

N01000008742

TRANSMITTAL LETTER

APPROVED
AND
FILED

01 DEC 14 PM 1:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

300004852973--6

SUBJECT: Friends of Historic Properties & Museums, 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 *J.T.*
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Janet Snyder Matthews
Name (Printed or typed)
R. A. Gray Building
500 South Bronough Street
Address
Tallahassee FL 32399-0250
City, State & Zip
850-245-6300
Daytime Telephone number

RECEIVED
01 DEC 14 PM 1:21
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

[Signature] 12/14

CNPPPJ4 - 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					
45	20	2	510002	45200100	00	040000	00	25	4930	481.25	45	50	2	130001	45300100	00	000100	00	45
										INVOICE # 000003852					481.25				

TRANSACTION CODE TOTAL - 25 481.25 45 481.25

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ENTERED JAN 31 2002

ARTICLES OF INCORPORATION
OF
FRIENDS OF HISTORIC PROPERTIES & MUSEUMS, INC.

ARTICLE I

NAME AND PRINCIPAL ADDRESS

The name of this corporation is Friends of Historic Properties & Museums, Inc., and its principal address shall be: Florida Department of State, 500 S. Bronough St., Tallahassee, FL 32399

ARTICLE II

TERMS OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE III

INCORPORATOR

The name and address of the Incorporator is as follows:

Janet Snyder Matthews, Ph.D.
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 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 raise funds and support

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charitable and educational activities and dedicated solely to sponsoring research, sponsoring promotions, raising funds, requesting and receiving grants, gifts, contributions, dues and bequests of money, real and personal property; or acquiring, receiving, holding, investing and administering, in its own name, securities, funds, objects of value, or other property, real or personal; developing and providing merchandise, including, but not limited to books, cards, stationery, postcards, and pamphlets for the gift shops at the Museum of Florida History, the Old Florida Capitol, Mission San Luis, the Knott House Museum and other locations deemed appropriate by the corporation and the Department of State, Division of Historical Resources as well as assisting the Division's "Florida Heritage Education Program" in the development and distribution of "Florida Heritage Education Program" educational materials regarding Florida history and arts, including the Division's museum, archaeology and preservation programs; and making expenditures, distributions and publications to or for the benefit of the Department of State, Division of Historical Resources, its museum, archaeology and preservation programs and its support organizations organized pursuant to Florida Statutes Sections 267.071, 267.072, 267.17, and 267.081;

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, Division of Historical Resources, make expenditures to or for the in a manner consistent with the policies and goals of the Department to promote Florida history and arts in accordance with Florida Statutes Sections 267.071, 267.072, 267.17, and 267.081.

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:

Althemese Barnes
John G. Riley House
P.O. Box 4261
Tallahassee, Fl 32315

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

J. Andrew Brian
Historical Museum of Southern Florida
101 W. Flagler St.
Miami, FL 33130

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 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 HISTORIC PROPERTIES & MUSEUMS, 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.


Signature/Registered Agent

12/14/2001
Date

ARTICLE VIII

ADMINISTRATION

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

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AND
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TALLAHASSEE, FLORIDA

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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17th day of December, 2001.


Janet Snyder Matthews, Ph. D.
Incorporator