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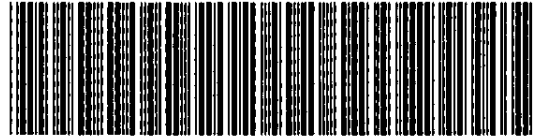
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*AM + RESTATED w/ RCB
7/29*

Friends of the Minneola Schoolhouse Library, Inc.
PO Box 678, Minneola FL 34755
239-285-3068

July 25, 2011

Karen Gibson,

Thank you for returning my call on Friday, July 22 and suggesting that the Friends of the Minneola Schoolhouse Library, Inc. submit an Amended and Restated Articles of Incorporation in order to share our intended Articles of Incorporation with the State of Florida. Enclosed you will find our Amended and Restated Articles of Incorporation along with a check for \$43.75 to cover the document filing and certified copy return. Please send this certified document to our Secretary/Treasurer, Stephanie Gardner, at the following address:

Stephanie Gardner
1519 Canopy Oaks Dr
Minneola FL 34715

Thank you so much for your time and assistance in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read 'Steph G', with a large, stylized flourish extending from the end of the signature.

Stephanie Gardner
239-285-3068

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FRIENDS OF THE MINNEOLA SCHOOLHOUSE LIBRARY, INC.
A Corporation Not for Profit

The Board of Directors adopted these Amended and Restated Articles of Incorporation
July 25, 2011. No member vote was required.

ARTICLE I – NAME AND ADDRESS

The name of the corporation is FRIENDS OF THE MINNEOLA SCHOOLHOUSE LIBRARY, INCORPORATED. The street address of the registered office of this corporation is 100 S. Main Avenue, Minneola, FL 34715. The mailing address of this corporation is PO Box 678, Minneola, FL 34755.

ARTICLE II – PURPOSE AND POWERS

The general nature and purpose of the FRIENDS OF THE MINNEOLA SCHOOLHOUSE LIBRARY, INCORPORATED shall be to promote and otherwise encourage the support of its members and of the general public at large in advancing the growth and quality of the Minneola Schoolhouse Library. FRIENDS OF THE MINNEOLA SCHOOLHOUSE LIBRARY, INCORPORATED may charge dues, set qualifications for membership and admit or eject members. Further, it may perform such acts and exercise such rights and powers as shall be usual and ordinary for a non-profit corporation under the laws of the State of Florida. It may acquire property by grant, gift, purchase, demise or bequest and hold and dispose of such property for the benefit of this corporation. No salaries shall ever be paid to any officer or director. FRIENDS OF THE MINNEOLA SCHOOLHOUSE LIBRARY, INCORPORATED may arrange and sponsor fundraising events for its members and for the general public at large and may charge admission or entry fees to events sponsored. FRIENDS OF THE MINNEOLA SCHOOLHOUSE LIBRARY, INCORPORATED may raise funds in any manner permissible under law and may apply, hold or dispose of such funds for the benefit of this corporation or FRIENDS OF THE MINNEOLA SCHOOLHOUSE LIBRARY, INCORPORATED, a corporation not for profit. No salaries shall ever be paid to any officer or director and no part of the earnings shall inure to the benefit of any members.

The FRIENDS OF THE MINNEOLA SCHOOLHOUSE LIBRARY, INCORPORATED is organized exclusively for charitable and educational purpose, 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, or corresponding section of any future federal tax code.

Upon the dissolution of the FRIENDS OF THE MINNEOLA SCHOOLHOUSE LIBRARY, INCORPORATED, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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ARTICLE III – MEMBERSHIP

The membership of this corporation shall consist of all persons interested in promoting and generating support for the growth and improved quality of the Minneola Schoolhouse Library who makes appropriate application for membership in this corporation, are approved for membership by the Board of Directors and pay the membership fees and dues in the manner provided in the By-laws of this corporation.

ARTICLE IV – TERM

The corporation shall have a perpetual existence.

ARTICLE V – REGISTERED AGENT

The name and Florida Street address of the registered agent of this corporation is Stephanie Gardner, 1519 Canopy Oaks Dr, Minneola, FL 34715. I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature:



ARTICLE VI – OFFICERS

The affairs of the FRIENDS OF THE MINNEOLA SCHOOLHOUSE LIBRARY, INCORPORATED shall be administered by the following officers: President, Vice President and Secretary-Treasurer. The officers shall be members of the FRIENDS OF THE MINNEOLA SCHOOLHOUSE LIBRARY, INCORPORATED, and they shall serve at the pleasure of the Board of Directors. The names and address of the officers shall service until the first election of officers under these Articles of Incorporation are:

NAME	ADDRESS
Jeff Luck President	703 Whisper Sound St. Minneola, FL 34715
Jo-Ann Schwartz Vice President	448 W. Osceola St. Clermont, FL 34711
Stephanie Gardner Secretary-Treasurer	1519 Canopy Oaks Drive Minneola, FL 34715.

ARTICLE VII – DIRECTORS

The affairs of the FRIENDS OF THE MINNEOLA SCHOOLHOUSE LIBRARY, INCORPORATED shall be managed by the Board of Directors consisting in number as set forth in the by-laws of said corporation but in no event less than three directors. Each member of the Board of Directors shall be a member of the FRIENDS OF THE MINNEOLA SCHOOLHOUSE LIBRARY, INCORPORATED. Members of the Board of Directors shall be elected at the annual meeting of the FRIENDS OF THE MINNEOLA SCHOOLHOUSE LIBRARY, INCORPORATED in the manner specified in the By-Laws. Directors may be removed and vacancies on the

Board of Directors shall be filled in the manner provided by the By-Laws. The names and addresses of the members of the first board of Directors, who shall hold office until their successors are elected and have qualified, or until removed are as follows:

NAME	ADDRESS
Jeff Luck President	703 Whisper Sound St. Minneola, FL 34715
Jo-Ann Schwartz Vice President	448 W. Osceola St. Clermont, FL 34711.
Stephanie Gardner Secretary-Treasurer	1519 Canopy Oaks Drive Minneola, FL 34715

ARTICLE VIII – BY-LAWS

The By-Laws of the corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by a majority vote of the members of the FRIENDS OF THE MINNEOLA SCHOOLHOUSE LIBRARY, INCORPORATED in accordance with procedures as set forth in the By-Laws.


ARTICLE IX

These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose as provided in the By-Laws by a majority vote of the members present and voting.

These Articles of Incorporation may also be amended at a regular meeting of the membership upon notice being given as provided by the By-Laws of the intention to submit such amendments and the affirmative vote of the majority of the members present and voting.

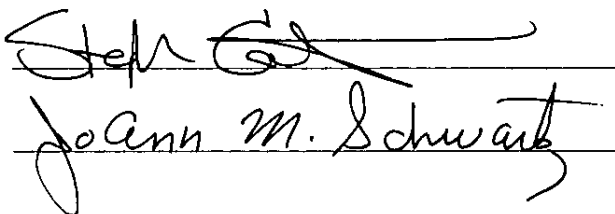
ARTICLE X

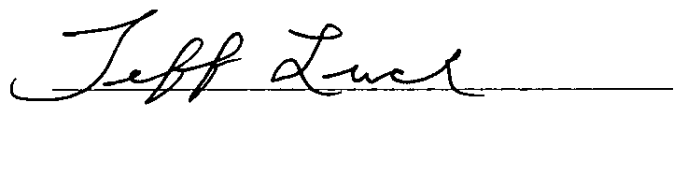
The name and address of the incorporator is Stephanie Gardner, 1519 Canopy Oaks Dr, Minneola, FL 34715

Incorporator signature: 

The effective date for this corporation shall be April 11, 2010.

IN WITNESS WHEREOF, the Board of Directors have hereunto affixed their signatures on the 25th day of July, 2011.


JoAnn M. Schwartz


Jeff Luck