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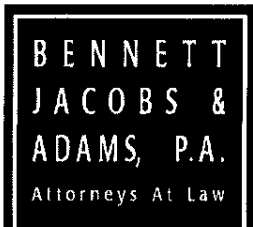
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DAVID W. ADAMS +\*

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ZACHARY J. GLASER\*

JOHN F. WENDEL\*

+BOARD CERTIFIED IN LABOR  
AND EMPLOYMENT LAW  
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March 11, 2016

**VIA FEDEX**

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

RE: Tenth Judicial Circuit Historical Society, Inc. - General Corporate File  
BJA File No.: 2016-17033

Ladies and Gentlemen:

Enclosed please find the following documents:

1. **Original** Articles of Incorporation of Tenth Judicial Circuit of Florida Historical Society, Inc., and
2. A check in the amount of \$78.75 payable to "Division of Corporations" for filing fee and a certified copy to be returned to me at the Lakeland address shown below.

Please do the following:

1. File the original Articles of Incorporation, prepare a certified copy of same, and send the certified copy to the undersigned by regular mail
2. If you have any questions or further requirements with respect to these enclosures, please retain them pending your immediate telephonic contact with the undersigned.

Thank you for your attention to this matter.

Sincerely,  
BENNETT, JACOBS & ADAMS, P.A.

John F. Wendel

JFW:jad/A92B0A5A83F01770

enclosures

cc: Honorable Mary Catherine Green (via e-mail)  
Honorable Susan Roberts (via e-mail)  
Samuel G. Crosby, Attorney (via e-mail)  
Deborah Ruster, Attorney (via e-mail)  
Greg Ruster, Attorney (via e-mail)

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**ARTICLES OF INCORPORATION  
OF  
TENTH JUDICIAL CIRCUIT OF FLORIDA  
HISTORICAL SOCIETY, INC.**

APPROVED  
AND  
FILED  
16 MAR 14 AM 10:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, to form a corporation not for profit under the Florida Not For Profit Corporation Act, Chapter 617, *Florida Statutes*, hereby adopts the following Articles of Incorporation.

**ARTICLE I  
NAME**

The name of the corporation is **TENTH JUDICIAL CIRCUIT OF FLORIDA  
HISTORICAL SOCIETY, INC.**

**ARTICLE II  
COMMENCEMENT OF CORPORATE EXISTENCE**

The existence of the corporation shall commence on the date on which the Articles of Incorporation are filed with the Division of Corporations of the Florida Department of State.

**ARTICLE III  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the principal office of the corporation and the mailing address of the corporation is 2323 South Florida Avenue, Lakeland, Florida 33803.

**ARTICLE IV  
PURPOSES**

The corporation is organized and shall operate exclusively for charitable, educational, and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future Internal Revenue Code. Consistent with such purposes and limitations, the purposes of the corporation include the following:

A. Disseminate knowledge of and provide opportunity for research into such historic, literary, and other documents, records, objects, memorabilia of or relating to the courts in and for the Tenth Judicial Circuit of Florida and the judges and lawyers thereof and any other miscellaneous data as are pertinent to increased public knowledge of the courts in and for the Tenth Judicial Circuit of Florida and their places in Florida history;

B. Making the information and materials acquired available to scholars, historians, judges, lawyers, and the public under conditions prescribed from time to time by the board of directors;

C. Acquire through gift or loan, or on occasion through purchase, when and as funds for such purposes become available, documents, objects of historical significance, or objects of personal property or other memorabilia which may be related to the corporation's purposes, or incorporated into continuing displays within the courthouses of the Tenth Judicial Circuit of Florida or elsewhere, in order to portray to visitors to the premises the persons and events associated with the courts in and for the Tenth Judicial Circuit of Florida and the history of those courts;

D. Accept contributions from the public in varying amounts, in return for membership in the corporation and benefits derived therefrom or any other lawful contributions independent of membership; and

E. Perform and engage in any and all lawful activities that may be incidental to or reasonably necessary for any of the foregoing purposes, and have and exercise all other powers and authority now or hereafter conferred upon corporations not for profit by the laws of the State of Florida.

Forums, lectures, meetings, panel discussions, seminars, and other activities designed to achieve the purposes of the corporation may be offered by the corporation. Further, the corporation may also raise, receive, and maintain a fund or funds for the acquisition of real property and/or personal property for any one or more of the purposes of the corporation and for any one or more lawful purposes and within the scope of the purposes of the corporation.

## **ARTICLE V** **MEMBERS**

The method of selecting and admitting members, the criteria for membership, the classification of members, the designation of such class or classes of members, the qualifications, limitations, and rights of the members of each class, the quorum and voting requirements for meetings and activities of members, and the notice requirements sufficient to provide notice of meetings and activities of members shall be as set forth in the Bylaws of the corporation.

## **ARTICLE VI** **BOARD OF DIRECTORS**

The incorporator of the corporation shall hold an organizational meeting to elect the three (3) initial members of the board of directors of the corporation which three (3) initial members of the board of directors shall complete the organization of the corporation. The business and property of the corporation shall be managed solely and exclusively by the board of directors of the corporation which shall have full and absolute control over the affairs of the corporation and

shall be authorized to exercise all of the corporate powers of the corporation. The board of directors shall carry out the purposes of the corporation in compliance with the Articles of Incorporation and the Bylaws of the corporation. The method of electing the directors of the corporation shall be as stated in the Bylaws of the corporation. The number of directors of the corporation may be increased or decreased from time to time and at any time, but the corporation shall never have less than three (3) directors. No director shall be compensated for the performance of his or her duties as a director, but a director may be reimbursed for expenses reasonably and necessarily incurred in the performance of his or her duties as a director in accordance with the Bylaws of the corporation. The board of directors of the corporation shall, by two-thirds (2/3rds) vote, have the right to remove, with or without cause, any director and to replace any director so removed.

## **ARTICLE VII** **OFFICERS**

The officers of the corporation shall consist of a president, a vice president, a secretary, and a treasurer, and such other officers as the board of directors, from time to time and at any time, shall deem necessary. Any two (2) or more offices may be held by the same person. All officers shall be members of the board of directors of the corporation. All officers shall be elected by the board of directors of the corporation annually at the annual meeting of the board of directors of the corporation. Officers (including an officer who is also a member of the board of directors of the corporation) may be compensated for the performance of his or her duties as an officer as determined by the board of directors of the corporation. Officers may be reimbursed for expenses reasonably and necessarily incurred in the performance of their duties as officers as determined by the board of directors of the corporation. The board of directors of the corporation shall, by majority vote, have the right to remove, with or without cause, any officer and to replace any officer so removed.

## **ARTICLE VIII** **LIMITATIONS AND PROHIBITED ACTIVITIES**

The corporation shall be bound by the following:

A. No part of the net earnings of the corporation shall inure to the benefit of any member, director, or officer of the corporation, nor to the benefit of any private individual or entity;

B. The corporation shall have no power to engage in any act or activity prohibited to corporations which are exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding Section of any prior or future Internal Revenue Code;

C. In the event of the dissolution of the corporation, the residual assets of the corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of

1986 or corresponding Sections of any prior or future Internal Revenue Code, or to the federal or to a state or local government for public purposes exclusively;

D. No substantial part of activities of the corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation; and

E. The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

#### **ARTICLE IX** **INDEMNITY OF DIRECTORS AND OFFICERS**

The corporation shall indemnify any director or any officer for any acts or alleged acts committed or allegedly committed by such director or officer while serving in his or her capacity as a director or as an officer of the corporation to the extent permitted by Florida and federal law.

#### **ARTICLE X** **BYLAWS**

The Bylaws of the corporation shall be adopted, altered, amended, repealed, or revised only by a two-thirds (2/3rds) vote of those directors present at a meeting of the board of directors of the corporation at which a quorum is present.

#### **ARTICLE XI** **INITIAL REGISTERED AGENT**

The name and street address of the initial registered agent of this corporation is John F. Wendel, 5304 South Florida Avenue, Suite 404, Lakeland, Florida 33813.

#### **ARTICLE XII** **INCORPORATOR**

The name and address of the sole incorporator of this corporation is John F. Wendel, 5304 South Florida Avenue, Suite 404, Lakeland, Florida 33813.

**ARTICLE XIII**  
**AMENDMENTS TO**  
**ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended or restated only by a two-thirds (2/3rds) vote of those directors present at a meeting of the board of directors of the corporation at which a quorum is present.


IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation on this 11<sup>TH</sup> day of March, 2016.

  
\_\_\_\_\_  
John F. Wendel, Incorporator

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I, John F. Wendel, having been named to serve as registered agent for **TENTH JUDICIAL CIRCUIT OF FLORIDA HISTORICAL SOCIETY, INC.**, do hereby accept such office and agree to conduct myself therein according to law. I am familiar with, and accept, the obligations of such office.

DATED this 11<sup>TH</sup> day of March, 2016.

  
\_\_\_\_\_  
John F. Wendel, Registered Agent

16 MAR 14 AM 10:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED