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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers AUG 17 2005

TRANSMITTAL LETTER

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

SUBJECT: FRIENDS OF THE SARASOTA COUNTY HISTORY CENTER, INC
(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: - KIM A. HART
Name (Printed or typed)

330 S. PINEAPPLE AVE. #106
Address

SARASOTA FL 34236
City, State & Zip

(941) 366-1040
Daytime Telephone number

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TALLAHASSEE, FLORIDA

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

FRIENDS OF THE SARASOTA COUNTY HISTORY CENTER, INC.

ARTICLES OF INCORPORATION

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under Chapter 617 of the laws of the State of Florida, Corporations Not for Profit, and declare:

ARTICLE I

The name of the corporation shall be Friends of the Sarasota County History Center, Inc. located at 701 North Tamiami Trail, Sarasota, Florida, 34236.

ARTICLE II
PURPOSES

The purposes for which this corporation is organized are as follows:

- A) To promote, solicit, and encourage contributions from community organizations both private and public, and from individuals, of monies, real and personal property and other objects or items of value, by donation, dedication, gift, bequest, devise, or otherwise, which contributions might be beneficially devoted to the public activities of the Sarasota County History Center;
- B) To acquire, by purchase, gift, bequest or devise real and personal property, or any interest therein, to be used for providing public access to the historical resources within Sarasota County, Florida;
- C) To promote and encourage community organizations and individuals in interests and endeavors leading to the preservation of Sarasota County's historical resources for the enjoyment of residents of the entire community in the present and of future generations;
- D) In general, and subject to the limitations herein set forth, to exercise all of the rights and powers which are now or may hereafter be conferred on corporations not for profit under the laws of the State of Florida or which are necessary or incidental to the powers so conferred, or conducive to the purposes of the corporation, provided always that such powers may be exercised by an organization exempt under Section 501c(3) of the Internal Revenue Code of 1954 and its regulations, as they now exist or may hereafter be amended, and by an organization contributions to which are deductible under Section 170c(2) of the Code and Regulations.

Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501c(3) of the Internal Revenue Code of 1954 and its regulations, as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170c(2) of the Code and Regulations.

All of the assets and income of the corporation shall be used only for the purposes hereinabove set out, including the payment of expenses incidental thereto and the payment of reasonable compensation for services rendered, and no part of its assets, net earnings or income shall inure to the benefit of or be distributable to its members, trustees, or officers, or other private persons. No substantial part of the activities of corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or

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intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. In the event of 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 the assets of the corporation exclusively for the purposes of the corporation hereinabove set forth, provided no such assets shall be distributed other than to or for the benefit of the History Center of Sarasota County or other appropriate governmental unit or agency, or to or for the benefit of an organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes which shall at the time qualify as an exempt organization under Section 501c(3) of the Internal Revenue Code of 1954 and its regulations, as they now exist or may hereafter be amended.

ARTICLE III QUALIFICATIONS OF MEMBERS

The members of the corporation shall consist of the residents of Sarasota County whose names are set forth in ARTICLE VI and designated as the first Board of Directors and such other person or persons as the Board of Directors may elect, by a vote of a majority of the members of the Board present at any meeting.

ARTICLE IV TERM OF EXISTENCE

The term for which the corporation is to exist is perpetual.

ARTICLE V SUBSCRIBERS

The names and residences of the subscribers to the Articles of Incorporation are as follows:

1. Kim A. Hart, 14980 Lee Ann Lane, Sarasota, Florida 34240
2. George I. Esthus, 3100 Wood Street, Sarasota, Florida 34237
3. Diane L. Esthus, 3100 Wood Street, Sarasota, Florida 34237

ARTICLE VI MANAGEMENT OF AFFAIRS – BOARD OF DIRECTORS

Section 1. The affairs of the corporation are to be managed by a Board of Directors. The initial Board of Directors shall consist of three (3) persons. The number of Directors may be increased or decreased from time to time in the manner prescribed in the by-laws. The General Manager of the History Center of Sarasota County or his designee shall be ex-officio members of the Board of Directors.

Section 2. The Directors shall be members of the corporation.

Section 3. The members of the Board of Directors shall be elected by the members of the corporation and hold office in accordance with the By-Laws.

Section 4. The names and addresses of the persons who are to serve as Directors until the first annual meeting of the corporation are as follows:

- 1-Kim A. Hart, 14980 Lee Ann Lane, Sarasota, Florida 34240
- 2-George I. Esthus, 3100 Wood Street, Sarasota, Florida 34237
- 3-Diane L. Esthus, 3100 Wood Street, Sarasota, Florida 34237

ARTICLE VII
NAMES OF THE FIRST OFFICERS

The officers of the corporation shall include a President, one or more Vice-Presents, a Secretary, a Treasurer and such other officers as the Board of Directors may from time to time deem necessary or appropriate. Officers shall be elected by and serve at the pleasure of the Board of Directors. The names of the officer who are to serve until the first election under the Articles of Incorporation are as follows:

President – Diane L. Esthus
Vice President – George I. Esthus
Secertary/Treasurer – Kim A. Hart

ARTICLE VIII
ADOPTION AND CHANGE OF BY-LAWS

Section 1. The Board of Directors of this corporation may provide By-Laws for the conduct of the corporation's business in the carrying out of its purposes, as it may deem necessary from time to time.

Section 2. Upon proper notice the By-Laws may be amended, altered, or rescinded by a majority vote of those members of the Board of Directors present at any regular or any special meeting called for that purpose.

ARTICLE IX
AMENDMENTS TO ARTICLES OF INCORPORATION

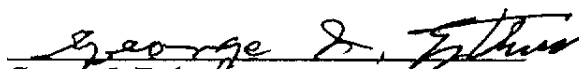
Amendments to the Articles of Incorporation and/or By-Laws may be proposed by any member of the Board of Directors and such amendment(s) may be adopted by vote of a majority of the members of the Board of Directors present at a meeting called specifically for such purpose. Any amendment(s) may not be approved at the same meeting in which they are presented.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunder set our hands and seals, this 16th day of August, 2005, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

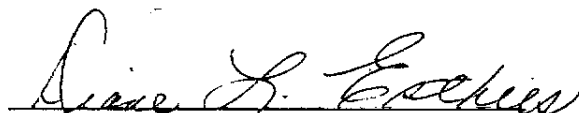
SUBSCRIBERS



Kim A. Hart



George I. Esthus

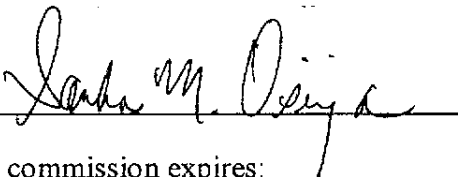


Diane L. Esthus

STATE OF FLORIDA
COUNTY OF SARASOTA

Before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Kim A. Hart, George I. Esthus, and Diane L. Esthus to me known to be the persons described as the subscribers herein and who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed and subscribed to these Articles of Incorporation.

Witness my hand and official seal in the County and State named above this 16th day of August, 2005.

 NOTARY PUBLIC
My commission expires:

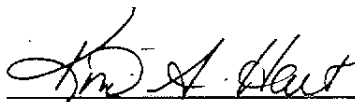


SANDRA M. OSIEJA
MY COMMISSION # DD 215418
EXPIRES: May 26, 2007
Bonded Thru Budget Notary Services

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

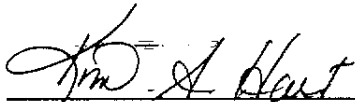
In compliance with Florida Statutes Section 48.091 and 617.023, the following is submitted:

Friends of the Sarasota County History Center, Inc., desiring to organize as a corporation not for profit under the laws of the State of Florida, has designated 330 S. Pineapple Ave. #106, Sarasota, Florida, 34236 as its initial Registered Office and has named Kim A. Hart located at that address as its initial Registered Agent.



Kim A. Hart

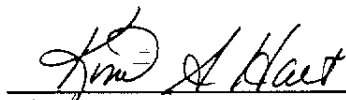
Having been named Registered Agent for the above-identified corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping the office open.



Kim A. Hart, Registered Agent

ARTICLE X

The name and address of the Incorporator is Kim A. Hart, 14980 Lee Ann Lane, Sarasota, Florida 34240



Kim A. Hart

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TALLAHASSEE, FLORIDA