

N08000007486

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*Restated
Articles*

09/16/08--01004--008 **35.00

2008 SEP 16 PM 4:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

*ADR
9/16/08*

BRUCE R. ABERNETHY, JR., P.A.
ATTORNEY AND COUNSELOR AT LAW
WEALTH STRATEGIES DESIGN, ESTATE PLANNING, AND TRUST/PROBATE ADMINISTRATION
BOARD CERTIFIED WILLS, TRUSTS AND ESTATES SPECIALIST

500 VIRGINIA AVENUE, SUITE 202
FORT PIERCE, FLORIDA 34982-5910

TELEPHONE (772) 489-4901

FAX (772) 489-4902

August 22, 2008

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Restated Articles of Incorporation for White City Historical Society, Inc.

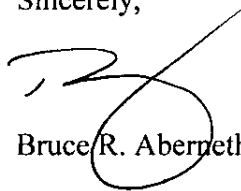
Dear Sir/Madam:

Enclosed please find Restated Articles of Incorporation for White City Historical Society, Inc.

We would appreciate your filing the original Restated Articles and returning the filing acknowledgment to my attention, together with a "filed" copy of the Restated Articles. A photocopy of the Restated Articles is enclosed for this purpose.

Our check made payable to the Division of Corporations in the amount of \$35.00 is enclosed for the filing fee.

Sincerely,



Bruce R. Abernethy, Jr.

BRA/jlb

Enclosures: Restated Articles of Incorporation (original and one photocopy)
Check for Filing Fee

*00308, 01048, 00671



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 9, 2008

Bruce R. Abernethy, Jr., P.A.
500 Virginia Avenue
Suite 202
Fort Pierce, FL 34982-5910

SUBJECT: WHITE CITY HISTORICAL SOCIETY, INC.
Ref. Number: N08000007486

We have received your document for WHITE CITY HISTORICAL SOCIETY, INC. and check(s) totaling \$35.00. However, your check(s) and document are being returned for the following:

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Regulatory Specialist II

Letter Number: 908A00049295

FILED

RESTATED

2008 SEP 16 PM 4:43

ARTICLES OF INCORPORATION

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

OF

WHITE CITY HISTORICAL SOCIETY, INC.

The undersigned, for the purpose of forming a not for profit corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME. The name of the corporation is: WHITE CITY HISTORICAL SOCIETY, INC. (hereafter referred to as the "Corporation").

ARTICLE II

DURATION. The Corporation shall exist perpetually.

ARTICLE III

PURPOSE. This Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

The activities of the Corporation shall include the generation of financial support for the Corporation and its purposes by the solicitation of gifts, grants, and donations, as well as engaging in various and sundry fundraising activities, conducting other independent activities supportive of the Corporation and its purposes, investing funds derived from its activities, and distributing funds to qualified persons and organizations in such amounts as may be deemed proper for the uses and purposes of the Corporation, and to do and perform generally all acts reasonably incident to the aforesaid purposes and objectives.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, officers, directors or other individuals, except that the Corporation shall be authorized and empowered to make reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article.

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 (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any 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 provisions of any future United States Internal Revenue Law).

ARTICLE IV

MEMBERS. Membership of the Corporation shall consist solely of the Board of Directors of the Corporation as provided in Article V of these Articles of Incorporation.

ARTICLE V

BOARD OF DIRECTORS. The Corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time in accordance with Bylaws, but shall never be less than three (3) nor more than twenty (20). The names and addresses of the initial directors of the Corporation are:

| <u>NAME</u> | <u>ADDRESS</u> |
|----------------------|--|
| Edward L. Burrows | 5518 Davis Street Fort Pierce, FL 34982 |
| Claudia J. Schneider | 5503 Short Street Fort Pierce, FL 34982 |
| Richard L. Gardner | 1308 Parkland Boulevard Fort Pierce, FL 34982 |

**ARTICLE VI
ADDRESSES**

The street address of the principal office of this Corporation in the State of Florida is:

1600 West Midway Road
Fort Pierce, FL 34982

The mailing address of the Corporation is:

1600 West Midway Road
Fort Pierce, FL 34982

**ARTICLE VII
REGISTERED AGENT AND REGISTERED OFFICE**

The registered agent and registered office of the Corporation shall be:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|--|
| Dorran Russell | 1862 West Midway Road Fort Pierce, FL 34981 |

ARTICLE VIII

OFFICERS. The affairs of the Corporation shall be managed by a Chairman of the Board, a Vice-Chairman of the Board, a Secretary, a Treasurer and such other officers and agents as may be deemed necessary and proper as provided for in the Bylaws of the Corporation. All officers and agents as may be deemed necessary shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the Bylaws of the Corporation or determined by the Board of Directors.

ARTICLE IX

BYLAWS. The Bylaws of the Corporation are to be made, amended, or rescinded by a majority vote of the members of the Board of Directors of the Corporation.

ARTICLE X

AMENDMENT TO ARTICLES. These Articles of Incorporation may be amended by the act of a majority vote of the members of the Board of Directors of the Corporation. Such amendments may be proposed and adopted in the manner provided in the Bylaws of the Corporation.

ARTICLE XI

DISSOLUTION. In the event of dissolution of the Corporation or the winding up of its affairs, all assets of the Corporation shall be distributed exclusively to an organization or organizations which then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its accompanying regulations as they now exist or as they may be hereafter amended. No member, director, officer or private individual shall be entitled to share in the distribution of any of the corporate assets upon such dissolution.

ARTICLE XII

INCORPORATORS. The names and addresses of the subscribers of these Articles of Incorporation are:

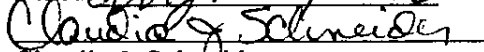
| <u>NAME</u> | <u>ADDRESS</u> |
|----------------------|--|
| Edward L. Burrows | 5518 Davis Street Fort Pierce, FL 34982 |
| Claudia J. Schneider | 5503 Short Street Fort Pierce, FL 34982 |
| Richard L. Gardner | 1308 Parkland Boulevard Fort Pierce, FL 34982 |

IN WITNESS WHEREOF, we have subscribed our names on the date indicated below.



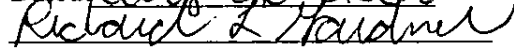
Edward L. Burrows

Dated: Aug. 20, 2008



Claudia J. Schneider

Dated: Aug. 20, 2008



Richard L. Gardner

Dated: Aug. 20, 2008

CERTIFICATION OF ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, DORRAN RUSSELL, having been designated as Registered Agent to accept service of process for WHITE CITY HISTORICAL SOCIETY, INC., hereby accepts such designation and agrees to act in this capacity, and further agrees to comply with the provisions of the applicable Florida Statutes relative to keeping open the registered office of the corporation at the place designated in the Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 21 day of August, 2008.


DORRAN RUSSELL

BRUCE R. ABERNETHY, JR., P.A.
ATTORNEY AND COUNSELOR AT LAW
WEALTH STRATEGIES DESIGN, ESTATE PLANNING, AND TRUST/PROBATE ADMINISTRATION
BOARD CERTIFIED WILLS, TRUSTS AND ESTATES SPECIALIST

500 VIRGINIA AVENUE, SUITE 202
FORT PIERCE, FLORIDA 34982-5910

TELEPHONE (772) 489-4901

FAX (772) 489-4902

September 12, 2008

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

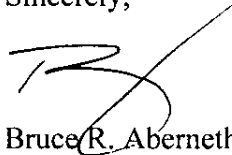
Re: White City Historical Society, Inc. (the "Corporation")
Ref. Number: N08000007486

Dear Sir or Madam:

The enclosed First Restatement of the Articles of Incorporation of White City Historical Society, Inc. (the "Restatement") was unanimously adopted by all of the members of the Board of Directors of the Corporation (said members of the Board of Directors being identified in Article V of the Restatement), as evidenced by their respective signatures as subscribers on page 4 of the Restatement. Further, the Restatement does not contain any amendments requiring member approval. In that regard, note that under Article IV of the original Articles of Incorporation and the Restatement, the Corporation the only "members" of the Corporation are the three Board of Directors members listed in Article V who have executed the restatement as subscribers in Article XII.

If further information is required, please do not hesitate to call.

Sincerely,



Bruce R. Abernethy, Jr.

BRAjr/jlb
Enclosures