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05 DEC -5 PM 3:49

CLERK OF STATE
TALLAHASSEE, FL 32301

2005 DEC 09 10:21 AM

COVER LETTER

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

SUBJECT: FRIENDS OF THE LATT MAXCY MEMORIAL LIBRARY, 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: Friends of the Latt Maxcy Memorial Library, Inc.
Name (Printed or typed)

15 North Magnolia Avenue
Address

Frostproof, FL 33843
City, State & Zip

(863) 635-7857
Daytime Telephone number

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

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05 DEC -5 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
FRIENDS OF THE LATT MAXCY MEMORIAL LIBRARY, INC.**
A Florida Not-for Profit Corporation In Compliance with Chapter 617, F.S.

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for the corporation:

ARTICLE I: NAME

The name of this not-for-profit corporation shall be Friends of the Latt Maxcy Memorial Library, Inc. ("Corporation").

ARTICLE II: PRINCIPAL OFFICE

The principle place of business is:
15 North Magnolia Avenue
Frostproof, Florida 33843

The mailing address is:
15 North Magnolia Avenue
Frostproof, Florida 33843

ARTICLE III: PURPOSE

This Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code Section or the corresponding section of any future federal tax code.

This Corporation shall assist in the promotion and development of the Latt Maxcy Memorial Library, a public library located in the City of Frostproof in Polk County, Florida. This Corporation will encourage the use of such facilities; the Corporation shall endeavor to enlist the interest and support of all who are dedicated to the dissemination of knowledge and to publicize library functions, facilities, and resources; the Corporation will encourage donations, endowments, and bequests for the Latt Maxcy Memorial Library and will receive all such donations, endowments and bequests.

No part of the net earnings, properties or assets of this 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 to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. This Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV: MANNER OF DOING BUSINESS

The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Corporation will not make any taxable expenditure as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V: AMENDMENTS AND BYLAWS

The Articles of Incorporation and the By-Laws of this Corporation may be amended, repealed, or added to provided that any such action is consistent with the purpose for which the Corporation is organized. The Articles may be amended, repealed or added to only at a duly called meeting of the Corporation where a quorum of one-third of the voting members in good standing are present in person or by proxy. The amendment will be deemed approved if it receives a two-thirds favorable vote. The Secretary will file amendments to the Articles of Incorporation with the Department of State of the State of Florida.

ARTICLE VI: MEMBERSHIP

Membership in the Corporation is open to any person or business that supports the purposes for which the Corporation was formed as outlined in Article III. Each member is entitled to one vote at the annual election of Directors, to attend all legally called meetings of the membership, to receive all notices and publications of the Corporation, and to enjoy all privileges ordinarily pertaining to members of a non-profit Corporation.

ARTICLE VII: MEETINGS

The membership of this Corporation shall meet twice annually at the time provided for in the By-Laws and at such other times as meetings may be duly called in accordance with the By-Laws.

ARTICLE VIII: DUES

Annual dues shall be assessed as provided in the By-Laws. No member whose dues are in arrears shall be considered as being in good standing nor shall he be entitled to vote.

ARTICLE IX: LENGTH OF EXISTENCE AND DISSOLUTION

This Corporation shall exist perpetually.

If it becomes necessary to liquidate or dissolve the Corporation, all properties and assets of this Corporation remaining after paying or providing for all debts and obligations shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction in Polk County, Florida, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X: MANNER OF ELECTION

The affairs of this Corporation shall be managed by the Board of Directors and, subject to the control of said Board, the officers of this Corporation. The officers of this Corporation shall be a President, a Vice-President, a Secretary and a Treasurer. In addition, the Board of Directors may elect or appoint one or more Vice Presidents and one or more Assistant Secretaries and Assistant Treasurers. Members of the Board of Directors and officers shall be elected or appointed, as

prescribed from time to time by the By-Laws. The officers and directors shall hold office until their successors are duly elected and qualified. The conduct of said elections will be set forth in the By-Laws of this Corporation.

ARTICLE XI: INITIAL DIRECTORS AND OFFICERS

The number of directors constituting the initial Board of Directors shall be four and the names and addresses of the individuals who are to serve as directors until the first election or appointment under the Articles of Incorporation shall be:

President. Dana V. Woodley, 1501 North Scenic Highway, Frostproof, FL 33843
Vice President. Judy Clair Johnston, 509 North Scenic Highway, Frostproof, FL 33843
Secretary. Elfriede Austin, 1872 North Lake Reedy Boulevard, Frostproof, FL 33843
Treasurer. Carole McDonald, 1893 North Lake Reedy Boulevard, Frostproof, FL 33843

ARTICLE XII: INITIAL REGISTERED AGENT AND STREET ADDRESS

The address of the initial Registered Office of this Corporation shall be:

Melissa Hadden
c/o Latt Maxcy Memorial Library
15 North Magnolia Avenue
Frostproof, Florida 33843

ARTICLE XIII: INCORPORATORS

The initial subscribers to these Articles of Incorporation and their residence addresses are as follows:

President. Dana V. Woodley, 1501 North Scenic Highway, Frostproof, FL 33843
Vice President. Judy Clair Johnston, 509 North Scenic Highway, Frostproof, FL 33843
Secretary. Elfriede Austin, 1872 North Lake Reedy Boulevard, Frostproof, FL 33843

IN WITNESS WHEREOF the undersigned subscribers have, pursuant to Chapter 607, Florida Statutes, executed these Articles of Incorporation for a non-profit corporation on this 1st day of December 2005.

Dana V. Woodley
Dana V. Woodley, President
Judy Clair Johnston
Judy Clair Johnston, Vice President
Elfriede Austin
Elfriede Austin, Secretary

STATE OF FLORIDA
COUNTY OF POLK

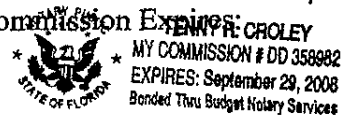
The foregoing instrument was signed in my presence and acknowledged before me this 1st day of December, 2005, by persons who are personally known to me.

Tenny R. Croley
Notary Public

Type or Print Name:

Tenny R. Croley

My Commission Expires: SEPTEMBER 29, 2008



ACCEPTANCE OF RESIDENT AGENT

Having been named Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

December 1, 2005

Dated

Melissa Hadden
Melissa Hadden

Dana Woodley
Dana Woodley, Incorporator

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SECRETARY OF STATE
TAMPA, FLORIDA