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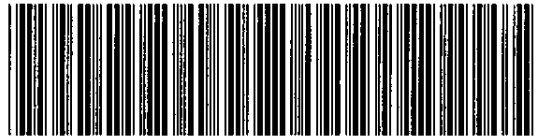
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DIVISION OF CORPORATIONS
03 NOV -4 AM 8:13

Amended
Restated
① 11/4/08



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 17, 2008

COPY

BRASHEAR MARSH KURDZIEL & MCCARTY, PL
926 N.W. 13TH STREET
GAINESVILLE, FL 32601-4140

SUBJECT: ALACHUA COUNTY LIBRARY DISTRICT FOUNDATION, INC.
Ref. Number: N35328

We have received your document for ALACHUA COUNTY LIBRARY DISTRICT FOUNDATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your document is being returned as requested.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 208A00054198

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ALACHUA COUNTY LIBRARY DISTRICT FOUNDATION, INC.**

A corporation not for profit, organized pursuant to
the provisions of Chapter 617.01, Florida Statutes

Alachua County Library District Foundation, Inc., a Florida not-for-profit corporation (the "Corporation"), pursuant to the majority of members of the Board of Directors on May 9, 2007, pursuant to §617.1002, FLA. STAT. (2007) and in accordance with Article XII of the Corporation's Articles of Incorporation, does hereby amend and restate its Articles of Incorporation filed on November 17, 1989, to read as follows:

ARTICLE 1

The name of this corporation shall be ALACHUA COUNTY LIBRARY DISTRICT FOUNDATION, INC., and its principal place of business shall be in the Headquarters Library in the City of Gainesville, Alachua County, Florida.

ARTICLE II. PURPOSES AND POWERS
A. PURPOSES

The purposes for which this corporation is organized are:

1. This corporation is organized exclusively for educational, charitable, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue law) including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Internal Revenue law).

2. Without limiting the generality of the foregoing, this corporation shall have the following purposes:

(a) The benefit and support of the Alachua County Library District, its branches and its successors by providing goods and services which include but are not limited to the following: books and other library materials, buildings, facilities, equipment, monies, endowment funds, and other real and personal property: or grants for any such purposes.

(b) The purpose of this corporation shall be to provide for services and facilities over and above what the traditional tax base funding of The Alachua County Library District has provided, but not to provide funds which can be substituted for the traditional tax base funding.

B. POWERS

This corporation shall have all the powers, not contrary to law or to the statutes of the State of Florida, incident to or useful or necessary to carry out the purposes for which it is formed, subject, however, to the limitations, duties, and restrictions pertaining to a nonprofit corporation existing under the provisions of Chapter 617.01 Florida Statutes, and subject further to the limitations, duties and restrictions applicable to an organization qualified as exempt from federal income taxation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as said statutes are now in force or may hereafter be amended. In furtherance of and not in limitation of the general powers conferred by the laws of the State of Florida, it is expressly provided that this corporation shall also have the following powers:

- (a) To borrow money and give security therefor;
- (b) To enter into, make, perform and carry out contracts of every kind for any lawful purpose pertaining to its business, with any individual, entity, firm, association or corporation, private, public or municipal, or with any government or governmental, municipal or public authority, domestic or foreign;
- (c) To receive any gift, grant, contribution or devise and hold and use the same for the general purposes or any special purposes of this corporation; provided that gifts with conditions shall be accepted only if they are consistent with the purposes of a free public library;
- (d) To acquire from time to time for such uses and purposes, by purchase, gift, will or otherwise, real and personal property and to own, hold, control, administer, sell, exchange, mortgage or otherwise dispose of all or any part of such properties;
- (e) To act as trustee of any funds or property that it may receive under specific or limited grants or agreements or under any will and to have and exercise the right to hold or manage such funds under the terms and conditions imposed by any such trust, grant, agreement or will;
- (f) To do everything necessary, convenient or incidental to the accomplishment of the purposes of this corporation or which is calculated, directly or indirectly, to promote the welfare or interests of this corporation;
- (g) To do any and all things in this article set forth to the same extent a natural person might or could do, in any part of the world, as principal, agent, contractor, trustee or otherwise, either alone or in company with others.

C. LIMITATIONS

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Internal Revenue law). Said limitations include, but are not restricted to, the requirement that no part of the net earnings of this corporation shall inure to the benefit of or be distributable to any private individual, except that this 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 these Articles; that no part of its activities shall consist of the carrying on of propaganda or otherwise attempting to influence legislation; and that it shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

To the extent that this corporation should at any time be subject to Sections 4941 through 4945 of the Internal Revenue Code of 1986 (or the corresponding provision of any future Internal Revenue law), then this corporation:

- (a) Shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 (or the corresponding provision of any future Internal Revenue law);
- (b) Shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Internal Revenue law);
- (c) Shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Internal Revenue law);
- (d) Shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or the corresponding provision of any future Internal Revenue law);
- (e) Shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Internal Revenue law).

ARTICLE III. MEMBERS

The corporation shall have associate members as defined in Article VIII.

ARTICLE IV. PERPETUAL EXISTENCE

The corporation shall have perpetual existence.

ARTICLE V. DIRECTORS

The affairs of this corporation shall be managed by a Board of Directors. The number of directors shall be not less than three (3) nor more than twenty-five (25). The Alachua County Library District Director of Libraries and Chair of the Board of Library Trustees shall serve as ex officio voting members of the Board of Directors. The number of directors constituting the initial Board of Directors of this corporation shall be five (5).

The number of directors and the manner of electing successor directors may be fixed or changed from time to time by appropriate provisions of the bylaws of this corporation adopted by the vote or written assent of a majority of the directors of this corporation.

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which consist of two or more directors, which committees shall have and exercise such authority of the Board of Directors in the management of this corporation as may be delegated by the Board, within such limitations as may be imposed by the Chapter 617.01, Florida Statutes.

ARTICLE VI. TITLE TO PROPERTY

The title to all property of the corporation shall be held in the name of the corporation or as otherwise may be provided pursuant to the authority of the charter and bylaws of the corporation. Any gift, bequest, devise or donation of any kind whatsoever to the corporation or its Board of Directors shall be deemed to vest title in the corporation.

ARTICLE VII. OFFICERS

The officers of the corporation shall be a Chair, Secretary and Treasurer. Each of the said officers shall be elected by the Board of Directors at any annual meeting and the officers so elected shall hold office until the next annual meeting following their election and thereafter until their successors are duly elected and qualified. The offices of Chair and Vice-Chair shall be

filled from the membership of the Board of Directors. Any two or more offices may be held by the same person, except the offices of Chair and Secretary.

ARTICLE VIII. ASSOCIATES OF THE LIBRARY FOUNDATION

Associate members shall be persons satisfying the requirements of Associate Membership as set forth in the Bylaws. Associate members shall have the rights and responsibilities set forth in the Bylaws.

ARTICLE IX. SEAL

The seal of the corporation shall be inscribed with the following words: "Alachua County Library District Foundation, Inc."

ARTICLE X. MEETINGS

The meetings of the Board of Directors and the Associates shall be at such time as shall be set forth in the bylaws.

ARTICLE XI. BY-LAWS

The bylaws of this corporation are to be made, altered or rescinded only by majority vote of all members of the Board of Directors provided that at least ten (10) days' written notice is given of intention to alter, amend, repeal or to adopt new bylaws at such meeting.

ARTICLE XII. AMENDMENTS TO ARTICLES OF ORGANIZATION

Amendments to the Articles of Incorporation may be proposed and adopted by a majority vote of all of the members of the Board of Directors provided that at least ten (10) days written notice setting forth the proposed amendment is given to the members of the Board of Directors prior to any such meeting wherein said amendment is considered.

ARTICLE XIII. OFFICERS

The names of the officers who are to serve until the first election shall be as follows:

Chair	Laura Shaw
Secretary	Joanne Auth
Treasurer	Beverly Bartlett

ARTICLE XIV. BOARD OF DIRECTORS

The names of the Board of Directors who are to serve until the first election shall be as follows:

<u>Name</u>	<u>Address</u>
Ann Bryan	3663 N.W. 46 th Place Gainesville, Florida 32605
Beverly Bartlett	1421 N.W. 47 th Terrace Gainesville, Florida 32605
Mary Polly Doughty	1017 N.W. 21 st Terrace Gainesville, Florida 32603
Sol Hirsch	401 E. University Avenue Gainesville, Florida 32601
Laura Shaw	5700 N.W. 83 rd Terrace Gainesville, Florida 32653

ARTICLE XV. DEFENSE AND INDEMNIFICATION OF OFFICERS AND DIRECTORS

This corporation shall defend, indemnify and hold harmless, every registered agent, director or officer and his/her heirs, executors and administrators against liability and against expenses reasonably incurred by him/her in connection with any action, suit or proceeding to which he/she

may be made a party by reason of his/her being or having been a director or officer of this corporation, except in relation to matters as to which he/she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct. The foregoing rights shall be exclusive of other rights to which he/she may be entitled.

ARTICLE XVI. DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the Federal Government, or to a State or local government, for a public purpose, and none of the assets will be distributed to any member, officer or trustee of this organization.

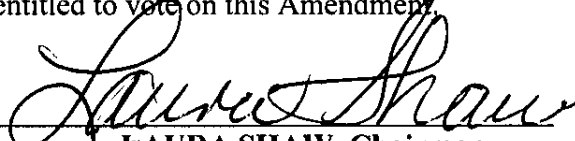
ARTICLE XVII. INCORPORATORS AND SUBSCRIBERS

The names and residences of the incorporators and subscribers are as follows:

<u>Name</u>	<u>Address</u>
Cornelius H. Bonner, Jr.	1911 NW 36th Drive Gainesville, Florida 32605
Margaret Eppes	2215 NW 21st Place Gainesville, Florida 32605
Thomas D. Rider	415 NW 19th Street Gainesville, Florida 32603
Stanley West	2604 SW 3rd Place Gainesville, Florida 32607
Ann W. Williams	Rt. 4 Box 282 Hawthorne, Florida 32640

The Amended and Restated Articles of Incorporation were approved by the Board of Directors on May 9, 2007. No members are entitled to vote on this Amendment.

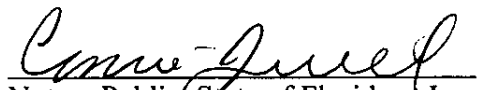
By:


LAURA SHAW, Chairman

**STATE OF FLORIDA
COUNTY OF ALACHUA**

SWORN TO AND SUBSCRIBED BEFORE ME, the undersigned authority, personally appeared **LAURA SHAW**, President of Alachua County Library District Foundation, Inc., who says that she executed the above and foregoing Amended and Restated Articles of Incorporation this day for the purposes therein expressed, this 31 day of October, 2008.




Notary Public, State of Florida at Large
My Commission expires: