

NO80000000360

Division of Corporations

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FRIENDS OF DESOTO NATIONAL MEMORIAL, INC.

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*Amended And Restated Art*

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
FRIENDS OF DESOTO NATIONAL MEMORIAL, INC.**

**A Corporation Not for Profit  
Under Chapter 617 of the Florida Statutes**

Pursuant to Section 617.1006, Florida Statutes, the Board of Directors of Friends of DeSoto National Memorial, Inc., a Florida not for profit corporation (the "Corporation"), organized and existing under the laws of the State of Florida effective January 15, 2008 and assigned document number N08000000360, hereby adopts the following Amended and Restated Articles of Incorporation:

**I.  
NAME OF CORPORATION**

The name of this Corporation shall be:

**FRIENDS OF DESOTO NATIONAL MEMORIAL, INC.**

The principal address of the Corporation shall be:

8300 Desoto Memorial Highway  
Bradenton, Florida 34209

The mailing address of the Corporation shall be:

P.O. Box 14422  
Bradenton, Florida 34280-4422

**II.  
PURPOSE OF CORPORATION**

The purposes for which the Corporation is organized are exclusively for charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future United States Internal Revenue Law.

The general nature, objects and purposes of the Corporation shall be to operate without profit and to accept and receive contributions by gift, grant, devise, bequest, or in any lawful manner from the public and to administer and distribute such contributions to promote and support the educational, historical, interpretive and scientific charitable purposes that are described in Section 501(c)(3).

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, 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 the purpose clause hereof. No substantial part of the activities of the Corporation shall be the

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carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Tax Code, or corresponding section of any future federal tax code.

The specific nature, object and purpose of the Corporation shall be to accomplish educational, interpretive, conservation, research, support, activities, park improvement projects and programs for the benefit of the DeSoto National Memorial and the National Park Service through publication, purchase and sale of any pertinent materials, and to carry out any and all charitable activities relating to the foregoing specific purposes.

### III. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a board of directors consisting of persons as determined pursuant to provisions of the Bylaws. The method of election of directors shall be as stated in the Bylaws.

The names and addresses of the Board of Directors of the Corporation are as follows:

Anne Castellina  
7901 23<sup>rd</sup> Avenue West  
Bradenton, Florida 34209

Patricia Augustitus  
4509 4<sup>th</sup> Avenue NE  
Bradenton, Florida 34208

Carol Heckman  
1014 92<sup>nd</sup> Street NW  
Bradenton, Florida 34209

William Johnston  
9219 12<sup>th</sup> Avenue NW  
Bradenton, Florida 34209

Scott Bassett  
2407 89<sup>th</sup> Street NW  
Bradenton, Florida 34209

Elvira Starrett  
2104 89<sup>th</sup> Street NW  
Bradenton, Florida 34209

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Charles McCullough, Jr.  
6523 E. Court 43  
Sarasota, Florida 34243

Pat Hussey  
6889 53<sup>rd</sup> Avenue E  
Bradenton, Florida 34203

**IV.  
CORPORATE EXISTENCE**

The existence of this Corporation shall be perpetual, unless dissolved according to law. Distributions upon the dissolution of the Corporation shall be made according to the terms set forth in Article IX.

**V.  
BYLAWS**

The first board of directors of the Corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended or rescinded by the directors in the manner provided by such Bylaws.

**VI.  
REGISTERED OFFICE**

The street address of the registered office of the Corporation is 6901 23<sup>rd</sup> Avenue West, Bradenton, Florida 34209 and the name of the registered agent of this Corporation at that address is Anne Castellina.

**VII.  
MEMBERS**

The qualification for members and the manner of their admission shall be as stated in the Bylaws. The members of this Corporation shall be the same individuals listed in Article IV above as the directors.

**VIII.  
COMMITTEES**

The Corporation may establish such committees as may be necessary to efficiently carry out the general purposes and activities of the Corporation.

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**IX.  
DISTRIBUTION UPON DISSOLUTION**

Upon the dissolution of the Corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes for which this Corporation was organized to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as amended, (or the corresponding provision of any future United States Internal Revenue Law) or an organization or organizations, contributions to which are deductible under Section 170(c)(1) or (2) of the Internal Revenue Law.

**X.  
AMENDMENT**

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Amended and Restated Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law or as provided in the Bylaws.

This Amendment was adopted by resolution of the Board of Directors on January 7 2010, and the number of votes cast for the Amendment was sufficient for approval.

IN WITNESS WHEREOF, the President has executed these Amended and Restated Articles of Incorporation this 7 day of January 2010.

  
Anne Castellina, President

**ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT**

The undersigned, hereby consents to the appointment as Registered Agent of FRIENDS OF DESOTO NATIONAL MEMORIAL, INC. to accept service of process upon said Corporation in this state. The undersigned is familiar with, and accepts, the obligations of this position.

  
Anne Castellina  
Registered Agent

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