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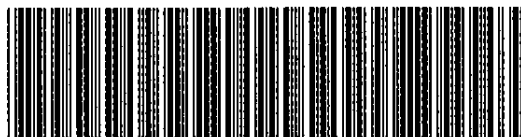
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OCT - 8 2015

T. BROWN

## COVER LETTER

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

**SUBJECT:** Friends of the Land O' Lakes Library, 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:** Stephen A. Bennett  
\_\_\_\_\_  
Name (Printed or typed)

30218 Fairway Drive  
\_\_\_\_\_  
Address

Wesley Chapel, FL 33543  
\_\_\_\_\_  
City, State & Zip

813-760-5344  
\_\_\_\_\_  
Daytime Telephone number

\_\_\_\_\_  
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

FRIENDS OF THE LAND O' LAKES LIBRARY, INC.

The undersigned incorporator hereby files these Articles of Incorporation in order to form a not-for-profit corporation (the "Corporation") under Chapter 617 of the Florida Statutes.

ARTICLE 1. - NAME The name of the Corporation shall be:

Friends of the Land O' Lakes Library, Inc.

ARTICLE 2. - STREET ADDRESS; MAILING ADDRESS. The street address, and also the mailing address, of the Corporation shall be 2818 Collier Parkway, Land O' Lakes, Florida 34639.

ARTICLE 3. - DEFINITION OF "LIBRARY." The term library shall mean all public libraries located in Pasco County, Florida, and in particular to the Pasco County Public Library currently located at 2818 Collier Parkway, Land O' Lakes, Florida 34639, and any future replacement or successor to this library.

ARTICLE 4. - DEFINITION OF "IRC." The term IRC shall mean the Internal Revenue Code or any future federal income tax code. Any reference to a particular section of the IRC shall also mean the corresponding section of any future federal tax code.

ARTICLE 5.- PURPOSE OF CORPORATION.

(a) The Corporation shall be organized as a not-for-profit corporation under Chapter 617, Florida Statutes. The Corporation is organized and shall operate 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 IRC, and in particular as an association of persons interested in public libraries.

(b) The purpose for which the Corporation is organized is:

(1) To maintain an association of persons interested in public libraries, in particular the library; to focus public attention on library services, facilities, and needs; and to stimulate use of library resources and services;

(2) To receive and encourage gifts, endowments and bequests to the library; to support and cooperate with the library in developing library services and facilities for the community; and to support the freedom to read expressed in the American Library Association Bill of Rights.

(c) The character and essence of the corporation is the same as the purpose.

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TALLAHASSEE, FLORIDA

ARTICLE 6. - ELECTION OF DIRECTORS. The method of election of directors shall be stated in the bylaws of the Corporation.

ARTICLE 7. - LIMITATIONS ON THIS CORPORATION. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article hereof entitled "Purpose of Corporation." 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE 8. - DISSOLUTION. Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the IRC, or shall be distributed to the federal government, or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by Court of Competent Jurisdiction of the county in which the principal office of the Corporation 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.

ARTICLE 9. - REGISTERED AGENT. The name of the initial registered agent of the Corporation and the address of the initial registered office shall be:

Stephen A. Bennett  
30218 Fairway Drive  
Wesley Chapel, FL 33543

The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

ARTICLE 10. - INCORPORATOR. The name and street address of the Incorporator of this Corporation is as follows:

Stephen A. Bennett  
30218 Fairway Drive  
Wesley Chapel, FL 33543

ARTICLE 11. - STOCK/MEMBERS. The Corporation shall not issue shares of stock, but shall consist of non-stock owning members who shall be admitted as set forth in the Bylaws of the Corporation.

ARTICLE 12. - TERM OF EXISTENCE. The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE 13. - DIRECTORS. The business of the Corporation shall be managed by a Board of Directors consisting of at least three persons, the exact number to be determined from time to time in accordance with the Bylaws. The directors shall be elected as provided in the Bylaws. The initial directors of the Corporation shall be:

Joan Clarke  
Susanne Abbott  
Gail Spector  
Rachel Longstaff

The address of each of the initial directors is 2818 Collier Parkway, Land O' Lakes, Florida 34639.

ARTICLE 14. - OFFICERS. The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers, as determined from time to time by the Board of Directors. The officers shall be elected as provided in the Bylaws. The initial officers of the Corporation shall be:

President - Joan Clarke  
Vice President - Susanne Abbott  
Treasurer - Gail Spector  
Secretary - Rachel Longstaff  
Vice President - Stephen A. Bennett

ARTICLE 15. - TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED.

(a) No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such director(s) or officer(s) are present at or participate in the meeting of the Board of Directors or a committee thereof which authorized, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors of the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purposes, without counting the votes or consents of such interested director or directors; or

(2) The fact of such relationship or interest is disclosed or known to the members entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized.

(b) Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

(c) The Board of Directors shall not approve a transaction, which would result in an excess benefit transaction under Section 4958 of the IRC.

ARTICLE 16. - INDEMNIFICATION OF DIRECTORS AND OFFICERS.

(a) The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director, officer, employee, or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interest of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(b) Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a director or officer seeks indemnification were properly incurred and that such director or officer acted in good faith and in a manner he reasonable believe to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of members who were not parties to such action, suit or proceeding.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provision of paragraph (a) above upon a preliminary determination by the Board of Directors that such person has met the application standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, counsel chosen by it and not objected to in writing for valid reasons by such person shall conduct such defense. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately

determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

ARTICLE 17. - FINANCIAL INFORMATION. Except to the extent required by any agreement between the Corporation and its members, or as required by law, the Corporation shall not be required to prepare and provide a balance sheet or a profit and loss statement to its members, nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the members each year hereafter unless a resolution to the contrary has been adopted by the members.

ARTICLE 18. - AMENDMENT. These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon members hereunder are granted subject to this reservation.

CERTIFICATE OF REGISTERED AGENT

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

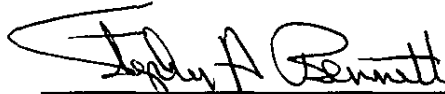


Stephen A. Bennett, as Registered Agent

Dated executed: September 29, 2015

CERTIFICATE OF INCORPORATOR

I submit this document and affirm that the facts stated 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 Section 817.155, Florida Statutes.



Stephen A. Bennett, incorporator

Dated executed: September 29, 2015