy	\$52.50
Registered Agent Designation	\$35.00

600003325156--6  
-07/17/00-01123-002  
\*\*\*\*122.50 \*\*\*\*78.75

Once the Articles have been approved and file, please forward a certified copy to this office.

Thank you for your assistance in this matter.

Sincerely yours,



William H. Grace

*2449 1st St  
Jl. Myers,  
33901*

WHG:las  
Enclosures

*Will Grace* GAVE  
AUTHORIZATION BY PHONE TO  
DIRECT *Art XII*  
DATE *7-21-00*  
DOC. EXAM *BR*

D. BROWN JUL 21 2000

**ARTICLES OF INCORPORATION  
OF  
FORT MYERS HISTORICAL MUSEUM FOUNDATION, INC.**

**ARTICLE I  
CORPORATE NAME**

The name of this corporation is FORT MYERS HISTORICAL MUSEUM FOUNDATION, INC., a Nonprofit Florida Corporation.

**ARTICLE II  
CORPORATE NATURE**

This is a nonprofit corporation, organized solely for general educational and charitable purposes pursuant to the Florida Corporation Not for Profit Law set forth in Section 617 of the Florida Statutes.

**ARTICLE III  
DURATION**

The corporation shall exist perpetually.

**ARTICLE IV  
GENERAL AND SPECIFIC PURPOSES**

The specific and primary purposes for which this corporation is formed are:

- A) For the advancement of education and other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- B) This corporation is organized exclusively for charitable purposes, primarily to foster and promote the educational mission of the Fort Myers Historical Museum, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any

future federal tax code. Notwithstanding the foregoing, it shall **not** be the purpose of this corporation to provide funding for the general maintenance or operational expenses of the Fort Myers Historical Museum unless approved by a 2/3 majority of the Board of Trustees. It shall be the purpose of this corporation to fund enhancement projects which will improve the over-all quality of the Fort Myers Historical Museum program.

- C) To operate exclusively in any other manner for such educational and charitable purposes as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organization qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

#### **ARTICLE V**

#### **MANAGEMENT OF CORPORATE AFFAIRS**

- A) Board of Trustees. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Trustees, consisting of not less than three (3) persons. The initial number of Trustees of the corporation shall be five (5), provided however, that such number may be changed by a By-Law duly adopted by the members. The Chairman of the Fort Myers Historical Museum City Advisory Board shall be designated as a member of the Board of Trustees.

The Trustees named herein as the first Board of Trustees shall hold office until the first meeting of the members at which time an election of Trustees shall be held.

Trustees elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Trustees and until the qualification of the successors in office. Annual meetings shall be held at the Fort Myers Historical Museum in Fort Myers, Florida on a date duly prescribed in the By-Laws.

Any action required or permitted to be taken by the Board of Trustees under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Trustees without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Trustees to so act. Such a statement shall be prima facie evidence of such authority.

The name and addresses of the initial members of the Board of Trustees are as follows:

Mark L. Morris	FNB of Fort Myers 2915 Colonial Blvd. Fort Myers, FL 33912
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** Paul Germain	1850 Victoria Ave. Fort Myers, FL 33901
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William H. Grace	2449 First Street Fort Myers, FL 33902
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Jacquelyn Kent, Ph.D.	6461 Aragon Way #107 Fort Myers, FL 33912
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Arnold Sarlo	P.O. Box 1169 Fort Myers, FL 33902
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** Chairman of the Fort Myers Historical Museum City Advisory Board	
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A) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

- B) No substantial part of the activities of the corporation shall be the carrying on of 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.
- C) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- D) Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any power that are not in furtherance of the purposes of this corporation.

## **ARTICLE VII**

### **DISTRIBUTION OF ASSETS**

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes.

**ARTICLE VIII**  
**MEMBERSHIP**

The members of this corporation shall be those persons who are nominated, elected and who qualify as members of the Board of Trustees, during their term of office, and such additional persons as the Board of Trustees may in the By-Laws from time to time prescribe.

The affairs of the corporation are to be managed initially by a Board of Trustees. Subsequent Boards shall be composed of any odd number of Trustees up to five. This corporation is organized, and shall be operated, on a non-stock basis. The qualifications for members except as set forth herein, and the manner of their admission shall be regulated by the By-Laws of the corporation.

**ARTICLE IX**  
**SUBSCRIBERS**

The names and residence addresses of the subscribers of this corporation are as follows:

Mark L. Morris	FNB of Fort Myers 2915 Colonial Blvd. Fort Myers, FL 33912
William H. Grace	2449 First Street Fort Myers, FL 33902
Jacquelyn Kent, Ph.D.	6461 Aragon Way #107 Fort Myers, FL 33912
Arnold Sarlo	P.O. Box 1169 Fort Myers, FL 33902

## **ARTICLE X**

### **AMENDMENT OF BY-LAWS**

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporation Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Trustees, or by following the procedure set forth therefor in the By-Laws.

## **ARTICLE XI**

### **DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to educational and charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member hereof, or to the benefit of any private individual.

## **ARTICLE XII**

### **REGISTERED AGENT AND OFFICE AND PRINCIPAL OFFICE**

The address of the corporation's initial registered office shall be 2449 First Street, Fort Myers, FL 33902 and the name of its registered agent at said address shall be William H. Grace. The principal office is the same as the registered agents address.

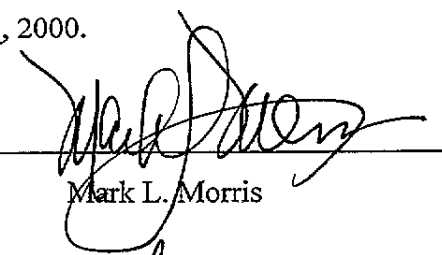
This corporation is organized, and shall be operated, on a non-stock basis. The qualifications for members except as set forth herein, and the manner of their admission shall be regulated by the By-Laws of the corporation.

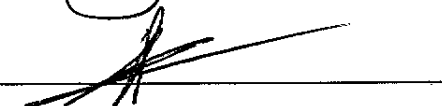


**ARTICLE XIII**  
**AMENDMENT OF ARTICLES**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Trustees and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of  
Incorporation this 12<sup>th</sup> day of July, 2000.

  
Mark L. Morris

  
William H. Grace

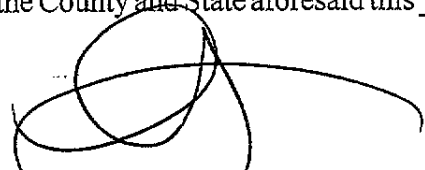
  
Arnold Sarlo

STATE OF FLORIDA

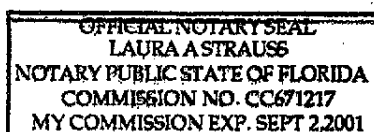
COUNTY OF LEE

I HEREBY CERTIFY that on this 12<sup>th</sup> day of July,  
2000, before me, an officer duly qualified to take acknowledgments personally appeared, known to  
Personally appeared MARK L. MORRIS, WILLIAM H. GRACE and ARNOLD SARLO,  
me and known to be the persons who executed the foregoing Articles of Incorporation, and who  
acknowledged before me that they executed those Articles of Incorporation for the uses and purposes  
therein expressed, who are personally known to me or who have produced  
n/a as identification and who did take an oath and  
who executed the foregoing and acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State aforesaid this 12<sup>th</sup> day  
of July, 2000.

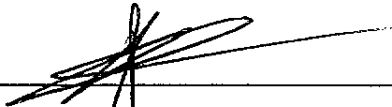
  
NOTARY PUBLIC

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
William H. Grace