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PICK-UP	☐ WAIT	MAIL
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# TRANSMITTAL LETTER

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

SUBJECT: FRIENDS OF THE FORT MOLOY PUBLIC LIBRARY
(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

ADDITIONAL COPY REQUIRED

FROM: FRIENDS OF THE FORT MCCOY PUBLIC LIBRARY
Name (Printed or typed)

PO Box 453

FORT McCor FL 32134

dity, State & Zip

352-236-4025 Daytime Telephone number

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

#### ARTICLES OF INCORPORATION

OF

# FRIENDS OF THE FORT McCOY PUBLIC LIBRARY, INC. A Florida Non-Profit Corporation

#### ARTICLE I

NAME. The name of this corporation is FRIENDS OF THE FORT McCOY PUBLIC LIBRARY, INC.

#### ARTICLE II

CORPORATE NATURE. This is a non-profit corporation organized solely for general charitable purposes pursuant to the Florida Corporation Not for Profit Law set forth in part one of Chapter 617 of the Florida Statutes.

#### ARTICLE III

<u>PURPOSES</u>. This organization is organized for the following purposes:

- (a) The primary purposes for which this corporation is formed are to operate for the advancement of education by the distribution of its funds for such purposes and particularly for the promotion and development of the public library facilities in the City of Fort McCoy and in Marion County, Florida, as well as to encourage the use of such facilities; the corporation shall endeavor to enlist the interest and support of all who are dedicated to the dissemination of knowledge through the printed word and to publicize library functions, facilities and resources; the corporation will encourage all interested to make donations, endowments and bequests for public library purposes and will receive all such donations, endowments and bequests.
- (b) The organization is organized exclusively for charitable, religious, educational, and/or scientific purposes under Section 501(c)(3) of the Internal Revenue Code.

(c) No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization 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 an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### ARTICLE IV

TERM. This corporation shall have a perpetual existence.

## ARTICLE V

# MEMBERSHIP.

- (a) The corporation shall have a membership distinct from the Board of Directors, and no more than one membership may be held by any one person. Each member shall be entitled to one vote.
- (b) Any person paying the dues as provided in the ByLaws and agreeing to be bound by the Articles of Incorporation of this corporation, by the ByLaws, and by said rules and regulations as the Directors may from time to time adopt, is eligible for membership in this corporation.

- (c) Any person shall be admitted to membership upon the submission of an application and the payment of the dues provided for in the ByLaws.
- (d) No member shall have any right, title or interest in any of the property or assets, including any earnings or investment income of this corporation, nor shall any of such property or assets be distributed to any member upon dissolution or winding up thereof.
- (e) No member of this corporation shall be personally liable for any of its debts, liabilities, or obligations nor shall any member be subject to any assessment.
- (f) Membership in this corporation is nontransferable. Membership shall terminate on the resignation or death of a member, or on his failure to pay the dues required by the ByLaws within thirty days of the due date. Individuals whose membership has been terminated may apply for reinstatement in the same manner as application is made for initial membership.

#### ARTICLE VI

<u>SUBSCRIBERS</u>. The names and residence addresses of the subscribers of this corporation are as follows:

Maureen Benz, 10930 NE 149th Lane, Fort McCoy, FL 32134

Dolores L. Counihan, 10445 NE 100th Street, Fort McCoy, FL 32134

Fred Malkin, 10700 NE Highway 315, Fort McCoy, FL 32134

Martha Roberts, 13045 NE 98th Street, Fort McCoy, FL 32134

#### ARTICLE VII

PRINCIPAL OFFICE AND RESIDENT AGENT. The principal office for the transaction of the business of this corporation is to be located at 14660 NE Highway 315, Fort McCoy, Marion County, Florida. The name of this corporation's resident agent is Fred Malkin.

## ARTICLE VIII

# BOARD OF DIRECTORS.

- (a) The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of directors of the corporation shall be eight (8); it is provided, however, that the number of directors may be changed by a ByLaw duly adopted by the corporation, but in no event shall the number of directors be less than three (3).
- (b) The directors named herein as the first Board of Directors shall hold office until the first general meeting of members to be held annually in January at 14660 NE Highway 315, Fort McCoy, Florida, at which time an election of directors shall be held.
- (c) The directors elected at the first annual meeting and at all times thereafter shall serve for a term of one (1) year until the next annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held during the month of January of each year at the principal office of the corporation or at such other place or places as the Board of Directors may designate from time to time by resolution.
- (d) Any action required or permitted to be taken by the Board of Directors under any provision of the 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 actions by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or documents filed under any provision of law which relate to actions so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the

Articles of Incorporation and ByLaws of this corporation authorize the directors to so act. Such a statement shall be prima facia evidence of such authority.

- (e) The Board of Directors of this corporation shall hold all powers conferred by applicable state law which are consistent with exemption from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.
- (f) The names and addresses of the first members of the Board of Directors are as follows:

Mary Sue Benz, 10930 NE 149th Lane, Fort McCoy, FL 32134

Maureen Benz, 10930 NE 149th Lane, Fort McCoy, FL 32134

Dolores L. Counihan, 10445 NE 100th Street, Fort McCoy, FL 32134

Fred Malkin, 10700 NE Highway 315, Fort McCoy, FL 32134

Mary O'Connor, 14205 NE 155th Lane, Fort McCoy, FL 32134

Geraldine Quick, 14909 NE 155th Street, Fort McCoy, FL 32134

Martha Roberts, 13045 NE 98th Street, Fort McCoy, FL 32134

Claire Selph, 11001 NE 149th Lane, Fort McCoy, FL 32134

# ARTICLE IX

# CORPORATE OFFICERS.

(a) The Board of Directors shall elect the following officers:

President, Vice-President, Secretary and Treasurer and such other

officers as the ByLaws of this corporation may authorize the directors

to elect from time to time. The officers named herein shall serve until

the first meeting of the Board of Directors.

(b) Until the election of officers at the first meeting of the Board of Directors the following persons shall serve as corporate officers:

Fred Malkin - President

Dolores L. Counihan - Vice-President

Martha Roberts - Secretary

Maureen Benz - Treasurer

#### ARTICLE X

BYLAWS. The ByLaws of the corporation are to be made, altered or rescinded by the Board of Directors of the corporation in such a manner as may be set forth in the ByLaws.

# ARTICLE XI

<u>DEDICATION OF ASSETS</u>. The property of this corporation is irrevocably dedicated to educational or 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 thereof or to the benefit of any private individual.

#### ARTICLE XII

DISTRIBUTION OF ASSETS. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

#### ARTICLE XIII

AMENDMENT OF ARTICLES. Amendments to these Articles of Incorporation may be proposed by resolution adopted by the Board of Directors and presented to a quorum of members for their votes. Amendments may be adopted by the vote of two-thirds of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation and including all the persons herein named as the subscribers of this corporation for the purpose of forming this non-profit charitable corporation under the laws of Florida have executed these Articles of Incorporation upon this \_U day of

Subscriber

Subscriber

needuan Maureen Benz,

STATE OF FLORIDA

COUNTY OF MARION

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared FRED MALKIN, DOLORES L. COUNIHAN, MARTHA ROBERTS and MAUREEN BENZ, to me known to be the persons described in and who executed the foregoing instrument and acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this \_ 76 day of March 2003.

Notary Public
State of Florida at Large
My commission expires: \$\frac{1}{23} \rangle vor5

MARIANNE E. GLORIUS My Comm Exp. 8/23/2003 No. CC 865304

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That Friends of the Fort McCoy Public Library, Inc., desiring to organize under the Laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Fort McCoy, County of Marion, State of Florida, has named Fred Malkin, located at 10700 NE Highway 315, City of Fort McCoy, County of Marion, State of Florida, as its agent to accept service of process within this State.

#### ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Resident Agent

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