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Law Offices

Charles R. Behm, Esquire

613 St. Johns Avenue, Palatka, FL 32177

Mailing Address: P.O. Box 10, Pomona Park 32181

crbehm@bellsouth.net

Of Counsel:
Caron Speas, Esquire

Telephone: 386-328-9950
Facsimile: 386-325-8486

November 24, 2004

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

Re: Putnam Maritime Heritage Corporation, a Florida Not-For-Profit

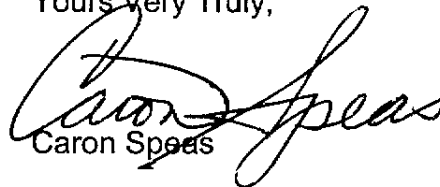
Dear Division:

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$78.75 to cover the filing fee and a certified copy of the Articles of Incorporation.

Please return certified copy to:

CARON SPEAS
P. O. Box 89
Welaka, FL 32193

Yours Very Truly,


Caron Speas

ARTICLES OF INCORPORATION

ARTICLE I

CORPORATE NAME, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of this corporation is Putnam Maritime Heritage Corporation.

The principal office of this corporation is: 605 Front Street, Welaka, FL 32193.

The mailing address of this corporation is: P. O. Box 1210, Welaka, FL 32193.

ARTICLE II

CORPORATE NATURE

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

ARTICLE III

DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV

GENERAL AND SPECIFIC PURPOSES

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

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

B. To acquire and preserve artifacts, historical objects, and antiquities, that reflect the maritime heritage of Putnam County, Florida and to display those artifacts, historical objects and antiquities to the public for their educational value.

C. To operate exclusively in any other manner for such 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

AUTHORIZED MEMBERSHIP CERTIFICATES

A. This corporation shall be authorized to issue 100,000 membership certificates.

B. All membership certificates issued by the corporation shall contain a statement on the face of thereof that it is a non-profit corporation. If such shares are restricted as to their sale or purchase, the membership certificates shall bear a legend stating that such shares are restricted in the manner described in the By-Laws or any agreement between the members, and that a copy of such By-Laws or agreement shall be provided to all

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members.

C. Except as otherwise prescribed by Florida law, each share shall entitle the holder thereof to one vote.

ARTICLE VI 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 six (6), 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 time 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 at 407 Front Street on December 15th of each year at 1:00 p.m., or 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 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 name and addresses of such initial members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Rand Speas	P. O. Box 1210, Welaka, FL 32193
Marianne Speas	P. O. Box 1210, Welaka, FL 32193
Caron Speas	P. O. Box 89, Welaka, FL 32193
Philip Cobb	P. O. Box 960, Welaka, FL 32193
Charles Behm	P. O. Box 10, Pomona Park, FL 32193

B. Corporate Officers. The Board of Directors shall elect the following officers: President and Secretary/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:	Rand Speas	P. O. Box 1210, Welaka, FL 32193
Secretary/Treasurer:	Caron Speas	P. O. Box 89, Welaka, FL 32193

ARTICLE VII EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed 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 VIII DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the 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 IX MEMBERSHIP

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

ARTICLE X SUBSCRIBERS

The names and residence addresses of the Subscribers of this corporation are as

follows:

Name	Address
Rand Speas	P. O. Box 1210, Welaka, FL 32193

ARTICLE XI 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 XII DEDICATION OF ASSETS

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 XIII REGISTERED AGENT AND OFFICE

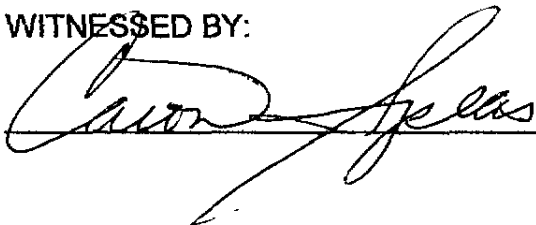
The address of the corporation's registered office shall be 613 St. Johns Avenue, Palatka, FL 32177 and the name of its registered agent at said address shall be Caron Speas.

ARTICLE XIV AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

We, the undersigned, being the Subscribers and 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 24th day of November, 2004.

WITNESSED BY:


Subscriber

**Certificate Designating Registered Office
and Registered Agent**


PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is **Putnam Maritime Heritage Corporation**
2. The name and address of the registered agent and office is:

**Caron Speas
613 St. Johns Avenue - Suite 202
Palatka, FL 32177**

I, CARON SPEAS, 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.

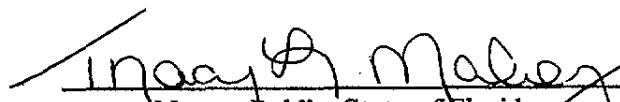
DATED: November 24, 2004.


Caron Speas, Registered Agent

STATE OF FLORIDA

COUNTY OF PUTNAM

The foregoing instrument was acknowledged before me this 24th day of November, 2004 by CARON SPEAS who is personally known to me.


Notary Public, State of Florida



Tracy L. Maloy
My Commission DD007989
Expires March 11 2005

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TALLAHASSEE, FLORIDA