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01-01-08

07 DEC 26 AM 9:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

*Approved & Rest.*

JAN 02 2008

**Teresa Harrington**  
Certified Public Accountant & Financial Consultant  
**358 STILES AVENUE**  
**ORANGE PARK, FL 32073**  
**PHONE (904) 215-2256**  
**FAX (904) 215-2258**

December 13, 2007

Divisions of Corporation  
Attn: Certification  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Historical Society of Orange Park, Inc.

Document #: N03000003389

Dear Madam or Sir:

Enclosed please find the amended Articles of Incorporation for the Historical Society of Orange Park, Inc. along with a check in the amount of \$43.75 for the filing fee as well as a Certified Copy.

Please forward the Certified Copy to us at your earliest opportunity.

Yours Sincerely,

A handwritten signature in cursive script that reads "Teresa Harrington".

Teresa Harrington, CPA

AMARTmf  
HISTAMARTskd

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
HISTORICAL SOCIETY OF ORANGE PARK, INC.  
A FLORIDA CORPORATION

Pursuant to the provisions of Chapter 617, Florida Statutes, the undersigned Corporation adopts the following Amended and Restated Articles of Incorporation. This Corporation's Articles of Incorporation were filed on April 21, 2003; Document Number N03000003389.

ARTICLE I - NAME

The name of this Corporation is:  
Historical Society of Orange Park, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business of the Corporation is:

c/o Orange Park Town Hall  
2042 Park Avenue  
Orange Park, Florida 32073

The mailing address of the Corporation is:

P.O. Box 08  
Orange Park, Florida 32067-08

ARTICLE III - DURATION

This Corporation commenced its corporate existence on April 21, 2003. This Corporation shall exist perpetually. These Amended and Restated Articles of Incorporation shall become effective on January 1, 2008.

RECEIVED DATE  
01-01-08

07 DEC 26 AM 9:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

#### ARTICLE IV - PURPOSE

A. This Corporation is formed pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and shall operate in such a manner as will qualify it as a tax exempt organization thereunder.

B. This Corporation is organized solely and exclusively for educational purposes.

#### ARTICLE V - REGISTERED AGENT AND OFFICE

The name of the current registered agent and the street address of the current registered agent of this Corporation is:

Carolyn J. Clark  
560 Claire Lane  
Orange Park, Florida 32073

#### ARTICLE VI - MEMBERSHIP

The qualifications for Members and the manner of their admission shall be regulated by the Bylaws of the Corporation, as amended from time to time.

#### ARTICLE VII - MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this Corporation shall be exercised by, its properties managed and controlled by, and its business and affairs conducted by, a Board of Directors. Said Board of Directors shall consist of not less than three (3) persons. The number of Directors of the Corporation and their manner of election shall be as designated in the Bylaws of the Corporation. Any and all powers and duties conferred on or imposed upon this Board of Directors shall be by a duly adopted resolution of the Directors or contained within the duly adopted Bylaws of the Corporation.

B. The names and addresses of the current Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Dorothy Patterson	2233 Dogwood Lane Orange Park, FL 32073

Arthur L. Hall

505 Hurley Street  
Orange Park, FL 32073

Sarah S. Bedsole

674 Morgan Circle South  
Orange Park, FL 32073

Marjorie W. Fachko

8658 Blackhaw Court  
Jacksonville, FL 32244

Ruth G. Weaver

1123 Gon Circle East  
Orange Park, FL 32073

#### ARTICLE VIII - EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, Officers or other private persons, except that the Corporation 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 Article IV hereof.

B. No part of the activities of the Corporation shall include the publishing or distribution of statements 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.

C. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

D. Notwithstanding any other provision of these Articles, this Corporation shall not, except to a de minimis degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this Corporation.

#### ARTICLE IX - DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to the purpose set out in Article IV hereof, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any Director, Officer or to the benefit of any private individual.

#### ARTICLE X - DISTRIBUTION OF ASSETS

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively in furtherance of the purpose of the Corporation, or to such organization or organizations organized and operated exclusively for purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as the Board of Directors shall determine.

#### ARTICLE XI - AMENDMENT

, These Articles of Incorporation may be repealed, altered or amended, and new provisions adopted, by a two thirds majority vote (equal to or greater than 66.66%) of the Members present at any regular meeting of the Members or at any special meeting of the Members called for that purpose at which a quorum is present.

#### ARTICLE XII - ADOPTION

These Amended and Restated Articles of Incorporation were adopted and approved by a unanimous vote of the Directors of the Corporation and a unanimous vote of the Members of the Corporation, which was a sufficient number to approve these Amended and Restated Articles of Incorporation, on December 12, 2007.

END OF PAGE

IN WITNESS WHEREOF, the undersigned authorized Officers  
have executed these Amended and Restated Articles of  
Incorporation on behalf of the Corporation and in their capacity  
as Officers and Directors on this \_\_\_\_\_ day of December, 2007.

Historical Society of Orange Park, Inc.,  
a Florida not for profit corporation

BY: Dorothy Patterson  
Dorothy Patterson, President

ATTEST:

Ruth G. Weaver  
Ruth G. Weaver, Secretary

Dorothy Patterson  
Dorothy Patterson, Director

Arthur L. Hall  
Arthur L. Hall, Director

Sarah S. Bedsole  
Sarah S. Bedsole, Director

Marjorie W. Fachko  
Marjorie W. Fachko, Director

Ruth G. Weaver  
Ruth G. Weaver, Director

**CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT  
FOR NOT-FOR-PROFIT CORPORATION**

Pursuant to Section 48.091 and Section 617.0501, Florida Statutes, the following is submitted:

Historical Society of Orange Park, Inc.

desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the State of Florida, has named as its agent to accept service of process within this State:

Carolyn J. Clark  
560 Claire Lane  
Orange Park, FL 32073

**ACKNOWLEDGEMENT:**

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 acknowledge that I am familiar with said laws of the State of Florida, and I hereby agree to act in this capacity, and I agree to comply with the provisions of said laws.

  
\_\_\_\_\_  
Carolyn J. Clark