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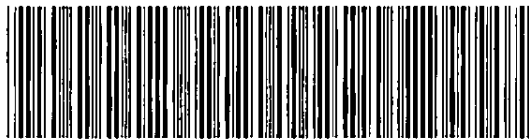
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ARTICLES OF INCORPORATION
OF
GILCHRIST COUNTY MUSEUM PROJECT, INC.

We, the undersigned incorporators, hereby form and establish a corporation NOT FOR PROFIT under the laws of the State of Florida.

ARTICLE FIRST

The name of this corporation is Gilchrist County Museum Project, Inc.

ARTICLE SECOND

The location of its registered office in this State is 6191 SW County Rd. 344, Trenton Florida 32693. Mailing address: P.O. Box 42, Bell FL 32619

ARTICLE THIRD

This Corporation is organized NOT FOR PROFIT and the objects and purposes to be transacted and carried on are:

1. In its one-hundred years, since Florida State Legislature passage in January 1925, of Gilchrist becoming a bona fide Florida County, the objective of this corporation is to *promote citizens' awareness of the powerful history which belongs to Gilchrist County.*
2. To further such objects and purposes, the Corporation shall have and may exercise all the powers conferred by the laws of the State of Florida upon corporations formed under the laws pursuant to and under this Corporation formed, as such laws are now in effect or may at any time hereafter be amended. Specifically, this Corporation shall have power to acquire, purchase, hold, lease, convey, mortgage, and pledge such real and personal property in Florida, other States of the United States and elsewhere, as shall be necessary or convenient to the transaction of its business and the realization of its objects and purposes.

PROVIDED, HOWEVER, that in all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or

winding up of the Corporation, voluntary or involuntary or by operation of law, the following provisions shall apply:

- (a) This Corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent this Corporation from qualifying (and continuing to qualify) as an organization described in §501 (c) (3) of the Internal Revenue Code of 1986 (of the corresponding provision of any future United States Internal Revenue law).
 - (b) This Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.
 - (c) No compensation or payment shall ever be paid or made to any member, officer, director, trustee, creator, or organizer of this Corporation, or substantial contributor to it, except as an allowance for actual expenditures or services actually made or rendered to or for this Corporation: neither the whole nor any portion of the assets or net earnings, current or accumulated, of the assets or net earnings, current or accumulated, of this Corporation shall ever be distributed to or divided among such persona. provided, further that neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrue to, or inure to the benefit of any member or private individual within the meaning of §501 (c) (3) of the Internal Revenue Code of 1986 (of the corresponding provision of any future United States Internal Revenue law) as the governing board shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of Gilchrist County, Florida in which the principal office of the Corporation is located, exclusively for purposes or to such organization or organizations, as said court shell determine, which are organized and operated exclusively for such purposes.
3. Upon dissolution of this Corporation, the governing body shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at any time qualify as an exempt organization or organizations under§ 601 (c) (3) of the

Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the governing board shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for the purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE FOURTH

The Executive Board shall have all powers granted by Florida law and statutes.

ARTICLE FIFTH

No director shall be personally liable to the Corporation or its members for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law (i) for breach of the director's duty of loyalty to the Corporation and its member, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under the provisions of Florida §617 and any amendments thereto, or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article shall apply to or influence the liability or alleged liability of any director of the Corporation for or respect to any acts or omissions of such director occurring prior to the date when such provision becomes effective.

ARTICLE SEVENTH

The term for which this Corporation is to exist is perpetual.

ARTICLE EIGHTH

No member of this Corporation shall benefit financially from the dissolution thereof. In the event of dissolution of this Corporation, the assets of this Corporation shall be distributed as set forth in ARTICLE THIRD hereof.

ARTICLE NINTH

The names and residence of the Executive Board are:

President, Geneva Cornwell; 6191 SW County Rd 344, Trenton FL 32693

Vice-President, Alan de Gonzaque, 6239 W County Rd 232, Bell FL 32693

Secretary, Lucy Coleman, 516 NE First St., Trenton FL 32693

Treasurer, John Griest, 1210 NW 78 Ave., Bell FL 32619

ARTICLE TENTH

The number of directors may be increased or decreased from time to time by amendment of the bylaws.

ARTICLE ELEVENTH

The names and residences of the persons who are to serve on the Board of Directors until their successors are elected or appointed and are qualified as follows:

President, Geneva Cornwell, 6191 SW County Rd 344, Trenton FL 32693

Vice-President, Alan de Gonzaque, 6239 W County Rd 232, Bell FL 32619

Secretary, Lucy Coleman, 516 NE First St., Trenton FL 32693

Treasurer, John Griest, 1210 NW 78 Ave. Bell FL 32619

Chaplin, Kim Kenney, 1232 NW 55 Ave., Bell FL 32619

Community Outreach, John Griest, 1210 NW 78 Ave., Bell FL 32619

Historian, Ashley Langford, 4010 SW CR 337, Trenton FL 32693

Public Relations, Alan de Gonzaque, 6139 W County Rd 232, Bell FL 32619

Website IT, Alan de Gonzaque, 6239 W County Rd 232, Bell FL 32619

Legal Consultant, Douglas K. McCoy, 302 N. Main St., Trenton FL32693

ARTICLE TWELFTH

The power to adopt, amend, and repeal the bylaws of this Corporation shall reside in the Board of Directors of this Corporation.

ARTICLE THIRTEENTH

This Corporation shall maintain general liability insurance in such amount as shall be determined by the directors, to enable volunteers of the corporation to come within the provision of Florida §617.

ARTICLE FOURTEENTH

The name and residence of the incorporator of these Articles of Incorporation is as follows: Secretary, Lucy Coleman, 516 NE First Ave. Trenton FL 32693.

ARTICLE FIFTEENTH

The registered Agent and the street address of the initial; registered office and the principal office of this Corporation in the State of Florida shall be:

Geneva Cornwell, 6191 SW County Rd 344, Trenton Florida 32693

The Board of Directors from time to time may move the Registered Office to any other address in the State or Florida.


In Witness whereof:

(1) That I am duly elected/appointed and acting secretary of:

Gilchrist County Museum Cooperative, Inc.

(2) That the foregoing Constitution, comprising fifteen (15) pages, constitute the original Constitution of said Corporation, as duly adopted at the first official meeting of the Board of Directors thereof held on the 24 day of September in the year 2024.

IN TESTIMONY THEREOF, I have hereunto subscribed my name and affixed the Seal of the said Corporation this 24 day of September (month) 2024 (year)



(printed name) ~ Lucy Coleman

(position) Secretary

**BYLAWS OF
GILCHRIST COUNTY MUSEUM PROJECT, INC.**

ARTICLE I

Offices

Section 1. Principal Office. The principal office for the transaction of the business of the corporation is hereby located 6191 SW County Rd 344, Trenton FL 32693.

Section 2. Registered Office. The Corporation, by resolution of its board of directors, may change the location of its registered office as designated in the article of incorporation to any other place in Florida. By like resolution the Executive Director at such registered off may be changed to any other person or corporation, including itself. Upon adoption of such resolution, a certificate certifying the change shall be executed, acknowledged and filed with the Secretary of State, and a certified copy thereof shall be recorded in the office of the Register of Deeds for the county in which the new registered office is located (and in the old county, if such registered office is moved from one county to another.)

Section 3. Other Offices. Branch or subordinate offices may at any time be established by the board of directors at any place or places where the corporation is qualified to do business.

ARTICLE II

Memberships

Section 1. Membership. Membership shall be selected from the general-public by a two-thirds vote of a quorum at an annual or special meeting of the members. Initial members shall be selected by a two-thirds vote of the directors.

Section 2. Application of Membership. Applications for membership shall be made in the manner prescribed by the Membership Committee, where so directed by a resolution of the board of directors. Honorary memberships shall be determined under terms and conditions as specified by resolution of the board of directors.

Section 3. Resignation From Membership. A resignation from membership shall be presented to the board of directors, but shall not relieve any member from any liability for any dues, assessments or other obligations to the corporation which are unpaid at the time such resignation is filed, or which may arise prior to the acceptance of the resignation.

Section 4. Termination or Suspension. If any member of the corporation shall commit any act prejudicial to the conduct of the affairs of the corporation or the purposes for which it is form, or shall have changed his/her status so as to be ineligible for membership, such a person shall be notified in writing to appear personally before the board of directors at a designated time not less than thirty (30) days after such notification and at such time, be given a hearing. By a two-thirds vote of all the board of directors present at the meeting, the membership of such person in the corporation may be terminated or suspended. Suspension is not appropriate where the person has ceased to be a person in the category of persons eligible for membership. If

either suspension or termination is decided upon, the terms and conditions of same shall be specified in writing and delivered to the suspended or terminate member. Written notices hereunder shall be delivered by registered mail to the member's last known residence.

Section 5. Transfer of Membership. Memberships in the corporation shall be nontransferable, excepting the membership may be transferred to the spouse of a member.

Section 6. Fines and Penalties. Fines or penalties are not permitted. The penalty for misconduct is *suspension or termination*, as provided above.

Section 7. Place of Meetings. All annual meetings of members shall be held at the principal office of the corporation unless another place within or without the State of Florida is designated either by the board of directors pursuant to authority hereinafter granted to said board, or by the written consent of all members entitled to vote thereat, given either before or after the meeting and filed with the secretary of the corporation.

Section 8. Meetings of Voting Members and Other Membership Matters. The annual meeting of the members shall be held during the last month of the fiscal year. At such meetings, directors shall be elected or appointed, reports of the affairs of the corporation shall be considered, and any other business may be transacted which is within the power of the members.

Written notice of each annual meeting shall be given to each member entitled to vote, either personally or by mail or other means of written communication, charges prepaid, addressed to such member at his address appearing on the books of the corporation or give by him/her to the corporation for the purpose of the notice. If a member gives no address, notice shall be deemed to have been given if sent by mail or other means of written communication addressed to the place where the principal office of the corporation is situated, or if published at least once in some newspaper of general circulation in the county in which said office is located. All such notices shall be sent to each member entitled thereto not less than ten (10) days no more than fifty(50) days before each annual meeting, and shall specify the place, the day and the hour of such meeting, and shall state such other matter, if any, as may be expressly required by statute.

Section 9. Special Meetings Special meetings of the members, for any purpose or purposes whatsoever, may be called at any time by the president or by the board of directors, or by one or more members holding not less than one-seventh of the voting power of the corporation. Except in special cases where other express provision is made by statue, notice of such special meetings shall be given in the same manner as for annual meetings of members. Notices of any special meeting shall be specified in addition to the place, day, and hour of such meeting, and the general nature of the business to be transacted.

Section 10. Adjourned Meetings and Notice Thereof. Any members' meeting annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the membership interests, the holders of which are present in person, but in the absence of a quorum, no other business may be transacted at such meeting.

When any members' meeting, either annual or special, is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Except as aforesaid, it shall not be necessary to give any notice of an adjournment of the business to be transacted at an adjourned meeting, if the time and place thereof are announced at the meeting at which such adjournment is taken.

Section 11. Voting. Unless the board of directors has fixed in advance (pursuant of Article V, Section 1) a record date for purposes of determining entitlement to vote at the meeting, the record date shall be as of the close of business on the day next preceding the date on which the meeting shall be held. Unless otherwise provided in the Article of Incorporation, all elections of directors shall be by written ballot. If the Articles of Incorporation permit election of directors without written ballot, then such election shall be without written ballot, unless requested by any member, in which case the election of directors shall be by written ballot. Each voting member shall have one (1) vote for each director and all other matters, which may properly come before the members at any annual or special meeting.

Section 12. Quorum. The presence in person entitled to vote a majority of the voting shares at any business meeting shall constitute a quorum for the transaction of business. The members present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 13. Consent of Absentees. The transactions of any meeting of members, either annual or special, however called and noticed, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present in person, and if, either before or after the meeting, each of the members entitled to vote, signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 14. Inspection of Corporate Records. The member ledger, the books of account, and minutes of proceedings of the member, the board of directors and of executive committees of of directors shall be open to inspection upon the written demand of any member with five (5) days of such demand during ordinary business hours if for a purpose reasonable related to his interests as a member. A list of members entitled to vote shall be exhibited at any reasonable time and at meetings of the members when required by the demand of any member at least twenty (20) days prior to the meeting. Such inspection may be made in person or by an agent or attorney authorized in writing by a member and shall include the right to make abstracts. Demand of inspection other than at a members' meeting shall be made in writing upon the president, secretary, assistant secretary of general management (if one has been appointed of the corporation.

Section 15. Inspection of Bylaws. The corporation shall keep in its principal office for the transaction of business the original or a copy of these d Bylaws as amended or otherwise altered to date, certified by the secretary, which shall be open to inspection by the members at all reasonable times during ordinary business hours.

ARTICLE III

Directors

Section 1 Powers Subject to limitations of the Article of Incorporation of the Bylaws, and of the Florida Corporation Code as to action, which shall be authorized as prescribed by the bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers, to-wit:

First – To alter, amend or repeal the Bylaws of the Corporation.

Second – To select and remove all the other officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, or with the Articles of Incorporation or the Bylaws.

Third – To conduct, manage, and control the affairs and business of the corporation, and to make such rules and regulations therefore not inconsistent with the laws, or with the Articles of Incorporation of the Bylaws. as they may deem best.

Fourth – To change the principal office and registered office for the transaction of the business of the corporation from one location to another as provided in Article 1 hereof; to fix and locate from time to time one or more subsidiary offices of the corporation within or without the State of Florida, as provided in Article 1, Section 3 hereof, to designate any place within or without the State of Florida for the holding of any members' meeting or meetings except annual meetings, to adopt, make and use a corporate seal, to prescribe the forms of membership certificates, and to alter the forms of such and of such certificates from time to time, as in their judgement they may deem best, provided each seal and such certificate shall be all times comply with the provisions of law.

Fifth – To borrow money and incur indebtedness for purposes of the corporation, and to cause it to be executed and delivered therefore, in the corporate name, promissory notes, debentures, Deeds of trust, mortgages, pledges, hypothecations or other evidence of debt and securities, therefore.

Sixth – To appoint an executive committee and other committees, and to delegate to such committees any of the powers and authority of the board in the management of the business and affairs of the corporation, except the power to declare dividends and to adopt, amend or repeal bylaws. Any such committee shall be composed of two or more directors.

Section 2 Number and Qualification of Directors The authorized number of Directors of the Corporation shall be seven (7) until changed by amendment to the Bylaws. Directors shall be members.

Section 3. Election and Term of Office. The directors shall be elected at each annual meeting of members, but if any such annual meeting is not held, or the directors are not elected thereat, the directors may be elected at a special meeting of members held for that purpose as soon thereafter as conveniently may be. All directors shall hold office until their respective successors are elected. A director can be removed from office at any time for good cause, however, by a majority vote of the members, and he/she may be removed without cause by a majority vote of the voting members.

Section 4. Vacancies Vacancies on the Board of Directors may be filled by most of the remaining directors, although less than a quorum, or by the sole remaining director. If the Article of Incorporation permits election of directors without a written ballot, then the election of directors to fill vacancies shall be without written ballot, unless requested by any director. If at any time, by reason of death, resignation, or other cause, the corporation should have no directors in office, then any officer or any executor, administrator, trustee or other fiduciary entrusted with like responsibility for the person may call a special meeting in accordance with the provision of the Bylaws, or may apply to the Circuit Court for a decree summarily ordering election as provided for by the Florida Corporate Code. Each director so elected shall hold office until his successor is elected at an annual or a special meeting of the members.

A vacancy or vacancies on the board of directors shall be deemed to exist in case of the death, resignation, or removal of any director, or if the authorized number of directors be increased, or if the members fail at any annual or special meeting of members to which any director or directors are elected to elect the full authorized number of directors to be voted for, or appointed, at the meeting, or if any director or directors elected shall refuse to serve.

No reduction of the authorized number of directors shall be the effect of removing any director prior to the expiration of his/her term of office.

Section 5. Place of meeting. Regular and special meetings of the Board of Directors shall be held at any place within or without the State of Florida which has been designated from time to time by resolution of the board or by written consent of all members of the board. In the absence of such a designation all meetings shall be held at the principal office of the corporation.

Section 6. Organization Meeting. Immediately following each annual meeting of members, the board of directors shall hold a regular meeting for the purposes of organization, election of officers, and the transaction of other business. Notice of such meeting is hereby dispensed with.

Section 7. Other Regular Meetings. Other regular meetings of the board of directors shall be held with call at such time as the board of directors may from time to time designate in advance of such meetings: provided, however, should said day fall upon a legal holiday, then said meeting shall be held at the same time on the next day thereafter ensuing which is not a legal holiday. Notice of all such regular meetings of the Board of Directors is hereby waived.

Section 8. Special Meetings. Special meetings of the board of directors for any purpose or purposes shall be called at any time by the president, or if he/she is absent or unable or refuses to act, by the secretary or by any other director. Notice of such special meetings, unless waived by attendance thereat or by written consent to the holding of the meeting, shall be given by written notice mailed at least three (3) days before the date of such meeting or be hand delivered or notified by telegram at least two (2) days before the date such meeting is to be held. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage thereupon addressed to the director at his residence or usual place of business. If notice be given by telegraph, such notice shall be deemed to be delivered when the same is delivered to the telegraph company.

Section 9. Quorum. Most of the total number of directors shall be necessary to constitute a quorum for the transaction of business, except to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by most of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the board of directors, unless a greater number is required by law or by the articles of incorporation. The quorum present may continue to do business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum.

Section 10. Adjournment A majority of the directors present may adjourn any directors' meeting to meet again at a stated day and hour or until the time fixed for the next regular meeting of the board.

Section 11. Votes and Voting. All votes required by directors hereunder may be voice vote or show of hands, unless a written ballot is requested, which request may be made by any one director. Each director shall have one vote. Every reference to a majority or other proportion of directors shall refer to a majority or other proportion of the votes of such directors.

Section 12. Inspection of the Books and Records. Any director shall have the right to examine the corporation's membership ledger, a list of its members entitled to vote and its other books and records for a purpose reasonable related to such director's position as a director. When there is any doubt concerning the inspection rights of a position as a director, the parties may petition the Circuit Court, which may, in its discretion, determine whether an inspection may be made and whether any limitations or conditions should be imposed upon the same.

Section 13. Fees and Compensation. Directors shall not receive any stated salary or compensation for their services.

ARTICLE IV

Officers

Section 1. Officers. There shall be a seven (7) member Board of Directors of which the executive directors shall be a president, vice-president, secretary, and treasurer. The corporation will also have three (3) additional directors.

Section 2. Election/Appointed. The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 of this Article IV, shall be chosen annually by the Board of Directors, and each shall hold his/her office until he/she shall resign or shall be removed or otherwise disqualified to serve, or his/her successor shall be elected or appointed and qualified.

Section 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these by laws for regular appointments to such office.

Section 4. Removal and Resignation. Any officer may be removed, either with or without cause, by a majority of, the directors at the time in office, at any regular or special meetings of the board, or, except in case of an officer chosen by the board of directors, by any officer upon whom such power of removal may be conferred by the board of directors.

Section 5. President. The president shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business and officers of the corporation. He / She shall preside at all the meetings of the members.

Section 6. Vice-President. In the absence or disability of the president, the vice-president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the president. The vice-president shall have such powers and perform such other duties as from time to time may be prescribed by the board of director or these by laws.

Section 7. Secretary. The secretary shall keep, or causes to be kept, a book of minutes at the principal office or such other place as the board of directors may order, of all meetings of directors and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof be given, the names of those present at directors' meetings, the members present or represented at members' meetings and the proceedings thereof.

The secretary shall keep, or cause to be kept, at the principle office, or at the office of the corporation's transfer agent, a membership ledger, showing the names of members and their addresses.

The secretary shall give, or cause to be given, notice of al the meetings of the members and of the board of directors required by these by laws or by law to be given, and she/she shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors of these Bylaws.

Section 8. Treasurer. The treasurer shall keep and maintain or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, and disbursements, gains, losses,

capital, and surplus. The books of account shall at all reasonable times be open to inspection by any director.

The treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. He / She shall disburse the funds of the corporation as may be ordered by the Board of Directors, whenever they request it, an account of all his/her transactions as treasurer and of the financial condition of the Corporation and shall have such other powers and perform such other duties as maybe prescribed by the Board of Directors of these Bylaws.

ARTICLE V

Miscellaneous

Section 1. Use of Roberts Rules of Order. The most current revision of Roberts Rules of Order shall be used for the conduct of all members' and directors' meetings except as otherwise provided hereunder or in the Articles of Incorporation.

Section 2. Indemnification of Directors and Officers. When a person is sued, either alone or with others, because he/she is or was a director or officer of the Corporation of another corporation serving t the request of his corporation, in any proceeding arises out of his/her alleged misfeasance or nonfeasance in the performance of his/her duties or out of any alleged wrongful act against the corporation or by the corporation, he/she shall be indemnified for his/her reasonable expenses, including attorney's fees incurred in the defense of the proceedings, if both of the following conditions exist:

- (a) The person sued is successful in whole or in part, or the proceeding against him/her settled with the approval of the court.
- (b) The court finds that his/her conduct fairly and equitably merits such indemnity.

The amount of such indemnity which may be assessed against the corporation, its receiver, or its trustee, by the court in the same or in a separate proceeding shall be so much of the expenses, including attorney's fees incurred in the defense of the proceeding, as the court by the person sued or by the attorney or other person rendering services to him/her in connection with the defense, and the court may order the fees and expense to be paid directly to the attorney or to the other person, although he/she is not a party to the proceeding. Notice of the application for such indemnity shall be served upon the corporation, its receiver, or its trustee, and upon the plaintiff and other parties to the proceeding. The court may order notice to be given also to the members in the manner provided in Article II, Section 2, for giving notice of members' meetings, in such form as the court directs.

Section 3: Checks, Drafts, Etc. All checks, drafts, or other orders for payment of money, notes or other evidence of indebtedness, issued in the name of our payable to the corporation, shall be signed or endorsed by such person or persons and in

such manner as, from time to time, shall be determined by resolution of the board of directors.

Section 4. Annual Report. No annual report to members shall be required, but the board of directors may cause them to be sent to the member reports in such form and at such times as maybe deemed appropriate by the Board of Directors.

Section 5. Contracts, Deeds, Etc., How Executed. The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances, and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by a contract or engagement or to pledge its credit or to render it liable for any purpose in any amount, provided, however, that any deeds or other instruments conveying lands or any interest therein shall be executed on behalf of the Corporation by the president (or vice-president), if there be one or by any other specified agent or attorney so authorized under letter of attorney or other written power which was executed on behalf of the Corporation by the president (or vice-president serving in the absence of the president).

Section 6. Fiscal Year. The Board of Directors shall have the power to fix and from time to time the fiscal year of the Corporation. In the absence of action by the Board of Directors, however, the fiscal year of the corporation shall end each year on the date, which the Corporation treated as the close of its fiscal year, until such time, if any, as the fiscal year shall be changed by the Board of Directors.

ARTICLE VI

Dissolution

Section 1. Upon the dissolution of this Corporation, the governing body shall, after paying or making provision of or the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under §501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the governing board shall determine. Any such assets not so disposed shall be disposed of by the Circuit Court 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 VII

Amendments

Section 1. Powers of Directors. New Bylaws may be adopted, or these Bylaws may be amended or repealed by a majority vote of the board of directors at any regular or special meeting thereof, provided, however, that the time and place fixed by the bylaws for the annual election of directors shall not be changed within sixty (60) days next preceding the date on which such elections are to be held. Notice of any amendment of bylaws by the board of directors shall be given to each director having voting rights within ten (10) days after the date of such amendments by the Board.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

- (1) That I am duly elected/appointed and acting secretary of,
Gilchrist County Museum Project, Inc.
- (2) That the foregoing Bylaws, comprising fifteen (15) pages, constitute the original Bylaws of said Corporation, as duly adopted at the first meeting of the Board of Directors thereof duly held on the 24 day of September 2024

IN TESTIMONY THEREOF, I have hereunto subscribed my name and affixed the Seal of the said corporation this 24 day of September 2024

Lucy Coleman, Secretary

Lucy Coleman

, Secretary

ATTESTED this date by:

Sabra M. Lindsey
Notary

