

N18000002700

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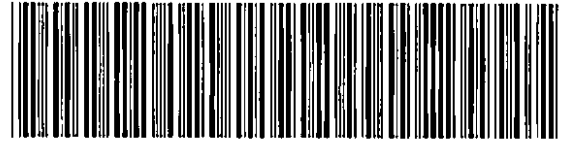
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AUSLEY McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

123 SOUTH CALHOUN STREET
P.O. BOX 391 (ZIP 32302)
TALLAHASSEE, FLORIDA 32301
(850) 224-9115 FAX (850) 222-7560
Writer's Direct Line: (850) 425-5457

February 26, 2019

Secretary of State
2661 Executive Center Circle West
Tallahassee, Florida 32301

VIA HAND DELIVERY

Re: Historic Apalachicola Plat Preservation, Incorporated
Document Number N18000002700

Dear Madam/Sir:

Enclosed are an original and one copy of the Amended and Restated Articles of Incorporation of Historic Apalachicola Plat Preservation, Incorporated, a Florida not-for-profit corporation. Also enclosed is this firm's check in the amount of \$43.75, comprised of a \$35.00 filing fee and an \$8.75 certified copy fee.

Please do not hesitate to phone our office if you have any questions. We will have our messenger return to pick up the certified copy and the certificate of filing, if you will be so kind as to call me at 425-5457 to let me know they are ready.

Thank you in advance for your usual assistance in these matters.

Sincerely,



Donna Marie Walters, FRP
Florida Registered Paralegal

/dmw
Enclosures

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

HISTORIC APALACHICOLA PLAT PRESERVATION, INCORPORATED
Document Number N18000002700

Pursuant to the provisions of Chapter 617, Florida Statutes, the **Historic Apalachicola Plat Preservation, Incorporated**, a Florida not-for-profit corporation (the *Corporation*), hereby amends and restates the Corporation's Articles of Incorporation. These Articles shall be effective when they are filed with the Florida Department of State and shall supersede all previous articles of incorporation and amendments.

Article 1.
Name and Principal Office

The name of this Corporation shall be **Historic Apalachicola Plat Preservation, Incorporated**. The street address of the place of business in Florida is:

159 Avenue B
Apalachicola, Florida 32320

The mailing address of the business in Florida is:

P.O. Box 965
Apalachicola, Florida 32320

Article 2.
Corporate Purposes

The Corporation shall be a nonprofit organization formed and operated for charitable, religious, educational, scientific, and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding federal tax code, including the making of distributions to organizations exempt from federal income tax under Section 501(c)(3). The Corporation shall be organized and operated for the following purposes:

- A. to advocate for the preservation of the historic plat for the State of Florida, as it was laid out in 1831, including squares, streets, and other features;
- B. in pursuit of that mission, to engage in broad general activities to preserve a visible part of Apalachicola's landscape;

**AMENDED AND RESTATED
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TALLAHASSEE, FLORIDA

**Article 2.
Corporate Purposes**

The Corporation shall be a nonprofit organization formed and operated exclusively for charitable, religious, educational, scientific, and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3). The Corporation shall be a nonprofit organization formed and operated for the following purposes:

- A. to advocate for the preservation of the historic plat for the town of Apalachicola, Florida, as it was laid out in 1831, including squares, streets, and alleys;
- B. in pursuit of that mission, to engage in broad general advocacy to retain the plat as a visible part of Apalachicola's landscape;

- C. where necessary to protect and preserve the plat, to enter into contracts, to engage in building or construction, or to own and dispose of any real property;
- D. using its income and principal, to carry on activities or programs that support or benefit the purposes of the Corporation; and
- E. to carry out such other activities as the Board of Directors determines will benefit and support the purpose of the Corporation.

Article 3. Powers

The Corporation shall have and exercise all powers accorded not-for-profit corporations under the laws of the State of Florida that are not in conflict with the Corporation's exempt purposes as provided in Article 2 above. Specifically, no part of the assets or the net earnings of the Corporation shall inure to the benefit of or be distributable to any officer, director, member, or any other person, 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 2 above. No substantial part of the activities of the Corporation shall be dedicated to attempting to influence legislation by propaganda or otherwise. The Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code and to which deductible contributions may be made under Sections 170, 2055, or 2522 of the Internal Revenue Code, as applicable. Unless otherwise indicated, as used in this Article 3 and hereinafter, all section references are to the Internal Revenue Code of 1986, as amended, including any corresponding provisions of any subsequently enacted federal tax laws.

Article 4. Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

Article 5.
Registered Agent and Registered Office

The name and Florida street address of the Corporation's registered agent in Florida are:

Ausley & McMullen, P.A.
Attention: Robert A. Pierce, Esq.
123 South Calhoun Street
Tallahassee, Florida 32301

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



Ausley & McMullen, P.A., Registered Agent
Robert A. Pierce, for the Firm

Article 6.
Board of Directors

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors (referred to herein and in the Bylaws as the **Board** or **Board of Directors**), the number of which may be either increased or decreased from time to time as regulated by the Bylaws. The Directors shall be elected in the manner described in the Bylaws. The members of the Board shall consist of those individuals set forth below:

Bonnie Davis
159 Avenue B
Apalachicola, Florida 32320

Diane Brewer
159 Avenue B
Apalachicola, Florida 32320

Despina George
159 Avenue B
Apalachicola, Florida 32320

Article 7.
Amendment

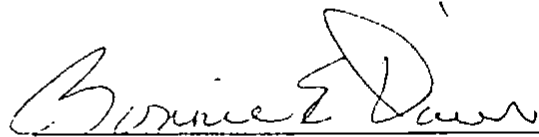
These Articles of Incorporation may be amended by the Board of Directors or as otherwise provided in the Corporation's Bylaws.

Article 8.
Dissolution

Upon dissolution, all of the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed subject to the requirements of Section 617.1406, Florida Statutes, in a manner that furthers the purposes of the Corporation, including, without limitation, distribution to another nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established and maintained its tax status under Section 501(c)(3) of the Code.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation were duly approved on March 9, 2018.

Pursuant to Sections 617.1001, 617.1002, 617.1006, and 617.1007, Florida Statutes, and in accordance with the Articles of Incorporation of the Corporation, since there are no members, by unanimous vote the Board of Directors authorized and consented in writing on March 9, 2018, to the filing of these Amended and Restated Articles of Incorporation.

A handwritten signature in cursive script, appearing to read "Bonnie Davis", written over a horizontal line.

Bonnie Davis
Its President and Director