

N08000008495

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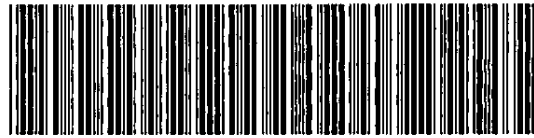
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2010 MAY 10 AM 10:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Restated

TB

MAY 14 2010

**POTTER CLEMENT LOWRY & DUNCAN**

**ATTORNEYS AT LAW  
308 EAST FIFTH AVENUE  
MOUNT DORA, FL 32757**

**DEL G. POTTER, P.A.\*  
G. EDWARD CLEMENT, P.A.  
ARCHIE O. LOWRY, JR., P.A.  
BRUCE G. DUNCAN, P.A.  
JOSEPH N. ALEXANDER**

**PHONE: (352) 383-4186  
FAX: (352) 383-0087**

**\*Certified Circuit Mediator**

April 23, 2010

**VIA UNITED PARCEL SERVICE**

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

Re: Restated Articles of Incorporation for EAST LAKE HISTORICAL  
SOCIETY, INC., a Florida Not for Profit Corporation

Dear Sir or Madam:

Enclosed are an original and one copy of Restated Articles of Incorporation for East Lake Historical Society, Inc. together with our check in the amount of \$78.75 representing:

- |    |                      |          |
|----|----------------------|----------|
| 1. | Filing Fee           | \$ 35.00 |
| 2. | Registered Agent Fee | \$ 35.00 |
| 3. | Certified Copy       | \$ 8.75  |

Please file the original Restated Articles and forward one certified copy to the undersigned. As always, thank you for your prompt assistance in regard to this filing. Should you have any questions, please do not hesitate to call me collect.

Very truly yours,



G. Edward Clement

GEC/djw  
Enclosures

**POTTER CLEMENT LOWRY & DUNCAN**

**ATTORNEYS AT LAW  
308 EAST FIFTH AVENUE  
MOUNT DORA, FL 32757**

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JOSEPH N. ALEXANDER**

**PHONE: (352) 383-4186  
FAX: (352) 383-0087**

**\*Certified Circuit Mediator**

May 7, 2010

**VIA UNITED PARCEL SERVICE**

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

Attn: Teresa Brown  
Regulatory Specialist II

Re: EAST LAKE HISTORICAL SOCIETY INC.  
Ref. Number: N08000008495

Dear Ms. Brown:

Enclosed are an original and one copy of Restated Articles of Incorporation for East Lake Historical Society Inc. together with your letter dated April 30, 2010. We have made the requested changes and are returning the document for filing.

As always, thank you for your prompt assistance in regard to this filing. Should you have any questions, please do not hesitate to call me collect.

Very truly yours,



G. Edward Clement

GEC/djw  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 30, 2010

G. EDWARD CLEMENT  
POTTER CLEMENT LOWRY & DUNCAN  
308 E FIFTH AVE  
MOUNT DORA, FL 32757

SUBJECT: EAST LAKE HISTORICAL SOCIETY INC.  
Ref. Number: N08000008495

We have received your document for EAST LAKE HISTORICAL SOCIETY INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

The Articles of Incorporation was filed on September 11, 2008, please correct your document.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

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) 245-6925.

Teresa Brown  
Regulatory Specialist II

Letter Number: 110A00010768

**RESTATED ARTICLES OF INCORPORATION  
OF  
EAST LAKE HISTORICAL SOCIETY INC.,  
A FLORIDA NOT FOR PROFIT CORPORATION**

FILED  
2010 MAY 10 AM 10:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, as duly authorized and Chairman of the Board of Directors of East Lake Historical Society Inc. ("Corporation") whose initial Articles of Incorporation were filed September 11, 2008 with the office of the Florida Department of State, Document Number N08000008495, hereby restates the Corporation's Articles of Incorporation by the following Restated Articles of Incorporation of the Corporation pursuant to the Section 617.1007, Florida Statutes, as follows:.

ARTICLE I  
NAME OF CORPORATION, INITIAL MAILING ADDRESS  
AND INITIAL ADDRESS OF PRINCIPAL OFFICE

The name of this Corporation shall be East Lake Historical Society Inc. The initial mailing address of the Corporation shall be P. O. Box 685, Sorrento, Florida 32776, and its initial principal office shall be located at 31340 C. R. 437 South, Sorrento, Florida 32776.

ARTICLE II  
INITIAL REGISTERED OFFICE AND INITIAL AGENT

The street address of the initial registered office of this Corporation shall be 31701 Lawrence Street, Sorrento, Florida 32776, and the name of the initial registered agent for the Corporation shall be Maggie K. Fisher.

ARTICLE III  
PURPOSES

Section 1. The specific and primary purposes for which this Corporation is formed are:

(a) To make research for, secure by donation, purchase or other legitimate means and processes, historical data, facts, articles, pictures, papers, books, objects, materials, locations and/or structures of any kind, nature and description, related to, connected with, pertaining to, or tending in any manner to reflect the history of Sorrento, Mt. Plymouth and the surrounding areas in East Lake County, Florida, and to preserve all such for the benefit of posterity and make available to the public under appropriate rules, restrictions, fees and conditions as may be reasonably imposed from time to time;

(b) To lawfully cooperate with, work with, aid and assist any organization or persons interested in the history of Sorrento, Mt. Plymouth and the surrounding areas in East Lake County, Florida; and

(c) To compile, copyright, publish, sell or otherwise distribute historical facts and data relating to said area and people, either past, present or future.

Support for such purposes shall be provided by soliciting, receiving and administering gifts and bequests of funds and property, both restricted and unrestricted, for charitable purposes, all for the benefit of the foregoing purposes, and to take and hold, absolutely or in trust, for any of such purposes funds and property of every kind, real, personal, tangible and intangible, subject only to any limitations and conditions imposed by law or by the instrument under which received; to sell, lease, convey or otherwise dispose of any such property and to invest and reinvest the proceeds of and earnings from such property in accordance with investment policies established from time to time by the Corporation's Board of Directors; and to exercise any, all and every power, including trust powers, which a corporation not for profit created under the laws of the State of Florida can be authorized to exercise.

Section 2. The general purposes for which this Corporation is organized are exclusively charitable purposes within the meaning of the Internal Revenue Code ("Code") or the corresponding provisions of any future federal tax laws.

Section 3. Notwithstanding any other provision of these articles, this Corporation shall not carry on political propaganda or electioneering or any other activities not permitted to be carried on by an organization exempt from federal income tax under the Code, or the corresponding provisions of any future federal tax laws.

Section 4. In the event this Corporation is in any year determined to be a "private foundation" as defined in Section 509(a) of the Code it shall:

- (a) Distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding provisions of any future federal tax laws.
- (b) Not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provisions of any future federal tax laws.
- (c) Not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding provisions of any future federal tax laws.
- (d) Not make any taxable investments as defined in Section 4944 of the Code, or the corresponding provisions of any future federal tax laws.
- (e) Not make any taxable expenditure as defined in Section 4945(d) of the Code, or the corresponding provisions of any future federal tax laws.

#### ARTICLE IV POWERS

This Corporation shall be authorized to exercise the powers permitted corporations not for profit under Chapter 617, Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purposes for which it has been organized within the meaning of Section 501(c)(3) of the Code.

ARTICLE V  
MEMBERSHIP

Membership in the Corporation shall be open to any person or business interested in assisting to attain the goals and furthering the purposes for which this Corporation is organized. Dues will be set from time to time by the Corporation.

ARTICLE VI  
TERM

This Corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VII  
NAME AND ADDRESS OF INCORPORATOR

The name and address of the initial incorporator of this Corporation is as follows:

|                |   |
|----------------|---|
| Lavonda Morris | 317 W. Main Street, 4th Floor<br>Tavares, Florida 32778 |
|----------------|---|

ARTICLE VIII  
BOARD OF DIRECTORS

Section 1. Except for the initial Board of Directors of the Corporation, whose names are set forth in Section 2, below, the Board of Directors shall be as determined and fixed by the Bylaws of the Corporation; provided, however, that there shall never be less than three (3) directors.

Section 2. The names and addresses of the initial Board of Directors of the Corporation are as follows:

|                    |  |
|--------------------|--|
| Lester D. Weinmann | 31300 Church Street<br>Sorrento, Florida 32776   |
| Judy Boyd          | 31408 C. R. 437 South<br>Sorrento, Florida 32776<br>and<br>P. O. Box 2<br>Sorrento, Florida 32776  |
| Maggie K. Fisher   | 31701 Lawrence Street<br>Sorrento, Florida 32776<br>and<br>P. O. Box 90<br>Sorrento, Florida 32776 |

|                  |   |
|------------------|---|
| Carolyn M. Green | 121 Caldwell Street<br>Apopka, Florida 32712  |
| Barbara Grigg    | 24750 Adair Avenue<br>Sorrento, Florida 32776<br>and<br>P. O. Box 1298<br>Sorrento, Florida 32776 |
| Ann M. Bagwell   | 23308 Hobdy Road<br>Sorrento, Florida 32776   |
| Frances Geddes   | 31300 Summit Street<br>Sorrento, Florida 32776  |
| Shirley G. Meade | 23824 Park Avenue<br>Sorrento, Florida 32776<br>and<br>P. O. Box 21<br>Sorrento, Florida 32776    |
| Dot Pegues       | 25840 Oakridge Avenue<br>Sorrento, Florida 32776  |

#### ARTICLE IX DEDICATION OF ASSETS AND DISSOLUTION

Section 1. The property of this Corporation is irrevocably dedicated to the purposes set forth herein and no part of the net earnings or assets of this Corporation shall inure to the benefit of any officer or director of the Corporation or to the benefit of any private individual. No officer or director of the Corporation shall be paid for fulfilling the duties of being an officer or director.

Section 2. Upon the dissolution and winding up of this Corporation, its assets remaining after payment or provision for payment of its debts and liabilities shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Code, or the corresponding provisions of any future federal tax laws, or to or among, the United States, the State of Florida or any local government(s) for exclusive public purposes.



ARTICLE X  
BYLAWS

Subject to any limitations at any time contained in the Bylaws of this Corporation and in Chapter 617, Florida Statutes, Bylaws of this Corporation may be adopted, altered, amended or rescinded, and new Bylaws adopted, in the manner at any time provided in the Bylaws.

ARTICLE XI  
AMENDMENT OF ARTICLES

Proposed amendments or restatements of these Articles may be made pursuant to a resolution adopted by a two thirds (2/3) vote of the Board of Directors or the Corporation membership, and then such resolution shall be submitted to a membership vote at a regular or special membership meeting duly and legally called with such resolution only to be adopted upon receiving a two thirds (2/3) vote of those members present or represented by proxy and eligible to vote, providing there is a membership quorum present and proper written notice has been given. All approved amendments or restatements will be registered with the State of Florida, Department of State, and a certified copy placed in the Corporation's records.

ARTICLE XII  
INDEMNIFICATION

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director, employee, officer or agent of the Corporation, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Corporation; and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his or her conduct was unlawful; except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Corporation, unless and only to the extent that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court shall deem proper.

**IN WITNESS WHEREOF**, I, the undersigned, have executed this certificate and Restated Articles of Incorporation in accordance with the initial Articles of Incorporation, and Board of Directors Resolution adopted February 16, 2010 by a number of director votes cast sufficient for approval of this Restated Articles of Incorporation, and Membership Resolution adopted April 12, 2010 by a number of membership votes cast sufficient for approval of this Restated Articles of Incorporation.

Dated this 23rd day of April, 2010.

EAST LAKE HISTORICAL SOCIETY, INC.,  
a Florida not for profit corporation

By: Lester D. Weinmann  
Lester D. Weinmann,  
Chairman of the Board of Directors

STATE OF FLORIDA  
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 23rd day of April, 2010, by  
Lester D. Weinmann, as Chairman of the Board of Directors of East Lake Historical Society Inc.,  
on behalf of the Corporation,

- ( ) who is personally known to me and did not take an oath.  
(X) who has produced a Florida driver's license as identification and did take an oath stating he  
was indeed the person as set forth herein.



Cheryl J. Verge  
NOTARY PUBLIC  
STATE OF FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of East Lake Historical Society, Inc. and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of such duties, and is familiar with and accepts the obligations of the position as registered agent.

Maggie K. Fisher  
MAGGIE K. FISHER