

N 41075

Maddario Museum +

Requester's Name

Historical Society, Inc

P.O. Box 23601

Address

Jacksonville, FL 32241

City/State/Zip

Phone #

Office Use Only

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

400003199104--1

-04/06/00--01104--002

*****35.00 *****35.00

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 Service

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY 10 PM 2:47

FILED

NEW FILINGS

☐ Profit

☐ Not for Profit

☐ Limited Liability

☐ Domestication

☐ Other

AMENDMENTS

☐ Amendment

☐ Resignation of R.A., Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☐ Merger

OTHER FILINGS

☐ Annual Report

☐ Fictitious Name

REGISTRATION/QUALIFICATION

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Trademark

☐ Other

Amended +
Restated
Articles

Examiner's Initials

Sp

5/11/00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 17, 2000

Mandarin Museum & Historical Society, Inc.
P.O. Box 23601
Jacksonville, FL 32241

SUBJECT: MANDARIN COMMUNITY MUSEUM & HISTORICAL SOCIETY,
INC.
Ref. Number: N41075

We have received your document for MANDARIN COMMUNITY MUSEUM & HISTORICAL SOCIETY, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The old name of the corporation must be contained somewhere within the Restated Articles.

The document should contain an original signature.

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) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 500A00020631



Mandarin Museum
& HISTORICAL SOCIETY

Post Office Box 23601, Jacksonville, Florida 32241

May 1, 2000

Susan Payne
Senior Section Administrator
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Ms. Payne:

In accordance with your instructions, the following corrections have been made to our filing of Restated Articles of Incorporation:

1. A certificate is enclosed giving full particulars of the adoption of the new Articles of Incorporation by our Board of Directors and by our membership.
2. The old name of the corporation is now reflected in **ARTICLE I CORPORATE NAME** on page 1 of the restatement.
3. The last page of the document now contains the Original Signature of the Secretary of the organization.

Thank you for your assistance in filing this document. If any additional information is needed, we will be most happy to supply it.

Sincerely,

Karen Roumillat
President

FILED

00 MAY 10 PM 2:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESTATED VERSION

ARTICLES OF INCORPORATION

**DATED:
NOVEMBER 1, 1999**

FILED

00 MAY 10 PM 2:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Restatement of
Articles of Incorporation**

MANDARIN MUSEUM & HISTORICAL SOCIETY, INC.
A Florida Nonprofit Corporation

**ARTICLE I
CORPORATE NAME**

The name of this corporation henceforth shall be:

MANDARIN MUSEUM & HISTORICAL SOCIETY, INC.
(Previously named MANDARIN COMMUNITY MUSEUM
& HISTORICAL SOCIETY, INC.)

**ARTICLE II
PRINCIPAL OFFICE & MAILING ADDRESS**

The principal place of business of this corporation is 12471 Mandarin Road,
Jacksonville, Florida 32223. The mailing address of this corporation is P.O. Box 23601,
Jacksonville, Florida 32241.

**ARTICLE III
CORPORATE NATURE**

This is a nonprofit corporation, organized solely for general educational purposes
pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the
Florida Statutes, and any successor statute.

**ARTICLE IV
DURATION**

The term of existence of this corporation is perpetual.

**ARTICLE V
GENERAL AND SPECIFIC PURPOSES**

The specific and primary purposes for which this corporation is formed are:

A. For the advancement of historic education and any other related or
corresponding charitable purposes by the distribution of its funds for such purposes.

B. The specific purpose of this corporation is to establish and sustain a museum and ongoing programs for historical research, education and community involvement in regard to the community and area known as Mandarin, Florida.

C. To operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE VI

MANAGEMENT OF CORPORATE AFFAIRS

A. General Management.

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors.

B. Number of Directors.

There will be no fewer than five (5) or more than seventeen (17) directors of this corporation.

C. Eligibility for Election.

Only members of this corporation in good standing will be qualified as eligible to serve on the Board of Directors.

D. Election of Directors.

1. Each member of the Board of Directors will be elected by the members of the organization at the Annual Meeting of Members, at which a quorum is present, by a majority vote of the members present at such meeting.

2. At the October regular Board of Directors meeting, the President shall appoint a "**nominating committee**" consisting of not less than three (3), nor more than five (5) directors to prepare a slate of nominees, to the extent possible, to fill the seats of those directors whose terms are expiring at the end of that calendar year, and to fill any vacancies on the board existing at the time of the Annual Meeting. The nominating committee's slate of nominees will be presented to the Board of Directors at the regular December meeting.

3. Other nominations, in addition to those submitted by the nominating committee, may be filed with the President or the Secretary, in writing, not later than 14 days prior to the Annual Meeting, by petition of 10 members in good standing. No voting member may sponsor more than one such petition. No nominations will be received from the floor during the Annual Meeting.

E. Term of Office.

1. At the annual meeting in January 2000, one third (1/3) of the directors will be elected for a term of three years, one third (1/3) will be elected for a term of two years, the balance will be elected for a term of one year.

2. At each subsequent annual meeting, a number of directors equal to those whose terms have expired will be elected for a term of three years. Any director may be reelected to a new term.

3. At all elections for members of the Board of Directors, only active voting members in good standing may be qualified to cast their votes for such directors.

F. Special Meetings of the Board of Directors

Special meetings of the Board of Directors may be called by the President or by a majority of the Board of Directors then serving for any specific purpose. Written notice will be given stating the purpose of such meeting and will either be delivered to each member of the Board of Directors or mailed to the last known address of such director at least five (5) days prior to the meeting date.

G. Action Without Meeting.

1. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all members of the Board of Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Board of Directors.

2. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Board of Directors to so act. Such a statement shall be prima facie evidence of such authority.

H. Voting by Directors.

Each member of the Board of Directors will be entitled to one vote only at any meeting thereof on any issue or matter of business before such meeting. No member of the Board of Directors will be entitled to vote at any meeting unless the member is physically present at such meeting.

I. Quorum.

A majority of the members of the Board of Directors then serving will constitute a quorum for the transaction of business. The affirmative vote of a majority of the directors at which a quorum is present will be considered the act of the Board of Directors at any annual, special or regular meeting; provided, however, that the Board of Directors may only propose amendments to the Articles of Incorporation by an affirmative vote of not less two-thirds ($2/3$) of the then serving members of the Board of Directors.

J. Absence.

Should any member of the Board of Directors be absent unreasonably from three (3) consecutive meetings of the Board of Directors, the member's seat on the Board of Directors may be declared vacant by an affirmative vote of not less than a majority of the then serving members of the Board of Directors, and a substitute director selected, by an affirmative vote of not less than a majority of the then serving members of the Board of Directors, from the membership of the organization to serve for the remainder of the original director's term.

ARTICLE VII **MEMBERSHIP**

A. Qualification.

The qualification for members and the manner of their admission shall be regulated by the By-Laws for this corporation.

B. Annual Meetings.

Annual meetings of the members of this corporation shall be held at 7:00 p.m. on the second Monday in January of each year at the principal office of the corporation, or at such other time or place as the Board of Directors may designate from time to time by resolution.

C. Quorum.

One tenth (1/10) of the dues paying members will constitute a quorum for any annual or special meeting of the members.

ARTICLE VIII
EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, 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 V hereof.

B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE IX
DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational and charitable purposes, and no part of the new income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, nor to the benefit of any private individual.

ARTICLE X
DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision 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, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI
AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended in whole or in part by a two-thirds (2/3) vote at any duly organized meeting of the members at which a quorum will be present. Notice of the proposed change will be mailed to each member at his or her last known address at least ten (10) days prior to the time and date of the meeting that is to consider and vote on such change or amendment.

The proposed change or amendment to the Articles of Incorporation will, prior to notice being given of such meeting, be ratified and approved by the Board of Directors by an affirmative vote of not less than two-thirds (2/3) of the then serving members of the Board of Directors.

Notwithstanding anything to the contrary contained in this Article XI, the name and office of the registered agent and the physical address and mailing address of the corporation may be changed from time to time by an affirmative majority vote of the then serving members of the Board of Directors without approval of the members.

ARTICLE XII
AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, by a resolution of the Board of Directors upon the affirmative vote of a majority of the directors then serving.

ARTICLE XIII
SUBSCRIBER

The name and residence of the original Subscriber of this corporation is as follows:

<u>Name</u>	<u>Address</u>
William H. Jeter, Jr.	11136 Scott Mill Road, Jacksonville, FL 32223

ARTICLE XIV
REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 12218 Cattail Drive West, Jacksonville, Florida 32223, and the name of its registered agent at said address shall be James W. Towart.

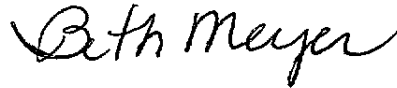
I, the undersigned, being a member of the Board of Directors of Mandarin Museum & Historical Society, have executed this Restatement of Articles of Incorporation this 1st Day of November, 1999.



Beth Meyer
Secretary

C E R T I F I C A T E

All amendments contained in the enclosed RESTATED VERSION OF ARTICLES OF INCORPORATION were ratified and approved by a majority vote of the Board of Directors at the regular meeting of the Board on Monday, November 1, 1999. The amendments were then adopted by the members of the organization at a special meeting held on Thursday, November 18, 1999 with a unanimous vote. The Secretary attests to the presence of a Quorum at this meeting, as defined in Section 3 of the organization's by-laws.

A handwritten signature in cursive script that reads "Beth Meyer".

Beth Meyer
Secretary