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J. Shivers JUN 21 2005

LAW OFFICES  
**BRYAN W. BAUMAN, P.A.**

11820 N. W. 37<sup>TH</sup> STREET  
CORAL SPRINGS, FLORIDA 33065

BRYAN W. BAUMAN  
E-MAIL: BBAUMAN@BAUMANPA.COM

TELEPHONE: (954) 656-8077  
FAX: (954) 796-3401

June 17, 2005

FEDERAL EXPRESS

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

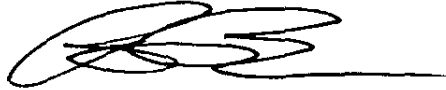
Re: **Florida Gold Coast Gem And Mineral Society, Inc.**

Dear Ladies and Gentlemen:

Enclosed are an original and one copy of the Articles of Incorporation for Florida Gold Coast Gem And Mineral Society, Inc., together with a check for \$87.50 to cover the filing fee, a certified copy and a certificate.

Please return the certified copy to the undersigned at the above stated address. If you have any questions, please contact the undersigned.

Very truly yours,



BRYAN W. BAUMAN

BWB/nsc  
Enclosures

06 JUN 2005 11:00 AM  
U.S. DEPT. OF STATE  
RECEIVED

**ARTICLES OF INCORPORATION  
OF  
FLORIDA GOLD COAST GEM AND MINERAL SOCIETY, INC.  
(A Florida Not For Profit Corporation)**

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a not for profit corporation under the provisions of Chapter 617 of the Florida Statutes.

**ARTICLE I - NAME**

*The name of this corporation shall be:*

**FLORIDA GOLD COAST GEM AND MINERAL SOCIETY, INC.**

**ARTICLE II - DURATION**

*This corporation shall commence its perpetual existence on the date these Articles are filed with the Secretary of State.*

**ARTICLE III - PURPOSES AND POWERS**

*The purpose for which this corporation is organized is to transact any or all lawful business permitted under the laws of the State of Florida as a not for profit corporation and shall have all powers permitted of a not for profit corporation under Florida law.*

*The corporation shall be dedicated to the furtherance of the lapidary and metal arts, the natural sciences, and to the study and preservation of rocks and minerals by making available to all who are interested, up-to-date equipment, resources, facilities, guidance and the highest level of academic instruction primarily for educational purposes.*

*The corporation is organized exclusively for charitable, educational or recreational purposes within the meaning of Section 501(c) of the Internal Revenue Code (or such corresponding section of any future federal tax code) The corporation is irrevocably dedicated to and shall be operated exclusively for non-profit purposes and no part of the income or assets of the corporation shall be distributed to, or inure for the benefit of any individual.*

**ARTICLE IV - MEMBERSHIP**

*The corporation is organized under a non-stock basis as defined in §617.011 of the Florida Statutes. The number and qualifications of the corporation's members and the manner for their admission shall be regulated by the corporation's By-laws*

## **ARTICLE V - INITIAL OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this corporation and its initial registered agent, as well as the mailing address of the corporation, are as follows:

BRYAN W. BAUMAN  
11820 N. W. 37<sup>th</sup> Street  
Coral Springs, Florida 33065

## **ARTICLE VI - BOARD OF DIRECTORS**

The powers of the corporation shall be exercised, and corporation shall be managed by, its board of directors. The Corporation's initial Board of Directors shall have three directors. The number of directors may be increased or decreased from time to time, by an amendment to the corporation's bylaws, but in no event shall the number of directors be decreased to less than three directors.

The names and addresses of the initial directors of this corporation are

LESTER DEGARMO  
216 NW 42nd Ave  
Plantation, FL 33317

THOMAS L. STRINGFELLOW  
850 SW 60th Ave  
Plantation, FL 33317

DONALD C. DIETZ  
4923 NW 66th Ave  
Lauderhill, FL 33319

The directors named herein shall hold office until their successors are duly elected and qualified. The manner and time of election of directors shall be specified in the corporation's by-laws.

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 of the members of the board of directors shall consent to such action in writing. Any such action shall have the same force and effect as if taken by the board of directors at a meeting of the board of directors.

## **ARTICLE VII - INCORPORATOR**

The name and address of the Incorporator is:

Bryan W. Bauman, Esquire  
11820 N. W. 37<sup>th</sup> Street  
Coral Springs, Florida 33065

## **ARTICLE VIII - INDEMNIFICATION**

By duly adopted action by the Board of Directors, this corporation may indemnify and/or insure any and all of its directors or officers or former directors or officers to the extent permitted by law, now existing or hereinafter enacted, including without limitation, the expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties or a party by reason of being or having been directors or officers of this corporation, except in relation to matters as to which any such director or officer, or former director or officer or person, shall be adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct in the performance of his duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the corporation's By-Laws, or otherwise.

## **ARTICLE IX - BY-LAWS**

Subject to the limitations contained in the corporation's by-laws and any limitation set forth in Chapter 617 of the Florida Statutes governing not-for profit corporations concerning corporate action that must be authorized or approved by members of the corporation, the 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 procedures set forth in the by-laws.

## **ARTICLE X - AMENDMENTS**

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 accordance with the procedures set forth in the By-laws. Amendments shall require approval of sixty (60%) percent of the members attending such meeting whether in person or by proxy called for such purpose.

## **ARTICLE XI - DISSOLUTION**

Upon dissolution or winding up of this corporation, any assets remaining after payment or provision for payment of all debts and liabilities of the corporation, shall be distributed to such other organization which is organized and operated for charitable, educational or recreational purposes under Section 501(c) of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of the above named not for profit corporation has executed these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true this 12 day of June, 2005.

 (SEAL)  
BRYAN W. BAUMAN, Incorporator

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

\*\*\*\*\*

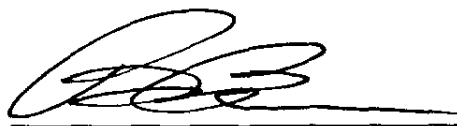
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in Compliance with  
said Act:

**FLORIDA GOLD COAST GEM AND MINERAL SOCIETY, INC.**

desiring to organize under the laws of the State of Florida with its principal office, as indicated in the  
Articles of Incorporation, at 11820 N. W. 37<sup>th</sup> Street, Coral Springs, Florida 33065, has named Bryan W.  
Bauman 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 the place  
designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the  
provisions of said Act relative to keeping said office open.

  
(SEAL)  
BRYAN W. BAUMAN, Registered Agent