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**JOHN M. ELIAS, P.A.**  
Attorney at Law

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Druid Professional Center \* 611 Druid Road East, Suite 512 \* Clearwater, Florida 33756 \* (727) 461-0220 \* Fax (727) 461-2433

June 29, 2004

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl. 32314

Re: Seminole Historical Society, Inc.

Dear Sir:

I am enclosing herewith an original and copy of Articles of Incorporation for the above named corporation. In addition, a check in the amount of \$70.00 is enclosed which represents the following fees:

Filing fee	\$35.00
Registered agent	<u>35.00</u>
TOTAL	\$70.00

Please file the original of the enclosed Articles of Incorporation and return a conformed copy to the undersigned, in the enclosed self-addressed stamped envelope.

Your prompt attention to this matter is appreciated.

Sincerely yours,

  
JOHN M. ELIAS

JME:nse  
enclosures

cc: Mr. Holland G. Mangum  
Ms. Dorothy A. Phillips  
Ms. Sandra J. Lilo

**ARTICLES OF INCORPORATION**  
**OF**  
**FLORIDA NONPROFIT CORPORATION**  
**SEMINOLE HISTORICAL SOCIETY, INC.**

ALL INFORMATION CONTAINED  
HEREIN IS UNCLASSIFIED  
DATE 08/11/00 BY 60322 UC/STP

The undersigned for the purpose of forming a corporation under the provisions of Chapter 617 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agree to the following:

**ARTICLE I - NAME**

The name of the Corporation shall be SEMINOLE HISTORICAL SOCIETY, INC. and the address of the Corporation shall be 8300 113<sup>th</sup> Street, North, Seminole, Florida 33772.

**ARTICLE II - NATURE**

This is a nonprofit corporation, organized solely for general, educational, religious, charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

**ARTICLE III - TERM OF EXISTENCE**

Corporate existence shall commence upon filing these Articles of Incorporation with the Secretary of State and the term of the Corporation shall be perpetual.

**ARTICLE IV - GENERAL AND SPECIFIC PURPOSES**

The specific and primary purposes for which this corporation is formed are:

A. For the advancement of religion, charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. To preserve the past and future history of Seminole, Florida and to provide a museum for the preservation of artifacts for the educational benefit of the citizens and interested visitors of Seminole, Florida.

C. To receive and maintain funds, to have, hold, manage and sell the same, to change the investments thereof, to invest and reinvest the proceeds thereof, and to collect and receive the income and profits thereof, and to apply the income and principal to the aid and assistance of any and all religious, charitable, educational and scientific organizations and institutions, and to do all things that may be necessary and useful in the accomplishment of the purposes herein above set forth. The corporation may receive gifts from donors which gifts of property shall be used for the public welfare or general benefit of society. This is a not for profit corporation. Therefore, no gain, profit, or increment shall inure to the benefit of any private individual. The corporation shall qualify with the Internal Revenue Service as tax exempt, and comply with the requirements of sub-chapter (F) of the Internal Revenue Service code.

D. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

#### ARTICLE V - MANAGEMENT OF CORPORATE AFFAIRS

A. BOARD OF DIRECTORS. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be not less than three (3), provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the 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 8300 113<sup>th</sup> Street, North, Seminole, Florida 33772, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of 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 action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action 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 the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
HOLLAND G. MANGUM	8807 112 <sup>th</sup> Street North Seminole, FL 33772
DOROTHY A. PHILLIPS	6827 Tequesta Drive Seminole, FL 33777
SANDRA J. LILO	8300 113 <sup>TH</sup> Street North Seminole, FL 33772

B. CORPORATE OFFICERS. The Board of Directors shall elect the following officers; President, Vice President, Secretary and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Address</u>
President, HOLLAND G. MANGUM	8807 112 <sup>th</sup> Street North Seminole, FL 33772
Vice Pres., DOROTHY A. PHILLIPS	6827 Tequesta Drive Seminole, FL 33777
Secretary/Treasurer, SANDRA J. LILO	8300 113 <sup>th</sup> Street North Seminole, FL 33772

ARTICLE VI - EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of corporation shall inure 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 and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

B. 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 (including the publishing or distribution of statements) 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 (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding

provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

#### ARTICLE VII - DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE VIII - MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

ARTICLE IX - INCORPORATORS

The names and residence addresses of the Incorporators of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
HOLLAND G. MANGUM	8807 112 <sup>th</sup> Street North Seminole, FL 33772
DOROTHY A. PHILLIPS	6827 Tequesta Drive Seminole, FL 33777
SANDRA J. LILO	8300 113 <sup>TH</sup> Street North Seminole, FL 33772

ARTICLE X - AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

ARTICLE XI - DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious, educational, 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 - REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 8300 113<sup>th</sup> Street North, Seminole, FL 33772 and the name of its registered agent at said address shall be SANDRA LILO.




ARTICLE XIII - BYLAWS

The Bylaws of the corporation are to be prepared and adopted by the Board of Directors. The Bylaws may be amended in accordance with the provisions of the laws of the State of Florida as



amended from time to time, unless more specific provisions for amendments are adopted by the corporation pursuant to applicable law.

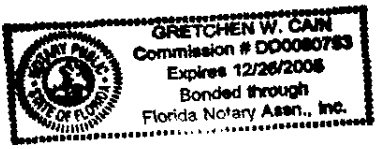
We, the undersigned, being the Incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 28 day of June, 2004.

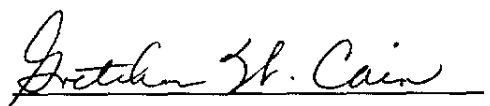
  
HOLLAND G. MANGUM  
  
DOROTHY A. PHILLIPS  
  
SANDRA J. LILO

STATE OF FLORIDA :  
:SS:  
COUNTY OF PINELLAS :

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County aforesaid to take acknowledgments, personally appeared HOLLAND G. MANGUM, DOROTHY A. PHILLIPS and SANDRA J. LILO, to me well known to be the persons described as incorporators or who has produced drivers license as identification and who did take an oath and executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid, this 28 day of June, 2004.



  
NOTARY PUBLIC  
State of Florida at Large (Seal)  
My Commission Expires: 2005

ACCEPTANCE

I hereby accept to act as initial Registered Agent for SEMINOLE HISTORICAL SOCIETY, INC., as stated in these Articles of Incorporation.

  
\_\_\_\_\_  
SANDRA J. LILO