

TRANSMITTAL LETTER

No1000007692

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

600004852976--6

SUBJECT:

Friends of the Old Florida Capitol, Inc.
(Proposed corporate name - must include suffix)

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 Filing Fee & Certified Copy
☒ \$87.50 Filing Fee, Certified Copy, & Certificate of Status
J.T.
ADDITIONAL COPY REQUIRED

FROM:

JANET SNYDER MATTHEWS, Ph.D., DIRECTOR
Name (Printed or typed)

DIVISION OF HISTORICAL RESOURCES

R.A. GRAY BLDG, ROOM 305
Address

500 SO. BRONOUGH ST.

TALLAHASSEE, FL 32399-0250
City, State & Zip

245-6300

Daytime Telephone number

contact
Carbara Linder
245-6381 (4381)

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

T. Burch OCT 29 2001

CNPPPJT4 - 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

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(850)488-0100

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ARTICLES OF INCORPORATION
OF
FRIENDS OF THE OLD FLORIDA CAPITOL, INC.

ARTICLE I

NAME AND PRINCIPAL ADDRESS

The name of this corporation is Friends of the Old Florida Capitol, Inc., and its principal address shall be: The Old Capitol, 400 South Monroe St., Tallahassee, FL 32399-0250

ARTICLE II

TERMS OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE III

INCORPORATORS

The name and residence of the Incorporators are as follows:

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

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

ARTICLE IV

PURPOSE

1. This corporation is organized exclusively for charitable 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

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SECRETARY OF STATE
TALLAHASSEE, FL 32399

other property, real or personal; and make expenditures and distributions to or for the benefit of the Department of State, Division of Historical Resources, Old Florida Capitol Museum property.

2. This corporation is organized and shall operate exclusively to solicit, receive, hold, invest, and administer property, and, subject to the approval of the Department of State, make expenditures to or for the interpretation, maintenance, and upkeep of the Old Florida Capitol 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 the 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, 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 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 bylaws. 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:

E.L. Roy Hunt
2721 SW 4th Pl.
Gainesville, FL 32607

LeeDell W. Neyland, Ph.D
2522 Blarney Dr.
Tallahassee, FL 32308

Mallory E. Horne
301 S. Bronough St.
Tallahassee, FL 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 Bylaws 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 OLD FLORIDA CAPITOL, 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 29, 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 Bylaws 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

BYLAWS

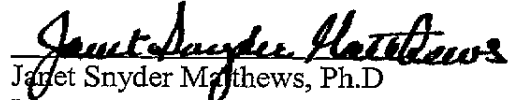
The Directors, by majority vote, are authorized to establish Bylaws for the corporation not inconsistent with these Articles of Incorporation, and to amend same from time to time.

ARTICLE XI

AMENDMENTS TO ARTICLES OF INCORPORATION

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation. Amendments to the Articles of Incorporation shall be adopted 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 29th day of October, 2001.


Janet Snyder Matthews, Ph.D
Incorporator