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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RICHARD W. TAYLOR, P.A.

ATTORNEY AT LAW

112 NORTH FLORIDA AVENUE

DELAND, FLORIDA 32720

RICHARD W. TAYLOR

BOARD CERTIFIED IN REAL PROPERTY

MICHAEL P. NORDMAN

(386) 734-2558

FAX (386) 734-4570

SIDNEY H. TAYLOR
RETIRED

July 14, 2008

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

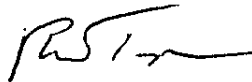
Re: The Krewe of Amalee, Inc.

Dear Department of State:

Enclosed are an original and two (2) copies of the Articles of Incorporation and a check in the amount of \$78.75 for filing fee, designation of registered agent, and certified copy of Articles.

Please contact me if you need any further information.

Very truly yours,



Richard W. Taylor
112 North Florida Avenue
DeLand, FL 32720
(386) 734-2558

Enclosures

C:\B\RTP\Amalee

ARTICLES OF INCORPORATION

OF

THE KREWE OF AMALEE, INC.

FILED
2003 JUL 16 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following Articles of Incorporation:

ARTICLE 1: NAME

The name of the Corporation is KREWE OF AMALEE, INC..

ARTICLE 2: PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The street address of the initial principal office and the mailing address of the Corporation is: 112 North Florida Avenue, DeLand, Florida 32720.

ARTICLE 3: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 112 North Florida Avenue, DeLand, Florida 32720, and the name of its initial Registered Agent at that address is Richard W. Taylor.

ARTICLE 4: MEMBERS

The authorized number and qualifications of the members of the Corporation, the manner of their admission, the different classes of membership, if any, and rights and privileges of members, and their liability for dues and assessments and the method of collecting dues and assessments shall be as regulated in the Bylaws. The members shall not be entitled to a vote except when a member is serving in one of the seats of the Board of Directors which is entitled to vote. The Corporation will not issues shares of stock.

ARTICLE 5: NOT FOR PROFIT

The Corporation is a not for profit corporation under Chapter 617 of the Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its members, directors or officers, except to the extent permissible under these Articles of Incorporation, under the law, and under Section 501(c)(3) of the United States Internal Revenue Code of 1986 (the "Code"). No member will have any vested right,

interest or privilege in or to the assets, income or property of the Corporation and no part of the income or assets of the Corporation will be distributable to or for the benefit of its members, except to the extent permissible under these Articles of Incorporation, under the law, and under Section 501(c)(3) of the Code.

ARTICLE 6: DURATION

The duration of the Corporation is perpetual.

ARTICLE 7: PURPOSES

The Corporation is organized and will be operated exclusively for charitable, scientific, and educational purposes, including but not limited to the following:

A. Sponsoring, organizing, administering, enhancing, and providing charitable, benevolent, eleemosynary, educational, historical, civic, social, fraternal, and cultural activities, which benefit the public through charitable contributions and charitable activities primarily in DeLand and West Volusia County in Florida.

B. Engaging in other charitable, social, and educational activities that support the foregoing purposes and are not otherwise prohibited by these Articles of Incorporation or applicable law.

ARTICLE 8: POWERS

Solely for the foregoing purposes, the Corporation will have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including but not limited to those set forth in Florida Statutes Section 617.0302 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property.

B. To engage in and transact any other lawful activity, solely in furtherance of the foregoing purposes, for which nonprofit corporations may be incorporated under the Florida Not For Profit Corporation Act, and any successor or amendment to the Act.

C. To do other things that are incidental to the powers of the Corporation or necessary or desirable to accomplish the purposes of the Corporation.

ARTICLE 9: LIMITATION

No part of the net earnings of the Corporation will inure directly or indirectly to the benefit of or be distributable to its members, directors, officers or other private persons, except that the Corporation will 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 7 (Purposes) of these Articles.

ARTICLE 10: TAX EXEMPT STATUS

It is intended that the Corporation has and will continue to have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code and which is other than a private foundation as defined in Section 509 of the Code. These Articles will be construed accordingly, and all powers and activities of the Corporation will be limited accordingly. All references in these Articles to sections of the Internal Revenue Code or Code will be considered references to the Internal Revenue Code of 1986, as it may be amended from time to time, and to the corresponding provisions of any similar law subsequently enacted. No substantial part of the activities of the Corporation will be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation will not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation will not carry on any other activities not permitted to be carried on (i) 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 (ii) 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 11: DISSOLUTION

Upon the dissolution of the Corporation, assets will 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 will be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so

disposed of will be disposed of by a Court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the court will determine, which are organized and operated exclusively for such purposes.

ARTICLE 12: BOARD OF DIRECTORS

The seats, cycle of election or duration of the Board of Directors and voting status of each seat of the Board of Directors and the names and addresses of the initial directors filling each seat are designated as: The General Chairman, annual election, voting when provided by Robert's Rules of Order, Newly Revised for the head of a meeting to vote, Chris Reynolds 748 Old Treeline Trail, DeLand, Florida 32724; The Assistant Chairman, annual election, voting, Tina Houck, 3699 Cross Branch Rd., DeLand, Florida 32724; The Treasurer, annual election, voting, Jeanette Sekula, 603 Stratford Drive, DeLand, Florida 32724; The Mardi Gras on Main Street Chairman, annual election, voting, Elizabeth Ann Jones, P. O. Box 581, Pierson, FL 32180; The At-large Member, annual election, voting, Ann Bess, 4880 Highway 11, DeLeon Springs, FL 32130; First Founding Member, serves until she decides to no longer serve or until removed as provided herein, voting, Debra Reed, 2333 Pin Oak Dr., DeLand, Florida 32720; Second Founding Member, serves until she decides to no longer serve or until removed as provided herein, voting, Debbie Taylor, 820 Oak Tree Terrace, DeLand, Florida 32724; Third Founding Member, serves until she decides to no longer serve or until removed as provided herein, voting, Margaret Lee, 418 North Woodland Blvd., DeLand, Florida 32720; The Immediate past Chairman, annual election, non-voting, voice but no vote, Suzanne Marshall, 3320 Longhorn Trail, DeLand, Florida 32724. The number of directors may be increased or decreased by a two-thirds vote of all the existing directors entitled to vote, provided that the Board of Directors consisting of at least three individuals. Each director must be a member in good standing of the Krewe of Amalee. The initial directors shall serve until the next annual election and after that, at each annual election, in the manner and at the times set forth in the Bylaws, a director for each seat which will expire shall be elected to serve until the next annual election by at least a two-thirds vote of all the existing directors entitled to vote. Vacancies on the Board of Directors may be filled by at least a two-thirds vote of all the existing directors entitled to vote. Any director may be removed by a vote for removal of all existing directors entitled to vote, other than the director which is proposed to be removal.

ARTICLE 13: OFFICERS

The Officers of the Corporation will consist of: The General

Chairman; The Assistant Chairman/Secretary; The Treasurer; and such other Officers and Assistant Officers as may be provided for in the Bylaws or by resolution of the Board of Directors. Each Officer will be elected by majority vote of the Board of Directors and may be removed by majority vote of the Board of Directors at such time and in such manner as may be prescribed by the Bylaws or by law. The names, titles and addresses of the initial Officers are as follows:

The General Chairman, Chris Reynolds, 748 Old Treeline Trail, DeLand, Florida 32724; The Assistant Chairman/Secretary, Tina Houck, 3699 Cross Branch Rd., DeLand, Florida 32724; The Treasurer, Jennette Sekula, 603 Stratford Drive, DeLand, Florida 32724.

ARTICLE 14: INCORPORATORS

The names and street addresses of the Incorporators are as follows:

Debra Reed, 2333 Pin Oak Dr., DeLand, Florida 32720;
Debbie Taylor, 820 Oak Tree Terrace, DeLand, Florida 32724;
Margaret Lee, 418 North Woodland Blvd., DeLand, Florida 32720;
Chris Reynolds, 748 Old Treeline Trail, DeLand, Florida 32724;
Jeanette Sekula, 603 Stratford Drive, DeLand, Florida 32724;
Elizabeth Ann Jones, P. O. Box 581, Pierson, FL 32180;
Tina Houck, 3699 Cross Branch Rd., DeLand, Florida 32724
Ann Bess, 4880 Highway 11, DeLeon Springs, FL 32130;

ARTICLE 15: BYLAWS

The Board of Directors will make and adopt the Bylaws of the Corporation, and the Board of Directors may adopt, alter, amend, or rescind the Bylaws by a two-thirds vote of all the existing directors entitled to vote.

ARTICLE 16: AMENDMENT

The Board of Directors may amend these Articles of Incorporation by at least a three-quarters vote of all the existing directors entitled to vote.

ARTICLE 17: INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY

The Corporation will indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Section 617.0831 of the Florida Statutes. It is intended that the Corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Section 617.0834 of

the Florida Statutes and other similar laws.

IN WITNESS, the undersigned Incorporators have signed these
Articles of Incorporation on July 14, 2008.

Debra Reed
Debra Reed

Margaret E. Lee
Margaret Lee

Jeanette Sekula
Jeanette Sekula

Tina Houck
Tina Houck

Debbie Taylor
Debbie Taylor

Chris Reynolds
Chris Reynolds

Elizabeth Ann Jones
Elizabeth Ann Jones

Ann Bess
Ann Bess

CERTIFICATE OF DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT


Pursuant to the provisions of Florida Statutes Section 617.0501, the undersigned corporation organized under the not for profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the Corporation in the State of Florida:

1. The name of the corporation is KREWE OF AMALEE, INC.
2. The name and address of the registered agent and registered office are:

Richard W. Taylor
112 North Florida Avenue
DeLand, Florida 32720

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, 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.

Dated: July 9, 2008



Richard W. Taylor
112 North Florida Avenue
DeLand, Florida 32720

C:\Q\RTP\AMALEE

2008 JUL 16 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA