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ATTORNEY AT LAW

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FAX (904) 427-9516

November 6, 1996

Florida Division of Corporations
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 NOV - 8 AM 10:18

Re: The Foundation for the New Smyrna Museum of History in Southeast Volusia County, Inc.

Gentlemen:

Please find enclosed Articles of Incorporation for the above corporation (in duplicate) for filing. My check payable to your division is enclosed in the sum of \$122.50 in payment of the filing fees. Please return a certified copy of the Articles to this office at the above mailing address.

Sincerely,



Thomas D. Wright

TDW/da
Enclosures

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D. BROWN NOV 14 1996

ARTICLES OF INCORPORATION
OF
THE FOUNDATION FOR THE NEW SMYRNA
MUSEUM OF HISTORY IN SOUTHEAST VOLUSIA COUNTY, INC.
A FLORIDA NONPROFIT CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV -8 AM 10:19

ARTICLE ONE
NAME

The name of this corporation shall be **THE FOUNDATION FOR THE NEW SMYRNA MUSEUM OF HISTORY IN SOUTHEAST VOLUSIA COUNTY, INC.**

ARTICLE TWO
PRINCIPAL OFFICE AND ADDRESS

The address of the principal office and mailing address of the corporation is 201 Sams Avenue, New Smyrna Beach, Florida 32168, but it may maintain offices and transact business at such other places, within the City of New Smyrna Beach, Florida, as the Board of Directors may from time to time provide by resolution.

ARTICLE THREE
PURPOSE

This corporation is organized for the purpose of funding a public historical museum to be located in New Smyrna Beach, Florida, to be managed, operated and staffed by the Southeast Volusia Historical Society, Inc. In furtherance of this primary purpose, the corporation is also organized for the following purposes:

- A. To encourage, select, receive and administer gifts, contributions and bequests of property and funds to advance the development and maintenance of such museum by the Southeast Volusia Historical Society, Inc.
- B. To manage and distribute such funds as are raised to renovate, operate and maintain said museum.
- C. To enlist lay and professional support and advisors to Southeast Volusia Historical Society, Inc.

D. Pursuant to Section 501(c)(3) of the Internal Revenue Code, or corresponding provision of any later federal tax laws, the corporation is organized and operated exclusively for educational and charitable purposes. No part of the corporation's net earnings or property will inure to the benefit of or be distributed to the members, directors, or officers, who shall not be entitled to share in the distribution of the corporation's assets on dissolution of the corporation, except as reasonable reimbursement for expense incurred. The corporation will not, as a substantial part of its activities, attempt to influence legislation.

The corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

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

The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provision of any later federal tax laws.

The corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

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

ARTICLE FOUR MEMBERS, DIRECTORS AND OFFICERS

The method of selection, election or appointment of the members, directors and officers of the Corporation is set forth in the Bylaws.

ARTICLE FIVE REGISTERED OFFICE AND AGENT

The initial registered office of this corporation will be 340 North Causeway, New Smyrna Beach, Volusia County, Florida. The name of the initial registered agent of this corporation is Thomas D. Wright, Attorney at Law, whose street address is 340 North Causeway, New Smyrna Beach, Florida.

ARTICLE SIX INCORPORATOR

The name and address of the person signing these Articles is: MARY DOLORES MAYLONE, 204 South Myrtle Avenue, New Smyrna Beach, Florida 32168.

ARTICLE SEVEN DISSOLUTION

In the event of dissolution of the corporation, after liquidation according to law, the assets of the corporation shall inure to the benefit of Southeast Volusia Historical Society, Inc., provided it is exempt under Section 501(c)(3) of the Internal Revenue Code, or corresponding provision of any later federal tax laws, and if it is not exempt, then, as directed by Southeast Volusia Historical Society, Inc., to one or more corporations, societies, or organizations that are exempt under said Section, or a state, local or federal government, for a public purpose.

ARTICLE EIGHT INDEMNIFICATION

A. To the extent not otherwise in conflict with the provisions hereof, the corporation shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the corporation) by reason of the fact that he is or was a member, director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against liability incurred in connection with such proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe his conduct was unlawful.

B. To the extent not otherwise in conflict with the provisions hereof, the corporation shall indemnify any person who was or is a party to any proceeding by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a member, director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if the person acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation, except that no indemnification shall be made under this provision in respect to any claim, issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

C. To the extent that a member, director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any proceeding referred to in sections A or B of this Article, or in the defense any claim, issue or matter therein, he shall be indemnified against expenses actually and reasonably incurred by him in connection with such proceeding.

D. Any indemnification under sections A or B, unless pursuant to a determination by a court of competent jurisdiction, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the member, director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct described in section 1 or 2 of this Article. That determination shall be made by the (a) the board of directors of the corporation by a majority vote of a quorum consisting of directors who were not parties to such proceeding, or if such a quorum is not obtainable, then by majority vote of a committee designated by the board of directors, including those board members who are parties to the proceedings, consisting solely of two or more directors who are not at the time parties to the proceeding; or (b) independent legal counsel selected by the full board of directors or by the committee; or (c) the members of the corporation by majority vote of a quorum consisting of members who were not parties to such proceeding or, if no such quorum is obtainable, by a majority vote of members who were not parties to such proceeding.

E. Evaluation of the reasonableness of expenses and authorization of indemnification shall be made in the same manner as the determination that indemnification is permissible; provided, however, that if permissibility is determined by independent legal counsel, then the reasonableness of any expenses shall be determined by the directors or the committee appointing such counsel.

F. The corporation may pay expenses incurred by an officer, director or member in defending a civil or criminal proceeding in advance of the final disposition of such proceeding on the receipt of an undertaking by the officer, director, or member to repay such amount to the corporation if he is ultimately found not to be entitled to indemnification by the corporation. Expenses incurred by employees and agents of the corporation may be paid in advance upon such terms and conditions that the board of directors deems appropriate.

G. The indemnification and advancement of expenses provided by this Article are not exclusive, and the corporation may make any other or further indemnification or advancement of expenses of any of its members, directors, officers, employees or agents, under any bylaw, agreement, vote of members or disinterested employees or agents, under any bylaw, agreement, vote of members or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. However, indemnification or advancement of expenses shall not be made to or on behalf of any member, director, officer, employee or agent if a judgment or other final adjudication establishes that his action, or omissions to act, were material to the cause of action so adjudicated and constitute (a) a violation of the criminal law (unless the member, director, officer, employee or agent had not reasonable cause to believe his conduct was unlawful), (b) a transaction from which the member, director, officer, employee or agent derived an improper personal benefit, or (c) willful misconduct or

a conscious disregard for the best interests of the corporation in a proceeding by or in the right of the corporation to procure a judgment in its favor.

H. Indemnification and advancement of expenses as provided in this Article shall continue as, unless otherwise provided when authorized or ratified, to a person who has ceased to be a member, director, officer, employee or agent and shall inure to the benefit of heirs, executors and personal representatives of such person, unless otherwise provided when authorized or ratified.

I. The corporation shall have the power to purchase and maintain insurance on behalf of any person who was a member, director, officer, employee or agent, or who was serving at the request of the corporation as a member, directors, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him under the provisions of this Article.

J. Terms not expressly defined in this Article shall be as defined elsewhere in the Articles of Incorporation or as provided in Section 607.0850 and 617.0831, Florida Statutes. The indemnification provisions of this Article are intended to be as broad as permissible by Florida law and shall be deemed to automatically incorporate any expansion of the indemnification provisions which subsequently become law.

ARTICLE NINE AMENDMENT

These Articles may be amended by the Board of Directors, provided, however, the written consent of the Board of Directors of the Southeast Volusia Historical Society, Inc. shall also be required for any amendment.

IN WITNESS WHEREOF, the undersigned subscriber and incorporator has executed these Articles of Incorporation on this 5 day of November, 1996.


Witness

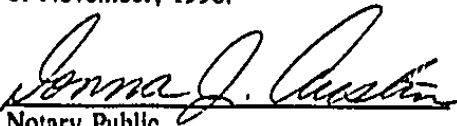

Witness


MARY DOLORES MAYLONE
Incorporator

STATE OF FLORIDA
COUNTY OF VOLUSIA

Before me, the undersigned authority duly authorized to take acknowledgments and administer oaths, personally appeared MARY DOLORES MAYLONE, to me personally known to be the person described above and he acknowledged before me under oath that she executed the foregoing for the purposes therein expressed.

Witness my hand and official seal in the County and State last aforesaid this 5th day of November, 1996.



Notary Public

Printed Name: _____

My commission expires: _____

{affix notarial seal}



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV -8 AM 10:19

Pursuant to Section 48.091, Florida Statutes, the following is submitted in compliance with said Statute:

That **THE FOUNDATION FOR THE NEW SMYRNA MUSEUM OF HISTORY IN SOUTHEAST VOLUSIA COUNTY, INC.**, desiring to organize under the laws of the State of Florida with its principal place of business, as indicated in the Articles of Incorporation, in the City of New Smyrna Beach, County of Volusia, State of Florida, has named **THOMAS D. WRIGHT**, Attorney at Law, whose street address is 340 North Causeway, New Smyrna Beach, Florida, as its agent to accept service of process within this State.

Having been named to accept service of process for the above-named corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Statute relative to keeping open of said office.

DATED this 5 day of November, 1996.

Accepted By: 

THOMAS D. WRIGHT - Resident Agent

Accepted By: 

MARY DOLORES MAYLONE - Incorporator

THOMAS D. WRIGHT, P. A.
ATTORNEY AT LAW

340 North Causeway
New Smyrna Beach, Florida 32169

Telephone: (904) 428-9311
Fax: (904) 427-9518
E-Mail: tdwlaw@aol.com

N 96000005808

April 3, 1997

*Return to
P U ASAP*

Attorneys' Title Insurance Fund, Inc.
660 East Jefferson Street, Suite 200
Tallahassee, Florida 32301

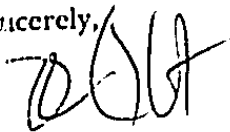
Re: The Foundation for the New Smyrna Museum of History in Southeast
County, Inc.

Gentlemen:

Enclosed are Articles of Amendment to be filed with the Secretary of State. A certified copy of this document is also required. Enclosed is my check payable to you in the sum of \$10.00 and a check payable to the Secretary of State in the sum of \$87.50 (\$52.50 for certified copy and \$35.00 filing fee). Please file the Articles of Amendment with the Secretary of State and return to me the certified copy of the Articles. Also enclosed is a return express mail envelope.

If you have any questions concerning these enclosures, please call me at the above telephone number.

Sincerely,



Thomas D. Wright

TDW/da
Enclosures

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*****87.50 *****87.50

FILED
91 APR -4 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 APR -4 PM 12:23
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

*Amendment
4/4/97*

De

ARTICLES OF AMENDMENT

OF

THE FOUNDATION FOR THE NEW SMYRNA
MUSEUM OF HISTORY IN SOUTHEAST VOLUSIA COUNTY, INC.

FILED
97 APR -4 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes, the Articles of Incorporation
the above-named corporation are hereby amended as follows:

1. Article Three, entitled "Purpose," is hereby amended to
add the following paragraph:

E. "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 any candidate for public office."

2. The foregoing amendment was adopted by the Board of
Directors of the corporation on November 8, 1996, with the written
consent of the Board of Directors of Southeast Volusia Historical
Society, Inc. Members of the corporation are not entitled to vote
on the amendment.

IN WITNESS WHEREOF, the undersigned has executed these
Articles of Amendment this 3 day of April, 1997.

THE FOUNDATION FOR THE NEW SMYRNA
MUSEUM OF HISTORY IN SOUTHEAST
VOLUSIA COUNTY, INC.

By: Stewart B. Mitchell
Stewart B. Mitchell, President

This Amendment was consented to by the Board of Directors of
Southeast Volusia Historical Society, Inc.

SOUTHEAST VOLUSIA HISTORICAL SOCIETY,
INC.
By: Mary Dolores Maylone
Mary Dolores Maylone, President