

N28572

Tallahassee Trust Historic
Requestor's Name Preservation

329 N. Meridian St.

Address

Tall. FL 32301

City/State/Zip

488-3901

Phone #

877-0099

Mr. Fernandez

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

☐ Walk in

☐ Pick up time _____

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

AMENDED ARTICLES OF INCORPORATION

OF

TALLAHASSEE TRUST FOR HISTORIC PRESERVATION, INC.
(A Florida Corporation Not for Profit)

FILED
97 MAY 15 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS IS TO CERTIFY that we, the undersigned, do hereby associate ourselves together for the purpose of establishing a corporation not for pecuniary profit under and by virtue of all other applicable laws of the State of Florida, and under the corporate name hereinafter mentioned, and we do, by this our certificate, set forth as the Articles of Incorporation of the corporation, the following:

ARTICLE I - NAME

The name of the corporation shall be the Tallahassee Trust for Historic Preservation, Inc.

ARTICLE II - TERM OF EXISTENCE

The corporation's existence shall commence with the filing of these articles with the Secretary of State. The corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

The purposes for which this corporation is organized are:

- 1) To advance historic preservation in the region,
- 2) To manage properties formerly managed by the Historic Tallahassee Preservation Board,
- 3) To acquire and manage further properties,
- 4) To provide preservation services to the Department of State, to the City of Tallahassee and to Leon County and outlying communities,
- 5) To develop community liaison and to develop a membership committed to historic preservation
- 6) To provide educational services to the community, and
- 7) Any corporate power listed in Section 617.0302, F.S.

ARTICLE IV - MEMBERSHIP

Membership shall consist of the Board of Directors of the corporation, together with persons who fulfill membership requirements as set forth in the by-laws of the corporation.

The by-laws shall establish categories of dues paying memberships including associates and corporate memberships. Associate memberships shall consist of individuals and families without restrictions. Corporate memberships shall include corporations and other business associations or entities.

ARTICLE V - BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors which shall be the nine (9) members of the former Historic Tallahassee Preservation Board as constituted by Section 266.112, Florida Statutes, and up to twelve (12) additional members, appointed by the Board of Directors. The names and residences of the persons who are to serve as initial directors until the first election thereof shall be as follows:

Mr. James N. Eaton	2553 Lonnbladh Road Tallahassee, Florida 32308	May 15, 1999
Ms. Dorothy Inman-Crews	2121 Trescott Drive Tallahassee, Florida 32312	May 15, 1999
Ms. Sara Hay Lamb	Route 19, Box 1020 Tallahassee, Florida 32308	May 15, 1998
Ms. Mary Call Proctor	3710 Bobbin Mill Road Tallahassee, Florida 32312	May 15, 1999
Ms. Susan S. Thomas	1428 Manor House Drive Tallahassee, Florida 32312	May 15, 2000

The terms of these initial directors shall expire as designated above. The initial Directors shall be authorized to fill the additional positions. A quorum shall be a simple majority of filled positions.

Thereafter, the Directors shall be elected from the membership, as provided in the by-laws, at the annual meeting of the corporation, for a term of four years. The by-laws shall provide for staggered terms.

The Trust may seat as ex-officio members, one individual appointed by each of the following entities:

- 1) The Florida Secretary of State
- 2) Leon County Board of County Commissioners
- 3) Tallahassee City Commissioners

Ex-officio members shall serve for renewable one year terms.

ARTICLE VI

This corporation is organized on a non-stock basis.

ARTICLE VII - DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all 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, or literary purposes as shall at the time qualify as an exempt organization or organizations under section 501(c) (3) of the Internal Revenue Code of the 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of 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 such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE VIII - ORIGINAL SUBSCRIBERS

The names and residences of the original subscribers to these Articles of Incorporation are:

Name

Address

ARTICLE IX - REGISTERED AGENT

The registered address for this corporation shall be 329 North Meridian Street, Tallahassee, Florida 32301 and the registered agent shall be the manager of the Tallahassee Trust for Historic Preservation, Inc.

ARTICLE X - BY-LAWS

The by-laws of this corporation may be made, altered or rescinded by a resolution duly adopted at any meeting of the Board of Directors by two-thirds vote of a quorum of the Directors.

ARTICLE XI - ADDITIONAL POWERS

This corporation shall have all the corporate powers now or hereafter given by the laws of the State of Florida.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended by resolution duly adopted at any meeting of the Board of Directors by two-thirds vote of a quorum of the Directors.

ARTICLE XIII - INDEMNIFICATION

This corporation shall indemnify any officer, director, or former officer or director to the full extent permitted under current law.

ARTICLE XIV - POLITICAL ACTION CLAUSE


No substantial part of the operations of this corporation shall be involved in any legislation.

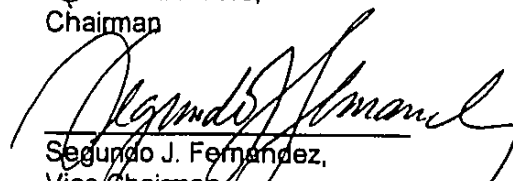
ARTICLE XV

The principal office of the corporation shall be 329 North Meridian Street, Tallahassee, Florida.

These Amended Articles of Incorporation were approved by unanimous vote of the Historic Tallahassee Preservation Board at its meeting of May 14, 1997, in Tallahassee, Florida. The Board authorized Chairman Richard A. Moore and Vice Chairman Segundo J. Fernandez to execute these Amendments and file the same with the Secretary of State. These Amended Articles were adopted by unanimous vote of the membership on May 14, 1997.

IN WITNESS WHEREOF, the undersigned have executed these Amended Articles of Incorporation this 15 day of May, 1997.


Richard A. Moore,
Chairman


Segundo J. Fernandez,
Vice Chairman