

N 95 000002849

TRANSMITTAL LETTER

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


SUBJECT: NORTH AMERICAN INDIAN CENTER OF WESTERN FLORIDA, INC.
(Proposed corporate name - must include suffix)

800001512268
-06/14/95--01002--007
***131.25 ***131.25

Enclosed is an original and one (1) copy of the articles of Incorporation and a check
for:

- \$70.00
Filing Fee
- \$78.75
Filing Fee
& Certificate
- \$122.50
Filing Fee
& Certified Copy
- \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: RICHARD E. JORGENSEN
Name (Printed or typed)
69 GREENTREE STREET
Address
HOMOSASSA, FLORIDA 34446
City, State & Zip
904-382-1515
Daytime Telephone number

6/16/95


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

ARTICLES OF INCORPORATION
NORTH AMERICAN INDIAN CENTER OF
WESTERN FLORIDA, INC.

(A Florida Not-For-Profit Corporation)

THE UNDERSIGNED, acting as incorporators of a corporation pursuant to Chapter 617, *Florida Statutes*, adopt the following articles of incorporation.

ARTICLE 1. NAME: Name and address of the corporation:
NORTH AMERICAN INDIAN CENTER OF
WESTERN FLORIDA, INC.

9706 West Ozello Trail

Crystal River, Florida 34429

ARTICLE II. The specific purposes for which the corporation is organized is:

To operate for the needs of the North American Indian Community, particularly with respect to education, charitable, leadership, public awareness, health care, cultural awareness, human resource programs, guidance, family counseling referral, civil rights, civil liberty purposes, and to provide the services of the corporation on a non-discriminatory basis without regard to race, color, creed, religion or national origin.

ARTICLE III. Manner of election of directors:

The manner in which the directors are elected or appointed is as follows:

Section 1. The rules contained in the current edition of The Roberts Rules of Order, Newly Revised and The Chapter 617. *Florida Statutes* shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with the By-Laws and any special Rules of Order the corporation may adopt.

MISSISSIPPI
STATE
CORPORATION
COMMISSION
JAN 15 1983

Section 2. There shall be a Board of Directors not less than seven members. Their titles and duties shall be as described in the By-Laws of the corporation including, but not limited to: President, Vice-President, Secretary, Treasurer, Property Keeper and Parliamentarian.

Section 3. Candidates seeking a seat on the Board must be twenty-one (21) years of age or older; must be a member in good standing and no person may run for office or Board unless he/she has resided in the State of Florida for a period of three full years, must be a member for two full years and must have a Florida Driver's License. One member of the Board shall be, if possible, Native American Indian, one-sixteenth (1/16) or more blood quantum.

Section 4. The qualifications of the Board shall be determined by a nominating and credentials committee appointed by the President. Officers and board members shall be elected by ballot or show of hands to serve not less than two (2) years or until their term of office shall begin at the close of the annual meeting of which they are elected. No member shall hold more than one (1) office at a time.

Section 5. If for any reason vacancies occur between annual Board meetings, the Board by at least three-fourths (3/4) majority may seat an individual to complete the unexpired term only. He/she may run at the end of that term to fill that vacancy.

Section 6. Removal of Board Members. If any member of the Board of Directors is determined by three-fourths (3/4) vote of all members of inactive participation due to the lack of interest, or any act degrading to the corporation, such board member shall be removed and any official connection shall be canceled.

Section 7. Subversion. No person or there immediate family shall become a Board member who is a member of (active or non-active), or participates in actions of, or by, a group or organization deemed subversive or participates in terrorist acts or has been convicted of a crime against the Local, State or Federal Government of the United States of America.

ARTICLE IV. Limitation of Corporate Powers:

The Corporate Powers of this corporation are as provided in Section 617.0302, *Florida Statutes*, unless limited as follows:

Section 1. All rights, powers, duties and responsibilities relative to the management and control of The Corporation's property, business and affairs are vested in The Board of Directors.

Section 2. As principal, or otherwise, to buy, sell, exchange, lease, let, grant or take license in respect of, improve, develop, repair, maintain, manage or operate real and corporate property of every kind; and, generally to do everything suitable, proper and conducive to the successful conduct of business in all of its branches and departments within the restrictions set forth in Subsection 617.0302, *Florida Statutes* (1994).

Section 3. To purchase, or in any way acquire for corporate use by way of donation or purchase and sale, lands, buildings, improvements and any other real property of any kind or any interests therein, to make and obtain loans upon real property or estate of the corporation, improved or unimproved and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise, and to enter into contracts to buy or sell any property, real or personal, to buy or sell mortgages, trust deeds, contracts and evidences of indebtedness; to purchase or otherwise acquire for the purposes of holding or disposing of the same, real or personal property of kind and description, including the good will, stock, rights, and property of any person, firm, association, or corporation, paying for the same in cash; to draw make, accept, endorse discount, execute and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments or obligations of the corporation, from time-to-time, for any of the objects or purposes of the corporation without any restriction or limit as to amount so long as such dealings do not adversely effect any status the corporation may enjoy pursuant to the Internal Revenue Code, Title 26, U.S.C. 509.

Section 4. The services of this corporation shall be carried out only through directors, officers, employees and agents, each of whom shall be properly licensed as required by

Section 4 (continued) the State of Florida or any other state or local licensing authority which may be statute, ordinance or rule, from time-to-time, create such requirements. A director, member, or officer shall receive no part of any distributed income, however, such persons may be paid, for services rendered reasonable, compensation pursuant to Subsection 617.050, *Florida Statutes* (1994).

Section 5. To hire and employ agents and employees, and to enter into agreements for employment; to act as agent, contractor, subcontractor, trustee, factor or otherwise, either alone or in company with others.

Section 6. To promote or aid in any manner, financially or otherwise, any person, firm, association, partnership or corporation, and to guarantee contracts or other obligations.

Section 7. To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make perform and carry out, contracts and arrangements of every kind and character with any person, firm, association, partnership, corporation, government or any governmental authority, sub-division or agency thereof.

Section 8. To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the services of this corporation, and to do all things specified in Chapter 617, *Florida Statutes*, and to have and to exercise all powers conferred by the laws pursuant to which this corporation is formed, as such laws are in effect or may at any time hereafter be amended, and to do any and all things hereinafter set forth to the same extent and as fully as natural persons, firms, associations, partnerships or corporations, and in any part of the world.

Section 9. The foregoing statement of purposes and powers shall be liberally construed in aid of this Florida-Not-For-Profit Corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall be construed as to limit in any manner the aforesaid general powers, but are in furtherance of and in addition to, and not in limitation of, said general powers.

ARTICLE V. LIABILITY; INDEMNIFICATION; INSURANCE.

Section 1. Director Liability. Except as otherwise provided by law, no volunteer member of the Board of Directors of the corporation shall be personally liable to the corporation or its members for monetary damages for breach of the Director's fiduciary duty. The corporation assumes all liability to any person other than the corporation or its members, if any, for all acts or omissions of a volunteer director, incurred in the good faith performance of his or her duties as a Director. Should the Florida-Not-For-Profit Corporation Act, Chapter 617, *Florida Statutes* be subsequently amended to authorize corporate action further reducing or eliminating the personal liability of the directors, then in such an event these Articles of Incorporation shall be deemed to be amended to provide for the limitation or elimination of the liability of a director to the fullest extent allowed by the Florida-Not-For-Profit Corporation Act, as so amended.

Section 2. Indemnification; Third Party Claims. The corporation may indemnify a Director, Officer, Employee, or Agent of the corporation, against expenses, including reasonable Attorney's fees, judgments, penalties, fines and amounts paid in settlement, actually and reasonably incurred, in connection with any action, suit, or proceeding, if the person acted in good faith and in the best interests of the corporation or its members.

Section 3. Liability Insurance. The right to indemnification provided to any person hereunder, shall exist only to the extent it exceeds the amount of any valid and collectible insurance proceeds or other source of indemnification available for the benefit of such person. No rights of subrogation are intended to be created by this section.

Section 4. Conflict of Interest. This corporation is in no way connected with, affiliated with, or bound to or with in any way, shape, or form to any like corporation in the State of Florida.

ARTICLE VI. ORGANIZATION ON A NONSTOCK BASIS.

Section 1. STOCK. The corporation is organized on a nonstock basis in accord with Subsection 617.050 (1), *Florida Statutes*, (1994). Shares of stock shall not be issued.

Section 2. CERTIFICATES OF MEMBERSHIP. Should certificate of membership be issued to evidence membership in the corporation such certificates shall contain a prominently printed statement that the corporation is a non-for-profit corporation.

ARTICLE VII. MEMBERSHIP.

Section 1. Any adult of age eighteen (18) or more shall be eligible for membership, provided that such applicant shall be proposed by one member and seconded by another member of the corporation.

Section 2. Any member desiring to resign from the corporation shall submit his/her resignation in writing to the Secretary who shall present it to the Executive Board for action.

Section 3. Removal of Members. A member may be removed from membership for any action which is prejudicial to the corporation by a vote of a majority of the full Board of Directors, provided that the decision of the Board be reasonable, for purposes germane to the corporation's purposes, and applied equally as to all members. A person who is to be removed from membership shall be entitled to notice of the grounds for removal and an opportunity to appear before the Board of Directors to speak in their own behalf.

Section 4. No person may become a member of this corporation who is a member of another-like organization in the State of Florida and may not apply for membership for one year after resigning or of dissolution of that organization. If so, a conflict-of-interest will result.

ARTICLE VIII. COMMENCEMENT OF BUSINESS AND DURATION.

The date and time of the commencement of corporate existence shall be upon filing these Articles of Incorporation with the Office of The Secretary of State for the State of Florida. The corporation shall have perpetual existence.

ARTICLE IX. DISPOSITION OF CORPORATION PROPERTY.

Secured transactions and other dispositions of corporate property and assets not requiring member approval pursuant to Chapter 617.1201 (1-2), *Florida Statutes*.

Section 1. Unless the articles of incorporation or bylaws otherwise provide, the Board of Directors may authorize any of the following transactions without any vote or consent of the members, even though the corporation has members entitled to vote:

- a. Any mortgage or pledge of, or creation of a security interest in, or conveyance of title to, all or any part of the property and assets of the corporation of any description or any interest therein, for the purpose of securing the payment or performance of any contract, note, bond, or other obligation of the corporation;
- b. Any sale of all or substantially all of the property and assets of the corporation if:
- c. Any sale of all or substantially all of the property and assets of the corporation if:
 1. The corporation is insolvent and a sale for cash or its equivalent is deemed advisable by the Board in order to meet the liabilities of the corporation;
or
 2. The corporation was incorporated for the purpose of liquidating such property and assets.

Section 2. Any transaction made pursuant to this section without any vote or consent of the members may be upon such terms and conditions and for such consideration as the Board may deem to be in the best interests of the corporation.

ARTICLE X. DISSOLUTION.

The corporation may be dissolved at any time by (1) unanimous vote of the members, or (2). The affirmative vote of three-fourths (3/4) of the Board of Directors of the corporation entitled to vote thereon. Upon dissolution, the corporation property and assets, if any, shall after payment of all just debts of the corporation, be distributed to other like Not-For-Profit organizations of similar purposes for Native American needs and shall be the selection of the corporations Board of Directors.

ARTICLE XI. INITIAL REGISTERED AGENT AND STREET ADDRESS.

The name and the street address of the initial Registered Agent is:

Richard Edward Jorgensen
9706 West Ozello Trail
Crystal River, Florida 34429

ARTICLE XII. INCORPORATORS.

The names and the street addresses of the incorporators for these Articles of Incorporation are:

Richard E. Jorgensen
69 Greentree Street
Homosassa, Florida 34446

Carol B. Jorgensen
69 Greentree Street
Homosassa, Florida 34446

Robert W. Russ
9740 Ozella Trail
Crystal River, Florida 34423

Linda H. Russ
9740 Ozella Trail
Crystal River, Florida 34423

The undersigned incorporators have executed these Articles of Incorporation this 10 day of June, 1995.

Signatures of Incorporators:

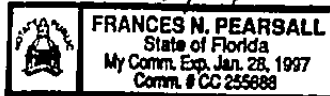
Richard Edward Jorgensen
Richard Edward Jorgensen

Carol Beverly Jorgensen
Carol Beverly Jorgensen

Robert Wayne Russ
Robert Wayne Russ

Linda Howard Russ
Linda Howard Russ

Frances N. Pearsall



**CERTIFICATE OF DESIGNATION REGISTERED
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501,
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER
THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT
IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE
STATE OF FLORIDA.

1. The name of the corporation is:

North American Indian Center of Western Florida, Inc.
9706 West Ozello Trail
Crystal River, Florida 34429

2. The name and address of the registered agent and office is:

Richard Edward Jorgensen
9706 West Ozello Trail
Crystal River, Florida 34429

Having been named as registered agent and to accept service of
process for the above-stated corporation at the place designated
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 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.


Richard Edward Jorgensen

May 10, 1999
Date


SECRETARY OF STATE
TALLAHASSEE, FLORIDA
69 JUN 13 AM 6:53

ARTICLES OF INCORPORATION
NORTH AMERICAN INDIAN CENTER
OF
WESTERN FLORIDA, INC.

STATE OF FLORIDA
COUNTY OF CITRUS

I HEREBY CERTIFY that on this day, before me, a Notary Public authorized in the State of Florida to take acknowledgements, personally appeared Richard Edward Jorgensen, Robert Wayne Russ, Linda Howard Russ and Carol Beverly Jorgensen, to me known to be the individuals described as Incorporators and Subscribers and Registered Agent and who executed the foregoing Articles of Incorporation and Certificate of Registered Agent, as appropriate, and who acknowledged before me that each of them subscribed to these Articles of Incorporation and Certificate of Registered Agent, respectively.

WITNESSED MY HAND and OFFICIAL SEAL in
the County and State aforesaid, this 10 day of June, 1995
A.D.



NOTARY PUBLIC

State of Florida at Large
My Commission expires:



N9500002849

NORTH AMERICAN INDIAN CENTER

OF WESTERN FLORIDA, INC.

P.O. BOX 1593
HOMOSASSA SPRINGS, FLORIDA 34447
(904) 563-0999

October 26, 1995

Florida Department of State
Attn: Sandra B. Mortham
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: NORTH AMERICAN INDIAN CENTER OF WESTERN FLORIDA, INC.
DOCUMENT NO: N9500002849
INCORPORATED: JUNE 13, 1995

Dear Ms. Mortham:

Please be advised that our new address for the Center is:

North American Indian Center of Western Florida, Inc.
P. O. Box 1593
Homosassa Springs, Florida 34447

JL
11-2-95

Thank you for your consideration in this matter.

Sincerely,
Richard E. Jorgensen

Richard E. Jorgensen,
President

REJ:cbj

Certified Mail #: P 893 865 805

N95000002849

North American Vacation Center
 by Western Florida, Inc.
 P.O. Box 1593
 Ukiah, Florida 34447

Requestor's Name
 Address
 City/State/Zip
 Phone #
 Office Use Only

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

1. North American Vacation Center (Corporation Name) 17 (Document #)
2. Western Florida, Inc. (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) Amend (Document #)
4. _____ (Corporation Name) _____ (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

FILED
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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

900001703393
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 *****35.00 *****35.00

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|--|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION | |
|----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

2/7/96
 ADL
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Examiner's Initials

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NORTH AMERICAN INDIAN CENTER OF WESTERN FLORIDA, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

See attached for amendments to:

ARTICLE II

ARTICLE III: Section 8.

ARTICLE X

SECOND: The date of adoption of the amendment(s) was: December 28, 1995

THIRD: Adoption of Amendment (CHECK ONE)

The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

NORTH AMERICAN INDIAN CENTER OF WESTERN FLORIDA, INC.
Corporation Name



Signature of Chairman, Vice Chairman, President or other officer

Richard E. Jorgensen, President

Typed or printed name

President

January 24, 1996

Title

Date

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NORTH AMERICAN INDIAN CENTER OF WESTERN FLORIDA, INC.

ARTICLE II

The purposes for which the North American Indian Center of Western Florida, Inc. is organized are exclusively charitable, literary and educational within the meaning of section 501(C)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE III

Section 8. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.


ARTICLE X


The Corporation may be dissolved at any time by (1) unanimous vote of the members, or (2) The affirmative vote so three fourths (3/4) of the Board of Directors of the corporation entitled to vote thereon. Upon dissolution of the corporation, assets shall be distributed 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


ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NORTH AMERICAN INDIAN CENTER OF WESTERN FLORIDA, INC.

Page 2.

government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located exclusively for such purpose or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.


Richard E. Jorgensen, President


Jacquelyn Wurzbach, Treasurer


Anne Welch, Secretary (Correspondence)


Carol B. Jorgensen, Secretary