

N95000002781

PEEBLES & GRACY, P.A.

ATTORNEY AND COUNSELOR AT LAW

FREDERICK T. PEEBLES  
1902 - 1982  
GREGORY D. GRACY

May 23, 1995

Corporate Records Bureau  
Division of Corporation  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: DUNEDIN HISTORICAL SOCIETY FOUNDATION, INC.  
A Corporation Not-For-Profit

Gentlemen:

Please find enclosed the original and one copy of the Articles of Incorporation for filing relative to the above.

Also enclosed is our check for \$122.50 to cover the cost of the following services:

Filing fee for non-profit corporation	\$ 35.00
Certificate designating Registered Agent	35.00
Certified copy of Articles of Incorporation	<u>52.50</u>
	\$122.50

We appreciate your assistance in this matter. If further information is required, please advise.

Very truly yours,

Gregory D. Gracy

W95-11302

789,192,671

GDG:hjb  
Enclosure

cc: Melba Rilott  
Kevin J. Donoghue

JMS  
6/1/95



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 1, 1995

GREGORY D. GRACY, ESQUIRE  
826 BROADWAY  
DUNEDIN, FL 34698

SUBJECT: DUNEDIN HISTORICAL SOCIETY FOUNDATION, INC.  
Ref. Number: W95000011302

We have received your document for DUNEDIN HISTORICAL SOCIETY FOUNDATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the street address of each officer/director. If the officer/director does not have a street address, list the mailing address and write (N/A).

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 (904) 487-6926.

Sheldon Bream  
Document Specialist

Letter Number: 095A00027370

FILED  
95 JUN -6 PM 3.23

ARTICLES OF INCORPORATION  
OF  
DUNEDIN HISTORICAL SOCIETY FOUNDATION, INC.  
A Corporation Not-For-Profit

ARTICLE I-NAME

The name of the corporation shall be "DUNEDIN HISTORICAL SOCIETY FOUNDATION, INC." and it is to be located at 349 Main Street, Dunedin, County of Pinellas, and State of Florida.

ARTICLE II-PURPOSE

The purpose of this organization shall be to establish an endowment fund adequate to provide for capital improvements and preservation of historical structures and to provide educational and historical information regarding the unique history of the Dunedin area.

ARTICLE III-TERM

The corporation shall have a perpetual existence, unless and until legally dissolved.

ARTICLE IV

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any member of the corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

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

(c) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(d) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(e) The corporation shall not retain any excess business holdings as defined in Section 4942(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(f) The corporation 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 corresponding provisions of any subsequent federal tax laws.

(g) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(h) Notwithstanding any other provision of these articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under section 501(c)(3) of the Internal Revenue Code of 1986 and regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 and said regulations as they now exist or as they may hereafter be amended.

#### ARTICLE V

Upon dissolution of the corporation, its remaining assets, if any, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. 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 organization is then located, exclusively for such purposes.

#### ARTICLE VI-MEMBERSHIP

Membership in the corporation shall be open to all individuals in sympathy with its purposes and shall entitle each member to one vote. The classes of membership shall be as provided by the by-laws.

#### ARTICLE VII-INCORPORATORS

The names and residence addresses of the incorporators of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
MELBA RILOTT	1337 Westlake Blvd. Palm Harbor, FL 34683-3835
GREGORY D. GRACY	826 Broadway Dunedin, FL 34698

#### ARTICLE VIII-OFFICERS

The officers of the corporation shall be a President, a Vice President, and a Secretary/ Treasurer, all of whom shall be members of the Executive Board. Such other officers, assistant officers and agents as may be deemed necessary may be elected as prescribed in the Corporation's By-Laws, or appointed by the Board of Directors from time to time.

#### ARTICLE IX-EXECUTIVE BOARD

The governing body of this association shall be an Executive Board to be constituted as the By-Laws of the corporation may provide. Except as herein otherwise specifically provided, the decision of the Board shall be final subject only to an appeal to the members. The board shall have general control over all officers and committees and may, for good cause, declare any office vacant. It shall constitute a board of appeal from the rulings of all officers and actions of all committees. Appeal may be taken from any decision of the Board to the members. On such appeal the decision appealed from shall be reversed only by a two-thirds vote of the members present, at a regular meeting specified by the Board, a quorum being present, as defined in the By-Laws, notice of such appeal having been given by the secretary to all members at least five (5) days prior to such meeting.

#### ARTICLE X-NAMES OF OFFICERS AND EXECUTIVE BOARD MEMBERS

The names of the officers who are to serve until the first election or appointment under these articles of incorporation, and the constitution and By-Laws of the Dunedin Historical Society Foundation, Inc. are as follows:

President-MELBA RILOTT-1337 Westlake Blvd., Palm Harbor, FL 34683  
Vice Pres.-DANIEL ZANTOPP-c/o 341 Main St., Dunedin, FL 34698  
Sec./Treas.-KEVIN J. DONOGHUE-c/o 341 Main St., Dunedin, FL 34698

The names of the members to serve on the Executive Board in addition to the officers listed and who shall serve until the first election as provided in the By-Laws of the Dunedin Historical Society Foundation, Inc. are as follows:

GREGORY D. GRACY-	826 Broadway, Dunedin, FL 34698
CARL KELTNER-	c/o 341 Main St., Dunedin, FL 34698
JACK McLEAN-	c/o 341 Main St., Dunedin, FL 34698
MARGARET WEBB-	c/o 341 Main St., Dunedin, FL 34698
VINCENT LUISI-	c/o 341 Main St., Dunedin, FL 34698
HUGH BARRETT-	c/o 341 Main St., Dunedin, FL 34698
JOSEPH D. THORNTON -	c/o 341 Main St., Dunedin, FL 34698
D. JAMES SNYDER-	c/o 341 Main St., Dunedin, FL 34698

#### ARTICLE XI-MEETINGS

The Dunedin Historical Society Foundation shall meet once per year or as provided by the By-Laws of the organization.

#### ARTICLE XII-BY-LAWS

The By-Laws may be made, altered, and rescinded at any regular or special meeting of the organization, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been mailed to each member at least one (1) month before said meeting.

#### ARTICLE XIII-AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments to the Articles of Incorporation may be proposed by any member and adopted at any regular or special meeting of the organization, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment


shall have been mailed to each member at least one (1) month before such meeting.

#### ARTICLE XIV

The initial registered office of the corporation is located at 826 Broadway, Dunedin, Florida 34698. The initial registered agent of the corporation at the address is GREGORY D. GRACY.

IN WITNESS WHEREOF, we have subscribed our names this 19th day of May, 1995.

  
\_\_\_\_\_  
MELBA RILOTT, Subscriber


  
\_\_\_\_\_  
GREGORY D. GRACY, Subscriber

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 19th day of May, 1995, by MELBA RILOTT and GREGORY D. GRACY, who are personally known to me, as Subscribers of the Dunedin Historical Society Foundation, Inc.




HELEN J. R. BERRY  
MY COMMISSION # CC269596 EXPIRES  
APRIL 18, 1997  
BONDED THRU TROY FAIR INSURANCE, INC.

  
\_\_\_\_\_  
Notary Public  
Helen J. R. Berry  
My commission expires: 4/18/97  
Commission #CC269596

#### ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designed in this certificate I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
GREGORY D. GRACY  
Date: May 19, 1995

95 JUN - 6 PM 3:23  
FILED