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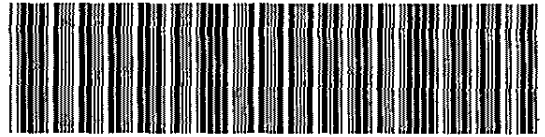
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Gulf Coast Timekeepers
3215 San Mateo Street
Clearwater, Florida 33759*

February 2, 2007

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Subject: Gulf Coast Timekeepers, Incorporated

Enclosed is an original and one copy of the Articles of Incorporation and a check in the amount of \$78.75 in payment of the Filing Fee and Certified Copy.

From:

Gulf Coast Timekeepers
3215 San Mateo Street
Clearwater, FL 33759
727-725-3920

ARTICLES OF INCORPORATION

GULF COAST TIMEKEEPERS, INCORPORATED

a Florida Not-for-Profit Corporation

Article I. Name

The name of the corporation shall be Gulf Coast Timekeepers, Incorporated.

Article II. Location and Address

The location and address of the registered office of the corporation shall be:

3215 San Mateo Street
Clearwater, FL 33759

Article III. Term

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

Article IV. Organization/Membership.

The corporation shall be organized upon a non-stock basis. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise. The corporation shall have Members of classes and with rights and conditions as may be established from time to time in the By-Laws and Standing Rules of the corporation.

Article V. Purposes.

The corporation shall operate and exist for the purposes of:

- A. Encouraging and stimulating interest in the art and science of horology for the benefit of the public and its members, in the following ways:
1. Promoting and providing education in the art and science of horology;
 2. Sponsoring conventions, symposiums, and other events of horological interest;
 3. Providing horological research opportunities through the collection and presentation of horological data material for posterity;
 4. Promoting and providing the public display of horological artifacts of every kind and description;
 5. Cooperating with individuals, groups, and institutions to stimulate genuine interest in the collection, conservation, interpretation, and exhibition of time

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pieces and other horological items;

- B. To have and exercise all of the rights and powers conferred on not-for-profit corporations by the State of Florida as it is now in effect or may at any time be amended, including, without limiting the foregoing generality, the power to (1) maintain and acquire by purchase, gift, devise or otherwise, contract, rent, lease by or sell personal or real property; (2) receive and administer funds and gifts in kind of all kinds by accepting, holding, investing, reinvesting, administering, and curating, where appropriate, any gift, grant, bequest, devise, benefit of trust (but not to act as trustee of any trust), and property of any sort, tangible or intangible, real, personal or mixed, or any undivided interest therein, either absolutely or jointly with any other person, persons or corporation, without limitation as to amount or value, and to use, disburse, give, transfer, convey, assign or donate such property, the income or principal thereof; (3) to solicit and accept funds, donations, gifts, grants, contributions and endowments from individuals, trusts, associations, organizations and governmental agencies, in trust or upon such other conditions as may be imposed by the donors, contributor or grantor; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation as set forth herein;
- C. To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by (1) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or a successor statute of similar import) or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, (or a successor statute of similar import).

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its incorporators, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of its purposes as set forth in these Articles. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (by the publication or distribution of statements or otherwise) any political campaign on behalf of any candidate for public office.

If in the event this corporation is in any one year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1954 (or a successor statute of similar import) it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1954 (or a successor statute of similar import); and further shall be prohibited from: any act of "self-dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1954 (or a successor statute of similar import); from retaining any "excess business holdings" as defined in Section 4943(c) of the Internal Revenue Code of 1954 (or a successor statute of similar import); from making any investments in such

- manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1954 (or a successor statute of similar import).

No gift or grant will be accepted if it contains major conditions, which would restrict or violate any of the educational purposes of the corporation or if it would require serving a private as opposed to a public interest.

Upon the dissolution of the corporation, the Board of the corporation shall, after paying or making provisions for payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the organization in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or a successor statute of similar import), as the Board shall determine.

Article VI. Board of Directors/Officers.

The corporation shall be governed by a Board of Directors. The Board of Directors shall be composed of at least (6) Directors and not more than nine (9) Directors elected by the Members. All of the positions on the Board of Directors, whether elected, appointed or ex-officio, shall have such powers, duties and authority and shall be subject to such requirements and procedures, as may be established in the By-Laws and Standing Rules of the corporation.

The officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. Officers shall have such powers, duties and authority, and shall be subject to such requirements and procedures, as may be established in the By-Laws and Standing Rules of the corporation.

Article VII. Registered Agent.

The name and address of the initial Registered Agent is:

Roy Brady
3215 San Mateo Street
Clearwater, FL 33759

Article VIII. Incorporator

The name and address of the sole incorporator is:

Roy Brady
3215 San Mateo Street
Clearwater, FL 33759

Article IX. By-Laws.

This corporation shall, by the enactment of suitable By-Laws, provide for the election or appointment of officers, directors and other positions as may be required, the length of terms, the place and conduct of meetings, conditions of membership, and other such matters as may be necessary. The By-Laws shall contain nothing inconsistent with these Articles of Incorporation, nor

- the laws of the State of Florida, nor Section 501(c)(3) and Section 170 of the Internal Revenue Code of 1986, as amended, (or a successor statute of similar import).

Article X. Standing Rules.

This corporation shall, by the enactment from time to time by the Board of Directors of suitable Standing Rules, provide for establishment of policies and procedures in support of these Articles of Incorporation and the By-Laws, guidance and direction for operations, and other such matters as may be necessary. The Standing Rules shall contain nothing inconsistent with these Articles of Incorporation or the Bylaws of this corporation, nor the laws of the State of Florida, nor Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or a successor statute of similar import).

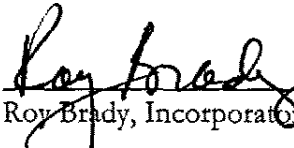
Article XI. Indemnification.

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law, except if the director has breached or failed to perform the duties of his or her office, or the breach of duty or failure to perform is gross negligence, self-dealing, or willful misconduct.

Article XII. Amendments.

Proposals for amendment of these Articles of Incorporation may be made solely by the Board, requiring a majority of four (4) affirmative votes of the entire Board. Ratification of such proposal, once approved by the Board, shall be by referendum of the membership, requiring a two-thirds approval by those voting. Once approved by the membership, the amendment shall be effective immediately.

IN WITNESS WHEREOF, the undersigned subscriber has executed the Articles of Incorporation this second day of February, 2007.

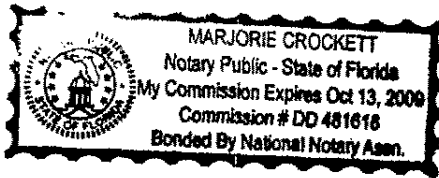

Roy Brady, Incorporator

State of Florida)
)
County of Pinellas)

ON THIS DAY BEFORE ME, a Notary Public duly authorized to administer oaths and take acknowledgements in the State and County set forth above, personally appeared Roy Brady, personally known to me and known to me to be the person who executed the foregoing Articles of Incorporation and acknowledged before me the execution thereof for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, this second day of February, 2007.

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TALLAHASSEE, FLORIDA



Marjorie Crockett
Notary Public, State of Florida
Commission No. 481618
My commission expires Oct. 13/09

HAVING BEEN NAMED as Registered Agent to accept service of process for the above stated corporation at the place designated in the Certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent..

Roy Brady
Roy Brady, Registered Agent

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