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TALLAHASSEE, FLORIDA

K 10/10/14

COVER LETTER

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

SUBJECT: **Frostproof Historical Society, 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: **Bea Reifeis**

Name (Printed or typed)

133 Maxcy Lane

Address

Frostproof, FL 33843

City, State & Zip

863-635-2523

Daytime Telephone number

bjreifeis@aol.com

E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION OF
FROSTPROOF HISTORICAL SOCIETY, INC.**

A Florida Not-for Profit Corporation In Compliance with Chapter 617, F.S.

The undersigned person, acting as incorporator of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for the corporation:

ARTICLE I: NAME

The name of this not-for-profit corporation shall be Frostproof Historical Society, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principle place of business is:
210 South Scenic Highway
Frostproof, Florida 33843

The mailing address is:
P.O. Box 597
Frostproof, Florida 33843

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ARTICLE III: PURPOSE

This Corporation is organized exclusively for charitable, religious, 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 Section or the corresponding section of any future federal tax code.

This Corporation shall acquire, preserve and safeguard the books, documents, photographs and artifacts which represent the history of Frostproof, FL. It shall educate persons on the history of Frostproof. It shall make available books, documents and photographs for genealogical, historical and other research. To meet these purposes, it shall run a Museum containing and / or displaying items of interest to the history of Frostproof.

No part of the net earnings, properties or assets of this Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in Section 501 (c) (3) of the Internal Revenue Service Code.

This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. This Corporation shall not participate in or intervene in (including the publishing or distributing 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 other activities not permitted to be carried on (a) 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 (b) 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 IV: MANNER OF DOING BUSINESS

The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Corporation will not make any taxable expenditure as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V: AMENDMENTS AND BYLAWS

The Articles of Incorporation and the By-Laws of this Corporation may be amended, repealed, or added to provided that any such action is consistent with the purpose for which the Corporation is organized. The Articles may be amended, repealed or added to only at a duly called meeting of the Corporation where a quorum of one-fourth of the voting members in good standing are present in person, or by proxy. The amendment will be deemed approved if it receives a two-

thirds favorable vote. The Secretary will file amendments to the Articles of Incorporation with the Department of State of the State of Florida.

ARTICLE VI: MEMBERSHIP

Membership in the Corporation is open to any person or business that supports the purposes for which the Corporation was formed as outlined in Article III. Each member is entitled to one vote at the annual election of Directors, to attend all legally called meetings of the membership, to receive all notices and publications of the Corporation, and to enjoy all privileges ordinarily pertaining to members of a non-profit Corporation.

ARTICLE VII: MEETINGS

The membership of this Corporation shall meet once annually at the time provided for in the By-Laws and at such other times as meetings may be duly called in accordance with the By-Laws.

ARTICLE VIII: DUES

Annual dues shall be assessed as provided in the By-Laws. No member whose dues are in arrears shall be considered as being in good standing nor shall he be entitled to vote.

ARTICLE IX: LENGTH OF EXISTENCE AND DISSOLUTION

This Corporation shall exist perpetually.

If it becomes necessary to liquidate or dissolve the Corporation, all properties and assets of this Corporation remaining after paying or providing for all debts and obligations shall 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 shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction in Polk County, Florida, 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 X: MANNER OF ELECTION

The affairs of this Corporation shall be managed by the Board of Directors. The Board shall consist of the officers of this Corporation, the Museum Director and up to three at-large directors. The officers of this Corporation shall be a President, two Vice-Presidents, a Secretary and a Treasurer. Members of the Board of Directors and officers shall be elected or appointed at the annual meeting, or as prescribed from time to time by the By-Laws. The officers and directors shall hold office until their successors are duly elected and qualified. The conduct of said elections will be set forth in the By-Laws of this Corporation.

ARTICLE XI: INITIAL DIRECTORS AND OFFICERS

The number of directors constituting the initial Board of Directors shall be four and the names and addresses of the individuals who are to serve as directors until the first election or appointment under the Articles of Incorporation shall be:

President. Larry Blackwelder, 280 Overocker Circle, Frostproof, FL 33843
First Vice President. Sarah Morey, P.O. Box 398, Frostproof, FL 33843
Second Vice President. Ann Horner, 1842 North Lake Reedy Blvd., Frostproof, FL 33843
Secretary. Clifford Bradley, 25 West B Street, Frostproof, FL 33843
Treasurer. Anne Dickinson, 22 East Wall St., P.O. Box 425, Frostproof, FL 33843
Director, Bea Reifeis, 133 Maxcy Lane, Frostproof, FL 33843

ARTICLE XII: INITIAL REGISTERED AGENT

The name and address of the initial registered agent is:

Anne Dickinson
22 East Wall Street
Frostproof, FL 33843

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TALLAHASSEE, FL 32310

ARTICLE XIII: INCORPORATOR

The name and address of the incorporator is:

Bea Reifeis
133 Maxcy Lane
Frostproof, FL 33843

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.

Anne W. Dickinson
Name

October 3, 2014
Date

I submit this document and affirm that the facts herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Bra Beiflin
Name

October 3, 2014
Date

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was signed in my presence and acknowledged before me this 3 day of OCT, 2014, by persons who are personally known to me.

Sonia Skinner
Notary Public

Type or Print Name:

May 30, 2016
My Commission Expires:

SONIA D. SKINNER
Notary Public, State of Florida
My Comm. Expires May 30, 2016
Commission No. EE 190182

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