

TRANSMITTAL LETTER

NOI000006943

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

RECEIVED
OCT - 1 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Friends of The Knott House, Inc.
(Proposed corporate name - must include suffix)

900004852979--7

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00 Filing Fee
☐ \$78.75 Filing Fee & Certificate of Status

☒ \$78.75 + 8.75 Filing Fee
☐ \$87.50 Filing Fee, Certified Copy & Certificate of Status
2* Certified Copy
By J.T.
ADDITIONAL COPY REQUIRED

TO BE INVOICED

FROM: BARBARA C. KINCHEN
Name (Printed or typed)

R.A. GRAY BUILDING
DIVISION OF HISTORICAL RESOURCES
Address
500 SO. BRONOUGH ST.

TALLAHASSEE FL 32399-0250
City, State & Zip

850-245-6300
Daytime Telephone number

RECEIVED
OCT - 1 PM 3:55
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

[Signature]
10/01/01

CNPPJT4 - 01 RUN DATE 01/30/2002 AS OF 01/30/2002
FLAIR - CENTRAL ACCOUNTING

POSTED JOURNAL TRANSACTIONS BY SWDN WITHIN BENEFITTING OLO AND SITE

AUDIT LOCATION - STATEWIDE
OLO 450000 - DEPARTMENT OF STATE
SITE 00 - DEPARTMENT OF STATE

OLO 450000 - DEPARTMENT OF STATE
SITE 00 - DEPARTMENT OF STATE
(850)488-0100

SWDN D2000420928 ADOCNO V004189

ACCOUNT CODE				CF	TC	OBJECT	AMOUNT	BENEFITTING DATA				CF	TC	OBJECT					
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TRANSACTION CODE TOTAL - 25 481.25 45 481.25

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ENTERED JAN 31 2002

ARTICLES OF INCORPORATION
OF
FRIENDS OF THE KNOTT HOUSE, INC.

APPROVED
AND
FILED
01 OCT -1 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME AND PRINCIPAL ADDRESS

The name of this corporation is Friends of the Knott House, Inc., and its principal address shall be 301 East Park Avenue, Tallahassee, Florida 32301

ARTICLE II

TERMS OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE III

INCORPORATORS

The name and business address of the Incorporator is as follows:

Janet Snyder Matthews
Florida Department of State
500 South Bronough Street
Tallahassee, Florida 32399

The rights and interests of the Incorporator shall automatically terminate when Articles are filed with the Secretary of State.

ARTICLE IV

PURPOSE

1. This corporation is organized exclusively for charitable and educational purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986, 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. More particularly, to conduct programs and activities, sponsor research, sponsor promotions, raise funds, request and receive grants, gifts, contributions, dues and bequests of money, real and personal property; or acquire, receive hold, invest and administer, in its own name, securities,

funds, objects of value, or other property, real or personal; and make expenditures and distributions to or for the direct or indirect benefit of the Department of State, Division of Historical Resources, Knott House property.

2. The corporation is organized and shall operate exclusively to solicit, receive, hold, invest and administer property, including the John Charles Knott Endowment and the James R. Knott Endowment and, subject to the approval of the Department of State, make expenditures to or for the interpretation, maintenance, and upkeep of the Knott House Museum in a manner consistent with the policies and goals of the Department in accordance with Florida Statutes Section 267.17 and 267.172.

3. Notwithstanding anything herein to the contrary, this corporation may exercise any and all, but no other, powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986.

4. No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any director or officer of the corporation or any other person in such a fashion as to constitute an application of funds not in furtherance of a purpose of exempt organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986.

5. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in Section 501(h) of the Internal Revenue Code of 1986), and this corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

6. In the event of the complete or partial liquidation or dissolution of this corporation, whether voluntary or involuntary, no director or officer shall be entitled to any distribution or division of this corporation's 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 this corporation, shall be distributed exclusively to an organization or organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, or to federal, state or local government for exclusively public purposes.

ARTICLE V

DISSOLUTION

1. Upon the dissolution of the corporation, assets shall be distributed to the Department of State, Division of Historical Resources, or its successor agency, to be used exclusively for the purposes hereinabove set forth, provided that such does not impair or destroy the tax exempt status to donations, contributions, legacies or dues received by this corporation to the extent that such tax exempt status shall be allowed under any applicable law or regulation.

2. Notwithstanding anything herein to the contrary, the assets of the corporation are hereby irrevocably dedicated to charitable or educational use; accordingly, in the event the Department of State, Division of Historical Resources, or its successors, fails to qualify to receive or otherwise fails to accept the corporation's assets upon dissolution, the residual assets of the corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Section 501 (c)(3) and Section 170 (c)(2) of the Internal Revenue Code or corresponding section of any prior or future law, or to a federal, state or local government for exclusive public purposes(s).

ARTICLE VI

BOARD OF DIRECTORS

1. The affairs of the corporation are to be managed initially by a Board of Directors of three (3). Additional Directors in any odd number may be added to the Board for terms of office as set forth in the duly adopted by-laws. Directors shall be appointed by the Secretary of State.

2. The names and addresses of the individuals, each of whom are 18 years of age or older, to serve on the initial Board of Directors are as follows:

Nancy Dobson
224 Ruadh Ride
Tallahassee, Florida 32303

Dr. Larry Rivers
Florida A&M University
411 Tucker Hall
Tallahassee, Florida 32307

Jon Moyle, Esq.,
Moyle, Flanigan, Katz, Kolins, Raymond & Sheehan, PA
118 N. Gadsden Street
Tallahassee, Florida 32301

3. The initial officers of the corporation shall be the Executive Director, and the Secretary/Treasurer and such other officers and assistant officers as may be created from time to time by the Board of Directors. The officers shall be elected annually by the Board of Directors, or as otherwise set forth in the duly authorized By-Laws of the corporation.

ARTICLE VII

INITIAL REGISTERED AGENT AND STREET ADDRESS

1. Pursuant to Sections 617.0202 and 617.0501, Florida Statutes, the following is submitted in compliance with the Florida Not For Profit Corporation Act: That the FRIENDS OF THE KNOTT HOUSE, INC., desiring to organize under the laws of the State of Florida, with its principal office at Tallahassee, Florida, has named Janet Snyder Matthews, Florida Department of State, 500 South Bronough Street, Tallahassee, Florida 32399 as its agent to accept service of process within the state.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Janet Snyder Matthews
Signature/Registered Agent

October 1, 2001
Date

ARTICLE VIII

ADMINISTRATION

This corporation is organized, and shall be operated, on a non-stock basis.

ARTICLE IX

MEMBERSHIP

1. The qualifications for members and the manner of their admission shall be regulated by the By-Laws of the corporation.
2. Membership shall be without the right to vote on the affairs of the corporation.
3. The corporation shall provide for equal membership and employment opportunities to all persons regardless of race, color, religion, sex, age, disability, or natural origin.

ARTICLE X

BY-LAWS

The Directors, by majority vote, are authorized to establish By-Laws for the corporation not inconsistent with these Articles of Incorporation, and to amend same from time to time.

ARTICLE XI

AMENDMENTS TO ARTICLES OF INCORPORATION

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation upon adoption by a majority of the Board of Directors and approval of the Secretary of State.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1st day of October, 2001.


Janet Snyder Matthews, Ph. D
Incorporator

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 OCT - 1 PM 4:10

APPROVED
AND
FILED