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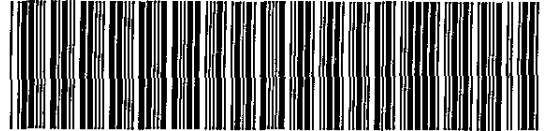
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*Friends of the Niceville  
Public Library, Inc.*

☐ Art of Inc. File \_\_\_\_\_  
☐ LTD Partnership File \_\_\_\_\_  
☐ Foreign Corp. File \_\_\_\_\_  
☐ L.C. File \_\_\_\_\_  
☐ Fictitious Name File \_\_\_\_\_  
☐ Trade/Service Mark \_\_\_\_\_  
☐ Merger File \_\_\_\_\_  
☐ Art. of Amend. File \_\_\_\_\_  
☐ RA Resignation \_\_\_\_\_  
☐ Dissolution / Withdrawal \_\_\_\_\_  
☐ Annual Report / Reinstatement \_\_\_\_\_  
☒ Cert. Copy \_\_\_\_\_  
☐ Photo Copy \_\_\_\_\_  
☒ Certificate of Good Standing \_\_\_\_\_  
☐ Certificate of Status \_\_\_\_\_  
☐ Certificate of Fictitious Name \_\_\_\_\_  
☐ Corp Record Search \_\_\_\_\_  
☐ Officer Search \_\_\_\_\_  
☐ Fictitious Search \_\_\_\_\_  
☐ Fictitious Owner Search \_\_\_\_\_  
☐ Vehicle Search \_\_\_\_\_  
☐ Driving Record \_\_\_\_\_  
☐ UCC 1 or 3 File \_\_\_\_\_  
☐ UCC 11 Search \_\_\_\_\_  
☐ UCC 11 Retrieval \_\_\_\_\_  
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Signature \_\_\_\_\_

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Date *1/26*

Time *11:00*

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2006 JAN 26 PM 2:09

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**FRIENDS OF THE NICEVILLE PUBLIC LIBRARY, INC.**

(A Florida Corporation Not-For-Profit)

**ARTICLE I - NAME:**

The name of this corporation is **Friends of the Niceville Public Library, Inc.**, (hereinafter referred to as the "Corporation").

**ARTICLE II - DURATION:**

The Corporation shall exist perpetually, commencing upon filing with the Secretary of State of these Articles of Incorporation.

**ARTICLE III - PURPOSE:**

The specific purposes for which this not-for-profit corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law and, in furtherance of these purposes, the corporation may:

A) Encourage, solicit, receive and administer gifts, endowments, bequests, good deeds and other donations by deed, will or otherwise to support the development and growth of a program for the extension and improvement of the services, equipment and resources of the City of Niceville Public Library. This foundation shall support and assist the City of Niceville Public Library in its further development of library and educational services and activities for the community.

B) Take, receive, own, hold, administer, distribute and dispose of property, gifts or donations of all kinds, whether owned by it or others, whether real, personal or mixed, acquired by gift, bequest, devise or otherwise, for the advancement, promotion, extension or maintenance of such corporate purposes.

C) Acquire by lease, option, purchase, gift, grant, devise or conveyance, or otherwise to hold, enjoy, possess, rent, lease and sell real property or any interest in real property as may be deemed in the interest of the corporation.

D) Acquire by option, purchase, gift, grant, bequest and transfer, or otherwise to hold, enjoy, possess and pledge its security, sell, lease, transfer or in any manner dispose of personal property of any class or description whatsoever to retain any property, investments or securities; to invest any

and all funds coming into the hands of the corporation in such property, investments or securities as the directors of the corporation in their discretion may deem advisable, whether or not the same may be currently producing income and whether or not the same are, or may be authorized or deemed property for investment of trust funds under the Constitution or laws of the State of Florida or of the United States; to convert real property owned by the corporation into personal property and personal property into real property; to improve or cause or permit real property to be improved and to abandon any property which the directors of the corporation deem to be without substantial value; to manage and control any shares of stock, certificates of interest, bonds or other securities of any corporation, trust or association and with respect to the same to concur in any plan, scheme or arrangement for the consolidation, merger, conversion, recapitalization, reorganization or dissolution of the lease or other disposition of the properties of any such corporation trust or association, the securities of which are held by this corporation, and as owner thereof to vote, or give or grant proxy or proxies to vote, any security of any corporation, trust or association held by this corporation at any meeting of the holders of the same class of security of the issuing entity, and generally, in all respects to exercise all of the rights of ownership therein.

Borrow money to be used by it in payment of property bought by it, or for erecting buildings, making improvements and for other purposes germane to the projects of its creation, and to secure the repayment of the money thus borrowed by mortgage, pledge, or deed of trust, but no trust asset may be pledged or committed in a manner that would violate the trust upon which held.

(E) Do and perform all other acts and things which may be incidental to and come legitimately within the scope of any and all the foregoing objects and purposes or which may be necessary or appropriate for the carrying out and accomplishing of any and all of the foregoing objects and purposes, and subject to the limitations herein above or hereinafter expressed to have and exercise all rights and powers not conferred or which may hereafter be conferred on corporations not for profit under the laws of the State of Florida.

(F) The foregoing clauses shall be construed equally as objects, purposes, and powers and the foregoing enumeration of specific objects, purposes and powers are not be construed or held to limit or restrict in any manner the powers of the corporation as expressly conferred by law, except as expressly stated herein.

**ARTICLE IV - NON-STOCK CORPORATION:**

This Corporation is organized on a non-stock basis pursuant to the provisions of Chapter 617, Florida Statutes.

**ARTICLE V - MEMBERSHIP:**

Membership in the Corporation shall be established and regulated by the By-Laws of the Corporation.

**ARTICLE VI - INITIAL PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT:**

The street address of the initial principal office of the Corporation is 206 N. Partin Drive, Niceville, FL 32578. The street address of the initial registered office of the Corporation is 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547-6711 and the initial registered agent of the Corporation at that address is C. Jeffrey McInnis.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS:**

The Corporation shall have seven (7) directors initially. The number of directors may be either increased or diminished from time to time as set forth in the By-Laws but shall never be less than three (3). The Directors shall be elected by the membership of the Corporation at its annual meeting or as prescribed in the By-Laws. The names and addresses of the initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Tricia Brunson	1055 E. John Sims Parkway Niceville, Florida 32578
Judy Byrne Riley	1501 Bayshore Drive Niceville, Florida 32578
Jane Meigs	1315 Bayshore Drive Niceville, Florida 32578
C. Jeffrey McInnis	909 Mar Walt Drive, Suite 1014 Fort Walton Beach, Florida 32547
Christina Ruckel	222 Rockwood Lane Niceville, Florida 32578

Rebecca Spence

4019 13<sup>th</sup> Street  
Niceville, Florida 32578

Hank Yancey

4684 East Highway 20  
Niceville, Florida 32578

**ARTICLE VIII - INCORPORATOR:**

The name and address of the person signing these Articles is as follows: C. Jeffrey McInnis, 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547-6711.

**ARTICLE IX - BY-LAWS:**

The Board of Directors of this Corporation shall provide By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time. Upon proper notice, the By-Laws may be amended, altered or rescinded by a two-thirds (2/3) vote of all of the members of the Board of Directors of the Corporation at any regular or special meeting called for that purpose.

**ARTICLE X - POWERS:**

In order to promote the purposes of the Corporation, it may acquire property by grant, gift, purchase, devise or bequest, and hold, maintain, repair, improve and dispose of such property as the Corporation shall require for the benefit of its members and not for pecuniary profit, and it shall have all corporate powers enumerated in Chapter 617 of the Florida Statutes, which powers are specifically incorporated herein by reference.

The Corporation is further empowered to indemnify any directors or officers or former directors or officers of the Corporation, or any person who may have served at its request as a director or officer of another corporation, whether for profit or not-for-profit, against any liability, damages and expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which they are made a party by means of being or having been such director or officer except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding, to be liable for negligence or misconduct in the performance of his or her duty; but such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any by-laws, agreements, vote of the Board of Directors or members, or otherwise.

**ARTICLE XI - AMENDMENT OF ARTICLES:**

Upon proper notice, these Articles of Incorporation may be amended by a two-thirds (2/3) vote of all of the members of the Board of Directors of the Corporation at any regular or special meeting called for that purpose.

**ARTICLE XII - CHARITABLE RESTRICTIONS AND LIMITATIONS:**

A. No part of the assets or the net earnings of the Corporation shall at any time be applied to any purpose other than charitable, scientific or educational nor shall they at any time inure to the benefit of, or be distributable to its members, directors, trustees, 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 III hereof.

B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or participation in, or intervening in (including the publishing or distribution of statements) any political campaign for or against any candidate for public office or attempting to influence legislation.

C. Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by:

- (i) a not-for-profit corporation under Chapter 617, Florida Statutes, or any other corresponding provision of any future Florida Statute; or,
- (ii) any corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law; or,
- (iii) 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 United States Internal Revenue law.

**ARTICLE XIII - DISTRIBUTION OF ASSETS UPON DISSOLUTION:**

Upon the dissolution of this Corporation, all of its assets, remaining after payment of all costs and expenses of such dissolution, shall be distributed to organizations which themselves are exempt as organizations described under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of

1986, as amended, or to the Federal Government, or to a State or local government, for a public purpose, and none of the assets shall be distributed to any member, officer, or Director of the Corporation.

**ARTICLE XIV - NON-DISCRIMINATION:**

This corporation is committed to the concepts of equity and equal opportunity and commits itself not to discriminate on the basis of race, color, religion, sex, age, national origin, or handicap in the exercise of its operations and/or activities.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Incorporation on this 21<sup>st</sup> day of January, 2006 for the purpose of forming this corporation not-for-profit under the laws of the State of Florida.

**WITNESSES:**

Amy Zager  
Print Name: Amy Zager

Jayne W. Emerson  
Print Name: Jayne W. Emerson

**INCORPORATOR:**

C. Jeffrey McInnis, Esq.

**STATE OF FLORIDA  
COUNTY OF OKALOOSA**

The foregoing Articles of Incorporation of the Friends of the Niceville Public Library, Inc. was acknowledged before me this 21<sup>st</sup> day of January, 2006, by C. Jeffrey McInnis who is personally known to me.

**NOTARY PUBLIC:**

Jayne W. Emerson  
State of Florida at Large (Seal)  
print name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

**JAYNE W. EMERSON**  
Notary Public, State of Florida  
My comm. exp. Sept. 22, 2008  
Comm. No. DD 130980



**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, 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: **Friends of the Niceville Public Library, Inc.**
2. The name and address of the registered agent and office is:

C. Jeffrey McInnis, Esq.  
909 Mar Walt Drive  
Suite 1014  
Fort Walton Beach, FL 32547

HAVING BEEN NAMED AS REGISTERED AGENT AND 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.

SIGNATURE: \_\_\_\_\_

  
C. Jeffrey McInnis

DATE: January 21, 2006