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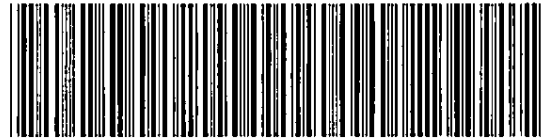
(Business Entity Name)

(Document Number)

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R. HUNT
03/15/24

**The Anna Maria Island Historical Society, Inc.
402 Pine Avenue, P.O. Box 4315
Anna Maria, Florida 34216**

March 10, 2024

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

Re: Amended and Restated Articles
of Incorporation of The Anna Maria
Island Historical Society, Inc.

Dear Sir or Madame,

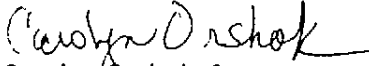
I am the Secretary (Corporate Secretary) of The Anna Maria Island Historical Society, Inc., a Florida not-for-profit corporation (the "Society").

The Society has just recently amended and restated its existing articles of incorporation in a document entitled "AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE ANNA MARIA ISLAND HISTORICAL SOCIETY, INC." ("Society's Restated Articles") and has tasked me with the job of seeing that they become legally effective as soon as possible. To that end, I am enclosing the following items:

- The Department-prescribed one-page "Cover Letter" for use by Florida not-for-profit corporations when filing restated articles of incorporation with your Department.
- The Department-prescribed form entitled "RESTATED ARTICLES OF INCORPORATION in compliance with Chapter 617, F.S. (Not for Profit)," along with, as an attachment thereto, the original of the Society's Restated Articles.
- A second copy of the Society's Restated Articles.
- The Society's \$52.50 check payable to your Department to cover applicable filing fees for the Society's Restated Articles, plus a Certified Copy of the as-filed Society's Restated Articles and a Certificate of Status.

Please file the Society's Restated Articles in the appropriate records of your Department and then mail back to me a certified as-filed copy of the Society's Restated Articles plus a Certificate of Status.

Your assistance in this matter is very much appreciated.


Carolyn Orshak, Secretary
226-85th Street
Holmes Beach, FL 34217

COVER LETTER

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

SUBJECT: The Anna Maria Island Historical Society, Inc.
CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☐ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$43.75 ☒ \$52.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status
ADDITIONAL COPY REQUIRED

FROM: Carolyn Orshak

Name (Printed or typed)

226-85th Street

Address

Holmes Beach, Florida 34217

City, State & Zip

608-444-0084

Daytime Telephone number

carolyn.orshak@gmail.com

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

NOTE: Please provide the original and one copy of the document.

In compliance with Chapter 617, F.S. (Not for Profit)

ARTICLE I NAME The Anna Maria Island Historical Society, Inc.
The name of the corporation is:

The Anna Maria Island Historical Society, Inc.

The text of the Restated Articles is as follows:

An exact copy of the Amended and Restated Articles of Incorporation of The Anna Maria Island Historical Society, Inc. is attached to this form.

ARTICLE III OFFICERS AND/OR DIRECTORS (optional)

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:

X Change PT John Doe

X Remove V Mike Jones

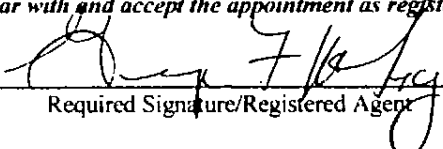
X Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change		N/A	
<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			
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4) <input type="checkbox"/> Change			
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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			

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: George F. McKay
Address: 305 Iris Street
Anna Maria, Florida 34216

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity


Required Signature/Registered Agent

3-9-2024
Date

ARTICLE VI ARTICLE CONSOLIDATION

These adopted restated articles of incorporation supersede the original articles of incorporation and all amendments to them.

ARTICLE VII REQUIRED ADOPTION INFORMATION

Adoption of Amendment(s) (CHECK ONE)

☒ These restated articles of incorporation contain an amendment to the articles of incorporation which required member approval. The date of adoption of the amendments was February 29, 2024, and the votes cast were sufficient for approval

☐ These restated articles of incorporation were adopted by the board of directors.

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ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: _____. (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Dated: March 9, 2024

Signature: Carolyn Orshak

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee or other court appointed fiduciary by that fiduciary)

Carolyn Orshak

(Typed or printed name of person signing)

Secretary

(Title of person signing)

RECEIVED
MAR 13 2024
7:22

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE ANNA MARIA ISLAND HISTORICAL SOCIETY, INC.
(A Not-For-Profit Florida Corporation)

ARTICLE I

Name and Address of Corporation

The name of the Corporation is: The Anna Maria Island Historical Society, Inc. Its principal address is: 402 Pine Avenue, Anna Maria, Florida 34216. Its mailing address is: 402 Pine Avenue, P.O. Box 4315, Anna Maria, Florida 34216.

ARTICLE II

Corporate Existence – Articles of Incorporation

The Corporation is organized pursuant to the Florida Not For Profit Act, Chapter 617 of the Florida Statutes. Its Articles of Incorporation were filed with and accepted by the Florida Department of State on April 11, 1991. Prior to these Amended and Restated Articles of Incorporation, the Corporation has neither approved nor filed any amendments to or restatements of its 1991 Articles. These Amended and Restated Articles of Incorporation shall become effective when they are filed with and accepted by the Florida Department of State and will then supersede the 1991 Articles.

ARTICLE III

Corporate Purposes and Limitations

The Corporation is organized exclusively, and shall be operated exclusively, for charitable, educational, scientific, historical and literary purposes within the meaning of IRC Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, including but not limited to: (i) preserving the history of Anna Maria Island, Florida, and its three cities, Anna Maria, Holmes Beach and Bradenton Beach (collectively, the "AMI communities"); (ii) collecting and preserving artifacts, objects, publications, photographs and other documentary materials related to the AMI communities; (iii) disseminating information to its Members, governmental bodies and the public about the history of the AMI communities through exhibits, educational programs, publications and events; (iv) maintaining a library of past and current literature on the history of the AMI communities; and (v) encouraging the preservation of the historical, archeological and ecological heritage of the AMI communities.

To support and aid in its operations and activities, the Corporation is empowered to and may exercise all powers and authority now or hereafter conferred upon nonprofit corporations in Florida,

including, but not limited to, the powers and authority to: (i) purchase, own, sell and otherwise deal with real and personal property; (ii) borrow and otherwise raise funds; (iii) seek and accept grants, gifts, devises and bequests; (iv) contract with others for goods and services; (v) carry on its operations through its Directors, Officers, employees and agents within and without the state of Florida; and (vi) make donations for charitable, scientific and educational purposes. PROVIDED, HOWEVER, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under the aforesaid IRC Section 501(c)(3), contributions to which are deductible under IRC Section 170. ALSO, no part of the Corporation's activities shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation or participate in any political campaign on behalf of any candidate for public office. NOR, shall the Corporation have capital stock or pay dividends or distribute any of its net income to its Members, Directors or Officers or any private individual.

ARTICLE IV

Term Of Existence – Dissolution

The Corporation's existence, which started on April 11, 1991, shall continue in perpetuity. However, should the Corporation someday dissolve, all of its remaining assets and properties, after payment of its indebtedness and its expenses necessary to the dissolution and the winding up of its affairs, shall be distributed to such organization or organizations organized and operated exclusively for one or more exempt purposes (other than a religious purpose) within the meaning of IRC Section 501(c)(3), or shall be distributed to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court in Manatee County, Florida, to such organization or organizations as said court shall determine that are organized and operated exclusively for such public purposes.

ARTICLE V

Members and Memberships

The Corporation's Members fall currently into one of three Membership classes, "Single Membership," "Family Membership" and "Benefactor/NARM Membership." The Board of Directors may establish other and different Membership classes as it deems advisable and appropriate, and may combine one or more Membership classes into another Membership class. Members who also are Directors shall have voting rights. All other Members, current and future and whatever their Membership class, are and shall be non-voting Members and shall not have the meeting, notice and other rights inherent in or pertaining to voting members of a Florida nonprofit corporation.

Unless otherwise stated in the Bylaws, all Memberships are annual and shall expire automatically at the end of their term. The Corporation is not required to renew a Member's Membership or to keep active any particular Membership class.

The Board of Directors shall determine periodically the fees, qualifications, rights and other terms and requirements of, and any discounts, services and other benefits coming with, each Membership class.

ARTICLE VI

Board of Directors

The powers of the Corporation shall be vested in and exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of Directors may be either increased or decreased from time to time in the manner provided in the Bylaws, as amended from time to time, but shall consist of not fewer than three (3) and no more than thirteen (13). All Directors shall be Members of the Corporation, and no person shall be compensated for service as a Director. The other qualifications, length of terms, and manner and method of selection or removal of Directors shall be as prescribed in the Bylaws. Where not inconsistent with the express provisions of these Amended and Restated Articles of Incorporation, the Directors shall have the powers and privileges prescribed by law for directors of Florida not-for-profit corporations.

As provided in subsection (1) of Section 617.0825 of the Florida Not For Profit Act, the Board of Directors may create an Executive Committee and one or more other committees of the Board. All of the members of the Executive Committee shall be Directors. The majority of the members on each of the other committees of the Board shall be Directors and shall serve at the pleasure of the Board.

ARTICLE VII

Officers

The Officers of the Corporation shall be a President, a Vice President, a Treasurer, one or two Secretaries and such other Officers as are provided by the Bylaws. The offices of President and Secretary cannot be held by the same individual; otherwise, individuals may hold dual offices. The President shall chair the meetings of the Board of Directors. The qualifications, length of terms, manner and time of selection, manner of removal, and responsibilities and powers of the Officers shall be as prescribed in the Bylaws.

ARTICLE VIII

Bylaws

The Board of Directors shall adopt Bylaws for the regulation and management of the affairs of the Corporation that are necessary and helpful in carrying out the purposes of the Corporation and not inconsistent with Florida or federal law or these Restated and Amended Articles of Incorporation. The Bylaws may be amended or rescinded and replaced by the Board in the manner stated therein.

ARTICLE IX

Indemnification

The Corporation shall indemnify its Directors and Officers to the full extent permitted by the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes. This indemnification provision shall not be construed to be exclusive of any other rights and benefits, indemnification and otherwise, the Corporation's Directors, Officers, employees and agents may be entitled to under the Bylaws, any agreement with the Corporation, any insurance policy or bond maintained by the Corporation, or otherwise.

ARTICLE X

Amendment of Articles

The Board of Directors may amend and/or restate these Amended and Restated Articles of Incorporation by a majority vote of the Directors then in office.

ARTICLE XI

Registered Office and Registered Agent

The street address of the registered office of the Corporation is: 305 Iris Street, Anna Maria, Florida 34216, and the name of its registered agent there is: George F. McKay.

C-E-R-T-I-F-I-C-A-T-E

Of President

On this 9 day of March 2024, the undersigned certifies: (i) that I am the duly elected and sitting President of The Anna Maria Island Historical Society, Inc. (the "Corporation"); (ii) that the Corporation's Board of Directors, by unanimous action taken on February 21, 2024, adopted a resolution approving and setting forth the foregoing Amended and Restated Articles of Incorporation of The Anna Maria Island Historical Society, Inc., and directing that it be submitted to a vote of the Corporation's Members at a special meeting of Members to be held at the Corporation's principal place of business, 402 Pine Avenue, Anna Maria, Florida, on February 29, 2024, starting at noon, and further directing that written notice of said Members' meeting be communicated to the Members as required by law at least seven (7) calendar days prior to the meeting date; and (iii) that at said Members' meeting, it being both noticed and held as directed by the Board, and a quorum in attendance, the foregoing Amended and Restated Articles of Incorporation were approved and adopted by the affirmative vote of all of the Members in attendance at the meeting.

SIGNED: Elizabeth S. Hager
Elizabeth S. Hager, President

2024 MAR 19 PM 7:22

A-C-K-N-O-W-L-E-D-G-E-M-E-N-T

Of Registered Agent

I, George F. McKay, having been named in the foregoing Amended and Restated Articles of Incorporation of The Anna Maria Island Historical Society, Inc, as said Corporation's registered agent to accept service of process for it at the registered office designated therein, do hereby agree to act in such capacity and comply with the provisions of applicable law relative to keeping an office open for such purpose.

SIGNED: George F. McKay
George F. McKay