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FLORIDA NON-PROFIT CORPORATION

THE LIBRARY GUILD, INC.

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**ARTICLES OF INCORPORATION
OF
THE LIBRARY GUILD, INC.**

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The undersigned, for the purpose of forming a corporation not-for-profit under the laws of the State of Florida, Chapter 617, the Florida Not-For-Profit Corporation Act, adopts the following Articles of Incorporation:

**Article I
Name**

Section 1.1. Name. The name of this corporation shall be THE LIBRARY GUILD, INC.

**Article II
Principal Office and Mailing Address**

Section 2.1. Principal Office and Mailing Address. The principal place of business and mailing address of this corporation shall be 8166 HUNTERS GROVE ROAD, JACKSONVILLE, FLORIDA 32256.

**Article III
Purposes**

Section 3.1. Purposes. This corporation is organized exclusively for charitable, educational, literary, and scientific purposes, 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 of 1986, as amended, or corresponding section of any future federal tax code. It is intended that this corporation shall not engage in any activity for pecuniary profit.

Section 3.2. Limitations on Actions. All of the assets and earnings shall be used exclusively for the purposes set forth herein, and no part of the net earnings of the corporation shall enure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered. 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 any political campaign on behalf of any candidate for public office.

Jonathan L. Hay, Esquire
Purcell, Flanagan & Hay, P.A.
1548 Lancaster Terrace
Jacksonville, FL 32204
Telephone: (904)355-0355
Fla. Bar No.: 456586

H02000183087 4

H02000183087 4

Article IV **Directors**

Section 4.1. Number. This corporation shall have eighteen (18) directors initially. The number of directors may be increased or diminished from time to time, but shall never be less than the number required by F. S. Section 617.0803(1) or successor provision.

Section 4.2. Initial Directors. The names and street addresses of the initial directors of the corporation are:

Rita Allen
7882 Heather Lake Court E.
Jacksonville, FL 32256

Harriet Brodsky
10417 Bigtree Circle E.
Jacksonville, FL 32257

Karen Herbert
10901 Burnt Mill Road, Apt. 1001
Jacksonville, FL 32256

Priscilla Martin
9971 Cider Keg Court
Jacksonville, FL 32256

Nancy McTighe
7858 Heather Lake Court E.
Jacksonville, FL 32256

Lori Meadows-Clark
8771 Canopy Oaks Drive
Jacksonville, FL 32256

Mimi Pearce
3714 River Hall Drive
Jacksonville, FL 32217

Natalie Tomola
9151 Paisley Court
Jacksonville, FL 32257

Krekoria Ward
863 Camp Johnson Road
Orange Park, FL 32065

Janet Bliton
8248 Rock Hill Lane
Jacksonville, FL 32256

Delores Harrison
4049 Jebb Island Circle W.
Jacksonville, FL 32224

Barbara Kaplan
8166 Hunters Grove Road
Jacksonville, FL 32256

Eleanor Maxwell
3930 Duval Drive
Jacksonville, FL 32250

Margie McInnes
4025 Alcazar Avenue
Jacksonville, FL 32207

Veronica Nabizadeh
Hunters Grove Road
Jacksonville, FL 32256

Elaine Stallings
8019 Pebble Creek Lane E.
Ponte Vedra Beach, FL 32082

Beatrice A. Walker
24061 Flora Parke Boulevard
Fernandina Beach, FL 32034

Felecia Wimbish
3950 Chicora Wood Place
Jacksonville, FL 32224

Section 4.3. Election. The directors shall be elected for the term and by the method stated in the corporation's bylaws.

H02000183087 4

Section 4.4. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 4.5. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article V
Initial Registered Agent and Address

Section 5.1. Name and Address. The name and street address of the initial registered agent of this corporation is:

BARBARA KAPLAN
8166 HUNTERS GROVE ROAD
JACKSONVILLE, FL 32256

Article VI
Incorporator

Section 6.1. Name and Address. The name and street address of the incorporator of this corporation is:

BARBARA KAPLAN
8166 HUNTERS GROVE ROAD
JACKSONVILLE, FL 32256

Article VII
Effective Date; Duration

Section 7.1. Effective Date. Corporate existence shall commence on the date these Articles are executed.

Section 7.2. Duration. This corporation shall exist perpetually.

Article VIII
Members

Section 8.1. Members. The members of the corporation shall consist of the persons designated in Article IV as the initial Board of Directors and such other persons as the Board of Directors may elect from time to time.

H02000183087 4

Article IX
Dissolution

Section 9.1. Dissolution. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing the assets to such organization or organizations which, at such time, is or are qualified as an exempt organization under Section 501(c)(3) and which are described in Sections 170(b)(1)(A), 170(c), 2055(a), and 2522(a), as the Board of Directors shall determine. All section references are to the Internal Revenue Code of 1986, as amended.


Article X
Bylaws

Section 10.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the members or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the members if the members specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article XI
Amendment

Section 11.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the members is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 16th day of August, 2002.


BARBARA KAPLAN

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 617.0202 and 617.0501, Florida Statutes, the following is submitted:

THE LIBRARY GUILD, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates BARBARA KAPLAN as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 8166 HUNTERS GROVE ROAD, JACKSONVILLE, FL 32256.

DATED this 16th day of August, 2002.


BARBARA KAPLAN

Having been named as registered agent 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.

DATED this 16th day of August, 2002.


BARBARA KAPLAN