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January 11, 1996

Secretary of State  
Corporate Records  
Florida Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

600001690456  
-01/17/96--01037--005  
\*\*\*122.50 \*\*\*122.50

Re: Hernando Library Foundation, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for Hernando Library Foundation, Inc.

Our check in the amount of \$122.50 is enclosed to cover the filing fee and a certified copy. Please return the certified copy in the envelope provided.

Yours truly,

*Karen L. Sami*

Karen L. Sami  
Secretary

/kls

Enclosures

FILED  
SECRETARY OF STATE  
CORPORATE RECORDS  
JAN 17 1996  
TALLAHASSEE, FL

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 JAN 17 AM 10:06

ARTICLES OF INCORPORATION  
OF THE  
HERNANDO LIBRARY FOUNDATION, INC.

September, 1995

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JAN 17 AM 10:06

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ARTICLES OF INCORPORATION  
OF THE  
HERNANDO LIBRARY FOUNDATION, INC.

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96 JAN 17 AM 10:06

A corporation not for profit, organized  
pursuant to the provisions of Chapter 617.01,  
Florida Statutes

We, whose names are signed hereto, do hereby associate ourselves together for the purpose of forming a body corporate, not for profit, under the laws of the State of Florida and under the following proposed charter:

ARTICLE I. NAME AND OFFICE

The name of this corporation shall be HERNANDO LIBRARY FOUNDATION, INC., and its principal place of business shall be in the Main Library at 238 Howell Avenue, Brooksville, Florida 34601.

ARTICLE II. PURPOSES, POWERS AND LIMITATIONS

A. PURPOSES

The purposes for which this corporation is organized are:

1. This corporation is organized exclusively for educational and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Internal Revenue law).
2. Without limiting the generality of the foregoing, this corporation shall have the following purposes:
  - (a) The benefit and support of the Hernando County Public Library System (HCPLS), its branches and its successors by providing goods and services which include but are not limited to the following: books and other library materials, buildings, facilities, equipment, monies, endowment funds, and other real and personal property: or grants for any such purposes.

- (b) The development and implementation of programs that enhance the movement of information between the HCPLS and the community; the movement of information within the community itself; and access to national information resources.
- (c) The purpose of this corporation shall be to provide for services and facilities over and above what the traditional tax base funding of the Hernando County Public Library System has provided, but not to provide funds which can be substituted for the traditional tax base funding.

#### B. POWERS

This corporation shall have all the powers, not contrary to law or to the statutes of the State of Florida, incident to or useful or necessary to carry out the purposes for which it is formed, subject, however, to the limitations, duties, and restrictions pertaining to a nonprofit corporation existing under the provisions of Chapter 617.01 Florida Statutes, and subject further to the limitations, duties and restrictions applicable to an organization qualified as exempt from federal income taxation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as said statutes are now in force or may hereafter be amended. In furtherance of and not in limitation of the general powers conferred by the laws of the State of Florida, it is expressly provided that this corporation shall also have the following powers:

- (a) To receive any gift, grant, contribution or devise and hold and use the same for the general purposes or any special purposes of this corporation; provided that gifts with conditions shall be accepted only if they are consistent with the purposes of a free public library;
- (b) To establish separate Capital Reserve Funds for specific Foundation programs, each to receive donations dedicated exclusively to the purpose of the associated Foundation program;
- (c) To acquire from time to time for such uses and purposes, by purchase, gift, will or otherwise, real and personal property and to own, hold, control, administer, sell, exchange, mortgage or otherwise dispose of all or any part of such properties;
- (d) To act as trustee of any funds or property that it may receive under specific or limited grants or agreements or under any will and to have and exercise the right to hold or manage such funds under the terms and conditions imposed by any such trust, grant, agreement or will;

- (e) To enter into, make, perform and carry out contracts of every kind for any lawful purpose pertaining to its business, with any individual, entity, firm, association or corporation, private, public or municipal, or with any government or governmental, municipal or public authority, domestic or foreign;
- (f) To borrow money and give security therefore;
- (g) To do everything necessary, convenient or incidental to the accomplishment of the purposes of this corporation or which is calculated, directly or indirectly, to promote the welfare or interests of this corporation;
- (h) To do any and all things in this article set forth to the same extent a natural person might or could do, in any part of the world, as principal, agent, contractor, trustee or otherwise, either alone or in company with others.

### C. LIMITATIONS

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Internal Revenue law). Said limitations include, but are not restricted to, the requirement that no part of the net earnings of this corporation shall inure to the benefit of or be distributable to any private individual, except that this 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 these Articles; that no part of its activities shall consist of the carrying on of propaganda or otherwise attempting to influence legislation; and that it shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

All donations to a Capital Reserve Fund of a Foundation program must be dedicated to that program's purpose as defined at the time of donation solicitation and cannot be invaded for any other purpose.

To the extent that this corporation should at any time be subject to Sections 4941 through 4945 of the Internal Revenue Code of 1986 (or the corresponding provision of any future Internal revenue Law), then this corporation:

- (a) Shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 (or the corresponding provision of any future Internal Revenue law);

- (b) Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Internal Revenue law);
- (c) Shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Internal Revenue law);
- (d) 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 the corresponding provision of any future Internal Revenue law);
- (e) Shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Internal Revenue law).

### ARTICLE III. BOARD OF DIRECTORS

The affairs of this corporation shall be managed by a Board of Directors whose term of office shall be as specified in the Bylaws. The number of directors shall be not less than five (5) nor more than twenty-one (21). The number of directors constituting the Initial Board of Directors of this corporation shall be five (5).

The number of directors may be fixed or changed from time to time by the vote or written assent of a majority of all the Directors of this corporation in accordance with the Bylaws.

Voting members of the Board of Directors may include the Florida 10th District Senator, or designee; the Florida 44th District Representative, or designee; a Commissioner of the Hernando County Board of County Commissioners; and the President of the Friends of the Library, Inc. or designee.

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which consist of two or more directors, which committees shall have and exercise such authority of the Board of Directors in the management of this corporation as may be delegated by the Board, within such limitations as may be imposed by Chapter 617.01, Florida Statutes.

The names and addresses of the persons who are to serve as directors of this corporation until the First Annual Meeting of the Board of Directors, or until their successors are elected and qualified are:

Arthur R. Croci	11386 Sheffield Rd. Spring Hill, FL 34608
Larry W. Evers	14030 Triton Dr. Brooksville, FL 34609
Joseph E. Johnston III	P.O. Box 63 Brooksville, FL 34605
Mary Ann McKinney	1022 Howell Ave., B6 Brooksville, FL 34601
Susan S. Northcutt	29209 Old Trilby Rd. Brooksville, FL 34602

#### ARTICLE IV. LIBRARY ADVISORY COMMITTEE

The Library Advisory Committee appointed by the Board of County Commissioners of Hernando County shall elect the members of the Board of Directors by a majority vote of all committee members at annual meetings of the Corporation. The Library Advisory Committee may fill any vacancy which occurs on the Board of Directors in accordance with the Bylaws.

#### ARTICLE V. OFFICERS

The officers of the Corporation shall be a Chairman, Vice-Chairman, Secretary, and Treasurer. Each of the said officers shall be elected by the Board of Directors at any annual meeting and the officers so elected shall hold office until the next annual meeting following their election and thereafter until their successors are duly elected and qualified. The offices of Chairman, Vice-Chairman and Secretary shall be filled from the membership of the Board of Directors. Any two or more offices may be held by the same person, except the offices of Chairman and Secretary.

#### ARTICLE VI. MEETINGS

The meetings of the Board of Directors shall be at such time and be conducted in such manner as shall be set forth in the bylaws.



#### ARTICLE VII. PRIVATE PROPERTY

The private property of the directors, officers, employees and agents of the corporation shall be forever exempt from any and all debts of every kind and nature incurred by the corporation, and as authorized by the laws of this State.

#### ARTICLE VIII. INDEMNIFICATION

The corporation shall indemnify every director, officer, employee and agent, or his or her heirs, executors and administrators against expenses reasonably incurred by him or her in connection with any action, suit or proceedings to which he or she may be a party by reason of his or her being, or have been, a director, officer, employee or agent of the corporation, except in relation to those matters which he or she shall be adjudicated to be liable for negligence or misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matter covered by the settlement as to which the indemnification shall not be exclusive of other rights to which he or she may be entitled. As used in this Article, expenses shall include amounts of judgments, penalties or fines rendered or levied against such director, officer, employee or agent, and the amounts paid in settlement by him or her shall have been first approved by the directors of this corporation.

#### ARTICLE IX. DIRECTOR'S LIABILITY

No director of this corporation shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director; provided, however, that this Article shall not be construed as eliminating or limiting the liability of a director for one or more of the following acts, namely: (1) A breach of duty of loyalty to the corporation, (2) Any acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law, (3) The authorizing of an unlawful payment or distribution out of the corporate assets, (4) Any transaction made in the furtherance of the exempt purposes of the corporation which the director derived an improper personal benefit, or (5) Any act or acts that can be defined under the laws of this State as 'Director Conflicts Of Interest'.

#### ARTICLE X. BYLAWS

The power to alter, amend, or repeal the Bylaws or adopt new bylaws shall be vested in the Board of Directors and such action shall require a two-thirds (2/3rds) majority vote of all members of the Board of Directors provided that at least ten (10) days written notice is given of intention to alter, amend, repeal or to adopt new bylaws at such meeting.

#### ARTICLE XI. AMENDMENTS TO ARTICLES OF INCORPORATION

The power to amend the Articles of Incorporation shall be vested in the Board of Directors and such amendment shall require a two-thirds (2/3rds) majority vote of all of the members of the Board of Directors provided that at least ten (10) days written notice setting forth the proposed amendment is given to the members of the Board of Directors prior to any such meeting wherein said amendment is considered.

#### ARTICLE XII. NON MEMBERSHIP PROVISIONS

The corporation shall not be a membership corporation with members.

#### ARTICLE XIII. DURATION

The existence of this corporation shall be perpetual unless sooner terminated as provided for by law.

#### ARTICLE XIV. DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of a dissolution of this corporation, any assets remaining after payment to creditors 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 Hernando County Public Library System. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the County where the principal office of the corporation is then located, exclusively for such purposes or to such organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE XV. SEAL

The seal of the corporation shall be inscribed with the following words: "Hernando Library Foundation, Inc."

#### ARTICLE XVI. FISCAL YEAR

The fiscal year of the corporation shall end on September 30th of each year.

ARTICLE XVII. INCORPORATORS

The names and residences of the incorporators and subscribers are as follows:

Larry W. Evers                      14030 Triton Dr.  
Brooksville, FL 34609

Susan S. Northcutt              29209 Old Trilby Rd.  
Brooksville, FL 34602

ARTICLE XVIII. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the initial registered agent of this corporation is Larry W. Evers  
and his address is Hernando County Main Library, 238 Howell Ave., Brooksville, FL  
34601.

IN WITNESS WHEREOF, the persons who are to act in the capacity as first directors  
of this corporation have hereunto set their hands this 3rd day of January,  
1996.

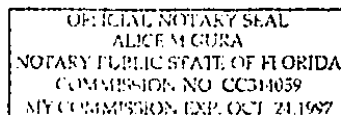
Larry W. Evers  
Larry W. Evers, Director

Susan S. Northcutt  
Susan S. Northcutt, Director

STATE OF FLORIDA  
COUNTY OF HERNANDO

The foregoing Articles of Incorporation were signed and acknowledged before me by  
Larry W. Evers and Susan S. Northcutt  
who are personally known to me or who produced \_\_\_\_\_  
as identification on this 3 day of January, 1996.

Alice M. Mura  
Notary Public, State of Florida



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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 JAN 17 AM 10:06

Pursuant to the provisions of sections 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 the Hernando Library Foundation, Inc.
2. The name and address of the registered agent and office is:

Larry W. Evers  
Name

Hernando County Main Library, 238 Howell Ave., Brooksville, FL 34601  
Address

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 AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Larry W. Evers  
Name

January 3, 1996  
Date