

N41075

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Amended/Restated  
@ 6/3/14

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Mandarin Museum & Historical Society, Inc.

DOCUMENT NUMBER: N41075

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Sandy Arpen

(Name of Contact Person)

Mandarin Museum & Historical Society

(Firm/ Company)

~~P.O. Box~~ 11964 MANDARIN ROAD

(Address)

Jacksonville, Florida 32223

(City/ State and Zip Code)

mandarinmuseum@bellsouth.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Sandy Arpen

(Name of Contact Person)

at ( 904 ) 710-6761

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |                                                     |                                                                        |                                                                                                     |                                                                                                                            |
|-----------------------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
|-----------------------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RECEIVED

14 JUN -2 PM 12:14

OFFICE OF THE  
CLERK OF THE  
SUPREME COURT  
TALLAHASSEE, FLORIDA

May 19, 2014

SANDY ARPEN  
MANDARIN MUSEUM & HISTORIAL SOCIETY INC  
P.O. BOX 23601  
JACKSONVILLE, FL 32223

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

We have received your document for MANDARIN MUSEUM & HISTORIAL SOCIETY, 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):

You have listed two different locations for the new registered agent, please submit only one address.

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

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) 245-6050.

Irene Albritton  
Regulatory Specialist II

Letter Number: 014A00010769

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
MANDARIN MUSEUM & HISTORICAL SOCIETY  
(January 2014)**

FILED  
SECRETARY OF STATE  
14 JUN -2 AM 10:40

**ARTICLE I**

**CORPORATE NAME AND DURATION**

The name of this corporation henceforth shall be: **MANDARIN MUSEUM & HISTORICAL SOCIETY, INC.** (referred to herein as the "Corporation"). The duration of the Corporation is perpetual.

**ARTICLE II**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and address of this Corporation is 11964 Mandarin Road, Jacksonville, Florida 32223 and the mailing address of this Corporation is P.O. Box 23601, Jacksonville, Florida 32241.

**ARTICLE III**

**REGISTERED OFFICE AND AGENT**

The street address of the registered office in the State of Florida is 11964 Mandarin Road, Jacksonville, Florida 32223. The name of the registered agent at such address is Sandy Arpen.

**ARTICLE IV**

**CORPORATE PURPOSES, POWERS AND RIGHTS**

4.1. This is a nonprofit Corporation, organized solely for general educational purposes pursuant to the Florida Corporations Not for Profit Law set forth in Chapter 617 of the Florida Statutes, and any successor statute. The Corporation was formed for the advancement of historic education and any other related or charitable purposes by distribution of its funds for such purposes.

4.2. The specific purpose of this Corporation is to establish and sustain a museum and ongoing programs for historical research, education and community involvement with respect to the community and area known as Mandarin, Florida.

4.3. The Corporation shall operate exclusively in any 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.

4.4. The Corporation shall operate without regard to race, color, religion, age, disability, gender, sexual orientation, marital status, national origin or veteran status.

4.5. The Corporation shall carry out its functions such that no substantial part of the Corporation's activities 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 (or in opposition to) any candidate for public office.

4.6. The Corporation may operate, participate in or manage any other programs or activities that are not prohibited by law and that do not conflict with the provisions of Section 501(c)(3) of the Code.

4.7. In order to further the purposes described above, the Corporation shall to exercise all the powers enumerated in Section 617, Florida Statutes, as it now exists or is subsequently amended or superseded, and may do and perform such acts and have such powers as shall be desirable and necessary in furtherance of any of the powers herein above enumerated which are not in derogation of the laws of the State of Florida.

## ARTICLE V

### MANAGEMENT OF CORPORATE AFFAIRS

5.1. **General Management.** The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors as set forth in the Bylaws of the Corporation.

5.2. **Number of Directors.** There will be no fewer than six (6) nor more than seventeen (17) directors of this Corporation.

5.3. **Members.** The Corporation shall have three classes of members: annual members, life members and honorary members, all of which, as of the date hereof, shall continue as non-voting members, with all rights and privileges appurtenant thereto but without any voting rights and shall not have a right to participate in the operation or management of the Corporation. The Board of Directors may establish from time to time such other classes of membership as it may deem advisable and appropriate; provided, however, that any such other classes of membership shall have no voting rights and shall not have a right to participate in the operation or management of the Corporation.

## ARTICLE VI

### EARNINGS AND ACTIVITIES OF CORPORATION

6.1. 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 IV hereof.

6.2. 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.

6.3. 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).

6.4. 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 VII**

### **DEDICATION OF ASSETS**

The property of this Corporation is irrevocably dedicated to educational and charitable purposes, and no part of the 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 VIII**

### **DISTRIBUTION OF ASSETS**

8.1. Upon dissolution, any Corporate assets remaining after the payment or discharge of all corporate liabilities; the return, transfer, or conveyances of assets held on conditions requiring the same; and the transfer or conveyance of assets received and held subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes shall be distributed as follows: for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

8.2. The Directors may authorize secured transactions or other dispositions of corporate assets.

## ARTICLE IX

### AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended in whole or in part 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 at any duly organized meeting of the Board of Directors at which a quorum is present. Notice of the proposed change will be mailed to each Director 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.

## ARTICLE X

### INDEMNIFICATION

The Corporation shall indemnify any incorporator, officer or director, employee, agent or any former incorporator, officer or director, employee or agent to the full extent permitted by law.

I, the undersigned, being a member of the Board of Directors of Mandarin Museum & Historical Society, Inc., have executed these Amended and Restated Articles of Incorporation this 1<sup>st</sup> day of MARCH, 2014.

Karen Droege

Print Name: KAREN DROEGE

Title: Secretary

Articles of Amendment  
to  
Articles of Incorporation  
of

MANDARIN MUSEUM & HISTORICAL SOCIETY, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

N41075

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: Sandy Arpen

~~3489 Loretto Road~~ 11964 MANDARIN ROAD  
(Florida street address)

New Registered Office Address:

Jacksonville

(City)

Florida

32223

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

  
Signature of New Registered Agent, ☒ changing



**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3 ) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

**E. If amending or adding additional Articles, enter change(s) here:**  
(attach additional sheets, if necessary). (Be specific)

SEE ATTACHED AMENDED AND RESTATED ARTICLES OF  
INCORPORATION.

The date of each amendment(s) adoption: January 13, 2014, if other than the date this document was signed.

Effective date if applicable: January 13, 2014  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated January 14, 2014

Signature Sandra Arpen  
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Sandra Arpen  
(Typed or printed name of person signing)  
President/Director  
(Title of person signing)