

N 45 00000 2320

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

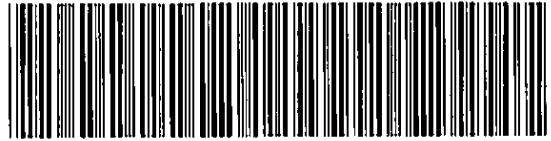
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

J. HORNE

JUN 22 2023

Office Use Only



300404399183

2023 JUN 20 AM 11:07
STOCK MARKET
FALL ARK. SEC. 11
C
49

FERGESON SKIPPER

ATTORNEYS AT LAW

Serving the Community Since 1900

RICHARD R. GANS, ESQ.

rgans@fergesonskipper.com

Board Certified Wills, Trusts and Estates Lawyer

Fellow, American College of Trust and Estate Counsel

March 14, 2023

VIA FEDEX
3957 5912 5131

Department of State
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, Florida 32303

Re: The Boca Grande Historical Society, Inc.
File No. 10455 / 19567

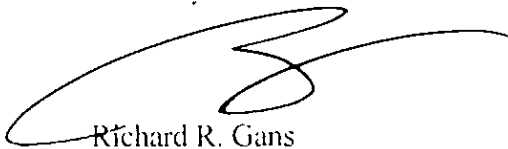
Dear Sir or Madam:

Enclosed for filing is an original and one copy of the Amended and Restated Articles of Incorporation for Boca Grande Historical Society, Inc. Also **enclosed** is a check made payable to the Department of State in the amount of \$35.00 to cover the filing fee.

Please return all correspondence concerning this matter to the below address. If you have any questions concerning the enclosed documents, please contact us.

Thank you for your cooperation in this matter.

Sincerely,



Richard R. Gans

RRG/sle

Enclosures
6078132.19567

2023 MAR 20 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BOCA GRANDE HISTORICAL SOCIETY, INC.
A Florida Not For Profit Corporation**

Pursuant to section 617.1007, Florida Statutes, the board of directors of BOCA GRANDE HISTORICAL SOCIETY, INC., undersigned subscriber to the articles of incorporation, who is a natural person competent to contract, hereby amends and restates the Corporation's Articles of Incorporation as filed with the Florida Department of State May 12, 1995 to hereafter provide as follows:

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

The name of this corporation is BOCA GRANDE HISTORICAL SOCIETY, INC. The mailing address of the corporation is P.O. Box 553, 170 Park Avenue, Boca Grande, Florida 33921.

**ARTICLE II
FORMATION AND TERM**

The Corporation began its existence on May 12, 1995.

**ARTICLE III
PURPOSE**

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding section of any future federal tax code.

**ARTICLE IV
MEMBERS**

The corporation shall not have members.

**ARTICLE V
BOARD OF DIRECTORS**

The affairs of the corporation shall be managed by a board of directors consisting of at least five directors. The rules concerning the appointment of directors, and the size and governance of the board of directors, and the management of its affairs, shall be as set forth in the by-laws of the corporation.

**ARTICLE VI
REGISTERED OFFICE AND AGENT**

The registered office for this corporation shall be 170 Park Avenue, Boca Grande, Florida 33921. The registered agent is KIM KYLE.

**ARTICLE VII
POWERS**

Except as otherwise provided in these Articles of Incorporation, this corporation shall have and exercise all the powers of Not For Profit Corporations under the laws of the State of Florida which are necessary or convenient to effect the purposes of the corporation.

**ARTICLE VIII
LIMITATION OF ACTIVITIES**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its 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 III above.

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 or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by: (i) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (ii) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE IX
AMENDMENT TO ARTICLES OF INCORPORATION**

The articles of incorporation may be amended from time to time by a resolution adopted by the requisite affirmative vote by the board of directors; provided however, that the articles of incorporation shall not be amended to permit the corporation to engage in any activity that will cause it to lose its exemption status under Section 501(c)(3) of the Code.

**ARTICLE X
DISSOLUTION**

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state government,

for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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 the court determines, which are organized and operated exclusively for such purposes.

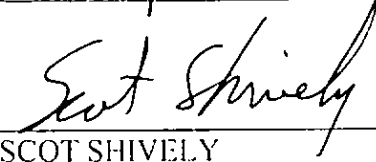
ARTICLE XI ARTICLE CONSOLIDATION

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

ARTICLE XII REQUIRED ADOPTION INFORMATION

These restated articles of incorporation do not require member approval and were adopted by the board of directors.

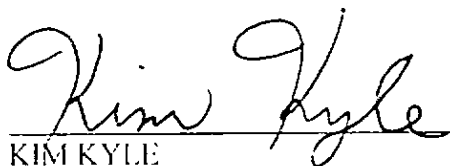
IN WITNESS WHEREOF, the undersigned Secretary of the Corporation has executed these Amended and Restated Articles of Incorporation on February 17, 2023.



SCOT SHIVELY
Secretary

ACCEPTANCE OF REGISTERED AGENT

I hereby agree to accept service of process as registered agent 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.



KIM KYLE
Registered Agent

4154181 19567