

# N960000001931

## TRANSMITTAL LETTER

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

44-38861-732132, 134  
04/04/96- 010730- 010  
444122,50 444122,50

SUBJECT: The Friends of the Library of Schiller International University, Inc.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$122.50.

FROM: The Friends of the Library of Schiller International University, Inc.  
453 Edgewater Drive  
Dunedin, Florida 34698  
(813) 736-5082

FILED  
96 APR -4 AM 9:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dmc  
4/9/96

ARTICLES OF INCORPORATION  
OF THE  
FRIENDS OF THE LIBRARY  
OF  
SCHILLER INTERNATIONAL UNIVERSITY, INC.

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A FLORIDA NOT FOR PROFIT  
CORPORATION

*The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.*

ARTICLE I: NAME

The name of the corporation shall be the Friends of the Library of Schiller International University, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 453 Edgewater Drive, Dunedin, Florida 34698.

ARTICLE III: DURATION

The duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence the day these Articles of Incorporation are filed by the Department of State.

ARTICLE IV: PURPOSES

The purposes of this corporation are as follows:

- (a) The specific and primary purposes for which this corporation is organized are to:
  - (i) promote Schiller International University's library with the community, alumni, faculty members, students, staff and SIU supporters in order to establish programs and projects that will enhance the cultural and educational resources of the community and SIU;
  - (ii) provide a forum in which to stimulate interest in and opinion on special programs, data material, internet linking, exhibits, lectures and focus on the coming global awareness;
  - (iii) consider and provide solutions for common problems in establishing and building a collection of library resources;
  - (iv) cultivate a loyal and dedicated volunteer base who will cooperate and participate with other libraries and their activities and forge a bond to cultivate SIU library resources.

- (b) The general purposes for which this corporation is organized are stimulate interest in SIU library, to augment equipment and facilities, to seek donations, to obtain donations of gifts, to solicit contributions, to promote activities appropriate to the library and to recognize those who volunteer service,
- (c) This corporation is formed and shall be operated exclusively to further its primary and general purposes. No part of any net earnings shall inure to the benefit of any member, director, or officer of the corporation except as provided by law
- (d) This corporation shall have and exercise all powers conferred upon not for profit corporations under the laws of the State of Florida generally, and specifically as provided in Chapter 617 of the Florida Not For Profit Corporation Act, provided, however, that this corporation has no power to engage in any activity that in itself is not in furtherance of its purposes as set forth in subparagraphs (a) through (c) of this Article IV.
- (e) The purposes for which the corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.
- (f) No part of the net earnings of the corporation shall inure to the benefit of, or be distribute tom any Director, Officer, or member of the corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation, and reasonable expenses may be paid thereto, affecting one or more of the corporation's 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. No substantial part of the activities of the corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall neither anticipate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office at any time.
- (g) 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, or corresponding provisions of any subsequent federal tax laws.
- (h) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws

- (i) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws
- (j) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws
- (k) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws
- (l) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code 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 and the Regulations as they now exist or as they may hereafter be amended.
- (m) Upon the dissolution of the corporation the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable educational, religious, or scientific purposes as shall at the time qualify as an exempt organization organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE V: QUALIFICATION AND ADMISSION OF MEMBERS**

The qualifications for members and the manner of their admission by the corporation shall be as regulated by the corporation's bylaws, provided, however, that there shall be no discrimination against members for membership based on race, color, religion, sex, age, ethnic or cultural background, nor for previous membership in any lawful club, association, or corporation in the admission policies of the corporation.

## **ARTICLE VI: REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the corporation's initial registered office is 453 Edgewater Drive, City of Dunedin, County of Pinellas, Florida, and the name of the corporation's initial registered agent at such address is Patrick K. Dugan, J.D.

## **ARTICLE VII: FIRST BOARD OF DIRECTORS**

The corporation shall have no less than three directors. The following nine persons shall serve the corporation as directors until the first annual meeting or other meeting called to elect directors:

Mary Andersen, Past President  
215 Locklie, Dunedin, FL 34698  
813/ 797-5193

Janis Coker, Library Director  
234 Third Avenue, North, Safety Harbor, FL 34695  
813/736-5082 (Business) 813/726-2205 (Home)

Eric Houghton, President  
1515 Bayshore Boulevard, #28, Dunedin, FL 34698  
813/736-1560

Eleanor Keithly, Membership  
700 Tanglewood Drive, Dunedin, FL 34698  
813/734-2102

Dr. William Sutton, Founder and Consultant  
1348 Carlisle Court, Dunedin, FL 34698  
813/734-2138

Sis Thomas, Publicity  
Sunset Harbour #100  
2598 Gary Circle, Dunedin, FL 34698  
813/734-9329

Jane Torell, Past President  
620 Edgewater Drive, #101, Dunedin, FL 34698  
813/733-8977

Sharon Vincent, Treasurer  
830 S Gulfview, #305, Clearwater, FL 34630  
813/461-9484

Harriett Winch, Recording Secretary  
1232 Sutherland Court, Dunedin, FL 34698  
813/736-8135

The manner in which the directors are elected is contained in the bylaws.

#### **ARTICLE VIII: BASIS UNDER WHICH CORPORATION ORGANIZED**

This corporation is organized under a non-stock basis. This corporation is a not for profit corporation as defined by the Not For Profit Corporation Act in Chapter 617 of the Florida Statutes. As such, it is not organized for the pecuniary gain or profit of, nor are its net earnings or any part thereof distributable to, its members, directors, and officers or other private persons except as specifically permitted under the provisions of the Florida Not For Profit Corporation Act.

#### **ARTICLE IX: INCORPORATOR**

The name and address of the incorporator is as follows:

Patrick K. Dugan, J.D.      453 Edgewater Drive, Dunedin, FL 34698

#### **ARTICLE X: INCOME FROM PUBLIC EVENTS**

If this corporation holds any events in which members of the general public are invited to participate for a fee, the net proceeds, if any, attributable to such participation by non-members will be paid over to an organization that is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 on an annual basis, unless this corporation itself is a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986.

#### **ARTICLE XI: BYLAWS**

Bylaws will hereafter be adopted at the first meeting of the board of directors. Such bylaws may be amended or repealed, in whole or in part, by a vote of two-thirds or more of a quorum of the voting members of the corporation. Any amendments to the bylaws shall be binding on all members of this corporation.

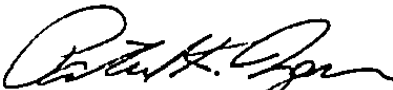
#### ARTICLE XII: AMENDMENT OF ARTICLE

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of the voting members for their vote. Amendments may be adopted by a vote of three-fourths or more of a quorum of the voting members of the corporation. Any amendments to the articles shall be binding on all members of this corporation.

#### ARTICLE XIII: DISTRIBUTION ON DISSOLUTION

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) or 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of such code as subsequently amended, or to the federal, state, or local government to be used exclusively for public purposes.

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation this 15<sup>th</sup> day of April, 1995.



Patrick K. Dugan, J.D., Incorporator

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

FILED

96 APR -4 AM 9:16

SEAL OF THE STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, 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 Friends of the Library of Schiller International University, Inc.

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

Patrick K. Dugan, J.D.  
Schiller International University  
453 Edgewater Drive  
Dunedin, Florida 34698

SIGNATURE: Sharon Vincent, Treasurer  
(Corporate Officer)

TITLE: Treasurer

DATE: December 15, 1995

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.

SIGNATURE: Patrick K. Dugan  
Patrick K. Dugan, J.D.

DATE: 4/1/96