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Florida Certified Circuit Mediator
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General Civil Representation
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December 19, 2005

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

RE: West Florida Public Library Foundation, Inc.

To Whom it May Concern:

Enclosed are the following documents necessary to incorporate *West Florida Public Library Foundation, Inc.*, a non-profit corporation organized pursuant to F.S. §617.01:

1. Original, signed, and notarized *Articles of Organization*.
2. Duplicate photocopy of the Articles.
3. My check in the amount of \$87.50 for the filing fee, a certified copy, and a *Certificate of Status*.

Please accept the Articles for filing and have the duplicate copy certified and returned along with the Corporate Charter, Certified Copy, and Certificate of Status to my office as soon as possible.

Thank you for your time and attention to this request.

Respectfully,



Edmund W. Holt

EWH/emj
Enclosures

ARTICLES OF INCORPORATION
OF
WEST FLORIDA PUBLIC LIBRARY FOUNDATION, INC.

A Corporation not for profit, organized pursuant
to the provisions of Chapter 617.01, Florida Statutes

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, whose names are signed hereto, do hereby associate ourselves together for the purpose of forming a body corporate, not for profit, under the laws of the State of Florida and under the following proposed charter:

ARTICLE I. NAME

The name of this corporation shall be *West Florida Public Library Foundation, Inc.*, its principal place of business and shall be in the City of Pensacola, Escambia County, Florida, and its mailing address shall be 4111 Brittany Place, Pensacola, FL 32504.

ARTICLE II. PURPOSES AND POWERS

A. PURPOSES - The purposes for which this corporation is organized are as follows:

1. This corporation is organized exclusively for educational, charitable, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future Internal Revenue law, including, for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Internal Revenue law).

2. Without limiting the generality of the foregoing, this corporation shall have the following purposes:

(a) The benefit and support of the West Florida Public Library System, its branches and its successors by providing goods and services which include but are not limited to the following: books, publications, information, and electronic media and other library materials, buildings, facilities, equipment, monies, endowment funds, and other real and personal property, or grants for any such purposes.

(b) The purpose of this corporation shall be to provide for services and facilities over and above what the traditional tax base funding of West Florida Regional Library

System has provided, but not to provide funds which can be substituted for the traditional tax base funding.

B. POWERS - This corporation shall have all the powers, not contrary to law or to the statutes of the State of Florida, incident to or useful or necessary to carry out the purposes for which it is formed, subject, however, to the limitations, duties, and restrictions pertaining to a nonprofit corporation existing under the provisions of Chapter 617.01, et. seq., Florida Statutes, and subject further to the limitations, duties, and restrictions applicable to an organization qualified as exempt from federal income taxation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as said statutes are now in force or may hereafter be amended. In furtherance of and not in limitation of the general powers conferred by the laws of the State of Florida, it is expressly provided that this corporation shall also have the following powers:

- (a) To borrow money and give security therefor;
- (b) To enter into, make, perform, and carry out contracts of every kind for any lawful purpose pertaining to its business, with any individual, entity, firm, association, or corporation, private, public or municipal, or with any government or governmental , municipal or public authority, domestic or foreign;
- (c) To receive any gift, grant, contribution, or devise and hold and use the same for the general purposes or any special purposes of this corporation; provided that gifts with conditions shall be acceptable only if they are consistent with the purposes and use of a free public library;
- (d) To acquire from time to time for such uses and purposes, by purchase, gift, will or otherwise, real and personal property and to own, hold, control, administer, sell, exchange, mortgage or otherwise dispose of all or any part of such properties;
- (e) To act as trustee of any funds or property that it may receive under specific or limited grants or agreements or under any will and to have and exercise the right to hold or manage such funds under the terms and conditions imposed by any such trust, grant, agreement or will;
- (f) To do everything necessary, convenient, or incidental to the accomplishment of the purposes of this corporation or which is calculated, directly or indirectly, to promote the welfare or interests of this corporation;
- (g) To do any and all things in this article set forth to the same extent a natural person might or could do, in any part of the world, as principal, agent, contractor, trustee, or otherwise, either alone or in company with others.

C. LIMITATIONS - Notwithstanding any other provisions of these Articles, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Internal Revenue law). Said limitations include, but are not limited to, the requirement that have no part of the net of this corporation shall inure to the benefit of or be distributable to any private individual, except that this 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 these Articles; that no part of its activities shall consist of the carrying on of propaganda or otherwise attempting to influence legislation; and that it shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

To the extent that this corporation shall at any time be subject to provision of the Internal Revenue Code of 1986 (or the corresponding provision of any future Internal Revenue law) which may affect or jeopardize its non-profit, charitable status, then this corporation:

- (a) Shall distribute its net income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by the Internal Revenue Code of 1986 (or the corresponding provision of any future Internal Revenue law);
- (b) Shall not engage in any act of self-dealing as defined in the Internal Revenue Code of 1986 (or the corresponding provision of any future Internal Revenue law);
- (c) Shall not retain any excess business holdings as defined in the Internal Revenue Code of 1986 (or the corresponding provision of any future Internal Revenue law);
- (d) Shall not make any investments in such manner as to subject it to tax under the Internal Revenue Code of 1986 (or the corresponding provision of any future Internal Revenue law);
- (e) Shall not make any taxable expenditures as defined in the Internal Revenue Code of 1986 (or the corresponding provision of any future Internal Revenue law).

ARTICLE III. MEMBERS

CLASSES OF MEMBERS: The Foundation shall have three classes of members:

1. Direct Members - Direct Members of the Foundation shall consist of those persons whose annual dues are paid for the current year. Such dues shall be fixed from time to time by the Board of Directors.
2. Corporate Members - Local welfare, civic, educational, scientific, business, or other organizations shall be eligible for Corporate Membership or sustaining corporate

membership. Each corporation shall designate one person to vote at the annual election of Directors.

3. Honorary Members - Honorary membership may be conferred upon individuals who in the opinion of the Board of Directors of the Foundation have rendered distinguished service to the West Florida Public Library System.

ARTICLE IV. PERPETUAL EXISTENCE

This corporation shall have a perpetual existence.

ARTICLE V. DIRECTORS

The affairs of this corporation shall be managed by a Board of Directors. Other than the initial Board of Directors mentioned herein, which will serve until the first formal Board of Directors is duly nominated and qualified to serve, the number of directors shall be not less than seven (7) nor more than fifteen (15). The West Florida Public Library System Executive Director shall serve as an ex officio member of the Board of Directors. The number of directors constituting the initial Board of Directors of this corporation shall be three (3).

The number of directors and the manner of electing successor directors may be fixed or changed from time to time by appropriate provisions of the Bylaws of this corporation adopted by the vote or written assent of a majority of the directors of this corporation.

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of at least one or more directors, which committees shall have and exercise such authority of the Board of Directors in the management of this corporation as may be delegated by the Board, within such limitations as may be imposed by the Chapter 617.01, Florida Statutes.

ARTICLE VI. TITLE TO PROPERTY

The title to all property of the corporation shall be held in the name of the corporation or as otherwise may be provided pursuant to the authority of the charter and bylaws of the corporation. Any gift, bequest, devise, or donation of any kind whatsoever to the corporation or its Board of Directors shall be deemed to vest title in the corporation.

ARTICLE VII. OFFICERS

The officers of the corporation shall be a Chair, Vice-Chair, Secretary, and Treasurer. Each of the said officers shall be elected by the Board of Directors at any annual meeting and the officers so elected shall hold office until the next annual meeting following their election and thereafter until their successors are duly elected and qualified. The offices of the Chair and Vice-Chair shall be filled from the membership of the Board of Directors. Any two or more offices may be held by the same person, except the offices of Chair and Secretary.

ARTICLE VIII. BOARD OF HONORARY TRUSTEES

A Board of Honorary Trustees composed of not less than ten (10) nor more than one hundred (100) prominent men and women may be selected in the manner and for such duties as shall be provided and set forth in the bylaws, provided, however, that said Board of Honorary Trustees shall constitute only an advisory board to consult and advise with said Board of Directors.

ARTICLE IX. SEAL

The seal of the corporation shall be inscribed with the following words: " West Florida Public Library Foundation, Inc."

ARTICLE X. MEETINGS

The meetings of the Board of Directors and the Board of Honorary Trustees shall be at such times as shall be set forth in the bylaws.

ARTICLE XI. BY-LAWS

The bylaws of this corporation are to be made, altered, or rescinded only by a majority vote of all members of the Board of Directors, provided that at least ten (10) days written notice is given of intention to alter, amend, repeal or to adopt new bylaws at such meeting.

ARTICLE XII. AMENDMENTS TO ARTICLES OF ORGANIZATION

Amendments to the Articles of Incorporation may be proposed and adopted by a majority vote of all of the members of the Board of Directors provided that at least ten (10) days written

notice setting forth the proposed amendment is given to the members of the Board of Directors prior to any such meeting wherein said amendment is considered.

ARTICLE XIII. DESIGNATION OF REGISTERED AGENT

The street address of the initial registered office of the corporation is 4111 Brittany Place, Pensacola, FL 32504, and the name of its initial registered agent at such address is Richard B. Cravens.

ARTICLE XIV. INITIAL OFFICERS

The names of the officers who are to serve until the first election are as follows:

Chair - Richard B. Cravens
Vice Chair - Eugene T. Fischer
Secretary - Bruce Caton
Treasurer - Bruce Caton

ARTICLE XV. INITIAL BOARD OF DIRECTORS

The names of directors who are to serve as the initial Board of Directors until the first election are as follows:

Richard B. Cravens
Eugene T. Fischer
Bruce Caton

ARTICLE XVI. DEFENSE AND INDEMNIFICATION OF OFFICERS AND DIRECTORS

This corporation shall defend, indemnify, and hold harmless, every registered agent, director, or officers and his/her heirs, executors, and administrators against liability and against expenses reasonably incurred by him/her in connection with any action, suit, or proceeding to which he/she may be made a party by reason of his/her being or having been a director or officer of this corporation, except in relation to matters as to which he/she shall be finally adjudged in such action,

suit, or proceeding to be liable for willful misconduct. The foregoing rights shall be exclusive of other rights to which he/she may be entitled.

ARTICLE XVII. DEDICATION OF PROPERTY TO CHARITABLE PURPOSES

The property of this corporation is irrevocably dedicated to 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 XVIII. DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which as established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws or to the Federal Government or to a State or local government for a public purpose,.

ARTICLE XVIII. INCORPORATORS

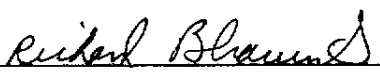
The names and residences of the incorporators and subscribers are as follows:

Richard B. Cravens
4111 Brittany Place
Pensacola, FL 32504

Eugene T. Fischer
4140 Iris Court
Pensacola, FL 32503

Bruce Caton
4145 April Road
Pensacola, FL 32504

IN TESTIMONY WHEREOF, the incorporators and subscribers have hereunto set their hands and seals this 28th day of November, 2005.

 (Seal)
Richard B. Cravens

Eugene T. Fischer (Seal)
Eugene T. Fischer

Bruce Caton (Seal)
Bruce Caton

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 28th day of November, 2005, by Richard B. Cravens, who (☒) is personally known to me or who () has produced the following identification:

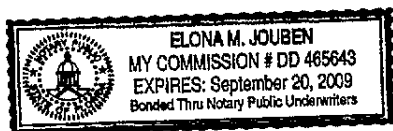


-Notary Seal-

Elona M. Jouben
Elona M. Jouben
(Type or Print Name)
Notary Public
State of Florida at Large

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 7th day of December, 2005, by Eugene T. Fishcher, who (☒) is personally known to me or who () has produced the following identification:

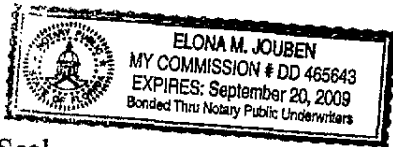


-Notary Seal-

Elona M. Jouben
Elona M. Jouben
(Type or Print Name)
Notary Public
State of Florida at Large

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 1st day of December, 2005, by Bruce Caton, who (☒) is personally known to me or who (☐) has produced the following identification: _____



-Notary Seal-

Elona M. Jouben
Elona M. Jouben
(Type or Print Name)
Notary Public
State of Florida at Large

ACCEPTANCE BY REGISTERED AGENT

I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Dated the 28th day of November, 2005.

Richard B. Cravens
Richard B. Cravens, Registered Agent

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CLERK OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Sworn to (or affirmed) and subscribed before me this 28th day of November, 2005, by Richard B. Cravens who (☒) was personally known to me or (☐) produced _____ (type of identification).



-Notary Seal-

Elona M. Jouben
(Signature)
Elona M. Jouben
(Type or Print Notary's Name)
Notary Public - State of Florida