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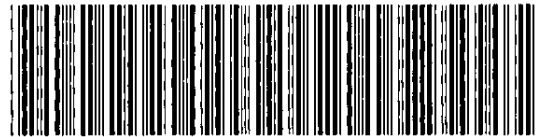
(Business Entity Name)

(Document Number)

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RECEIVED

09 AUG 31 AM 9:59

DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED

09 AUG 31 AM 10:06

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

8/31/09

## COVER LETTER

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

SUBJECT: Big Bend Timekeepers Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Jeffrey Hamilton  
Name (Printed or typed)

2656 Byron Circle  
Address

Tallahassee, FL 32308  
City, State & Zip

850-386-5498  
Daytime Telephone number

jeff@clockmaker.com  
E-mail address: (to be used for future annual report notification)

**FILED**  
09 AUG 31 AM 10:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**NOTE: Please provide the original and one copy of the articles.**

# ARTICLES OF INCORPORATION OF

**Big Bend Timekeepers Inc,**

**a Florida Non-Profit Corporation**

**FILED**

09 AUG 31 AM 10: 06

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements of articles of incorporation Chapter 617, Florida Statutes (F.S.) the Articles of Incorporation of the Big Bend Timekeepers, Inc. are hereby stated to provide:

## **Article 1. Name.**

The name of the corporation is to be:

Big Bend Timekeepers, Inc.

## **Article 2. Location and Address.**

The location and address of the *Principal* office of the corporation shall be:

2656 Byron Circle Tallahassee, FL 32308

## **Article 3. The specific purpose or purposes for which the corporation is organized.**

The corporation shall operate and exist for the following purposes:

- **a.** To encourage and stimulate interest in the art and science of horology for the benefit of its member and the general public, in the following ways: promoting and providing education in the art and science of horology; sponsoring conventions, symposiums, and other events of horological interest; providing horological research opportunities through the collection and presentation of horological data material for posterity; promoting and providing the public display of horological artifacts of every kind and description and offering related lending, research and reference library facilities; cooperating with individuals, chapters and other institutions to stimulate genuine interest in the collection, conservation, interpretation, and exhibition of time pieces and other horological items.
- **b.** 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).

## **ARTICLES OF INCORPORATION OF**

### **Big Bend Timekeepers Inc,**

#### **a Florida Non-Profit Corporation**

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 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 4. Board of Directors/Officers.**

The corporation shall be governed by a Board of Directors. The Board of Directors shall be composed of four (4) Directors elected by the Members. All of the positions on the Board of Directors 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 the, President, 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.

**ARTICLES OF INCORPORATION OF**  
**Big Bend Timekeepers Inc,**  
**a Florida Non-Profit Corporation**

**Article 5. The names, address and titles of the Directors/Officers.**

President: Jim Fannin; 147 Hawk ridge Dr; Havana, FL 32333

Vice-President: Frederick Miller; 518 N Adams St; Quincy, FL

Secretary: Pat Langford; 7542 Molly Frances Dr; Tallahassee, FL 32309

Treasurer: Ben Bowen; Box 4718; Dowling Park, FL 32064

**Article 6: The name and Florida street address of the initial Registered Agent.**

Jeffrey Hamilton 2656 Byron Circle Tallahassee, FL 32308

**Article 7. The name and address of the Incorporator.**

Jeff Hamilton 2656 Byron Circle Tallahassee, FL 32308

**Article 8. 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 Amended 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 9. 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 Amended 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).

ARTICLES OF INCORPORATION OF

Big Bend Timekeepers Inc,

a Florida Non-Profit Corporation

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article 10. Limitation of the Liability of Directors.**

To the full extent permitted by law, a director of this corporation shall not be personally liable, as such, for monetary damages for any action taken, or any failure to take any actions unless:

- a. The director has breached or failed to perform the duties of his or her office under the laws of the State of Florida; and
- b. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

**Article 11. Amendments.**

Proposals for amendment of these Articles of Incorporation may be made solely by the Board, requiring a majority of three (3) affirmative votes of the entire Board. Ratification of such proposal, once approved by the Board, shall be by referendum of the membership, requiring a 2/3 approval by those voting. Once approved by the membership, the amendment shall be effective immediately.

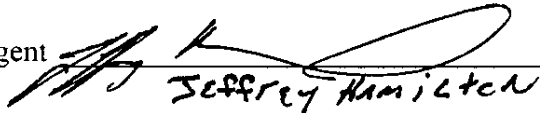
**Article 12. Organization/Membership.**

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 with rights and conditions as may be established from time to time in the By-Laws and Standing Rules of the corporation.

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*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

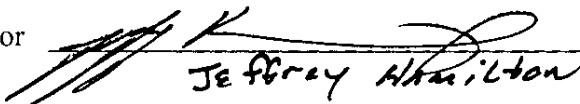
Signature/Registered Agent

  
Jeffrey Hamilton

Date

08/31/09

Signature/Incorporator

  
Jeffrey Hamilton

Date

08/31/09