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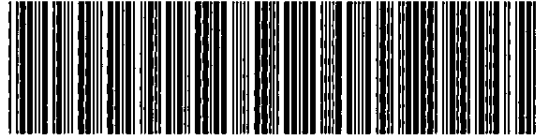
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09 JAN 12 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Amended
&
Restated
Art. W/NAME
Change
01/23/09
DC

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: PORT ST. LUCIE HISTORICAL SOCIETY, INC.

DOCUMENT NUMBER: _____

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Richard McAfoos

(Name of Contact Person)

PORT ST. LUCIE HISTORICAL SOCIETY, INC.

(Firm/ Company)

P. O. Box 7146

(Address)

Port St. Lucie, FL 34985-7146

(City/ State and Zip Code)

For further information concerning this matter, please call:

Joan H. Beyer

(Name of Contact Person)

at (772) 336-3430

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|--|--|---|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE PORT ST. LUCIE HISTORICAL SOCIETY, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION**

FILED
09 JAN 12 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1006, Florida Statutes (the "Act"), this Florida Not For Profit Corporation adopts the following amendments to its Articles of Incorporation (the "Articles").

**ARTICLE I
NAME**

The name of the corporation is: PORT ST. LUCIE HISTORICAL SOCIETY, INC. (the "Society").

**ARTICLE II
PLACE OF BUSINESS AND ADDRESS**

The principal place of business and mailing address of the Society is in the City of Port St. Lucie, St. Lucie County, Florida:

PLACE OF BUSINESS;
Port St. Lucie Historical Society, Inc.
St. Lucie County Annex Building, 2nd Floor
1664 SE Walton Road
Port St. Lucie, Florida 34952

MAILING ADDRESS;
Port St. Lucie Historical Society, Inc.
P. O. Box 7146
Port St. Lucie, Florida 34985-7146

**ARTICLE III
PURPOSE**

The specific purpose for which this Society is organized is charitable. It is organized exclusively for the documentation, collection, arrangement, recordation, marking, preservation and dissemination of historic materials, data and places relative to the history of Port St. Lucie. The Society's purpose includes to:

- (a) stimulate government, business and public awareness of and appreciation for the importance of the history of Port St. Lucie to the residents of Port St. Lucie and St. Lucie County;
- (b) encourage and facilitate opportunities for residents to participate in activities relevant to the preservation of the history of Port St. Lucie;
- (c) encourage and facilitate opportunities for residents to participate in and support the historical research of Port St. Lucie;
- (d) promote the development of Port St. Lucie's historical institutions;
- (e) assess the historical and archeological surroundings of Port St. Lucie;
- (f) support and facilitate the preservation and growth of Port St. Lucie's resources;
- (g) coordinate, promote and conduct programs concerning the history of Port St. Lucie;
- (h) work toward the creation and operation of a museum of the history of Port St. Lucie;
- (i) provide assistance to historians and historic institutions to the extent possible;
- (j) encourage historic education in schools, colleges, universities and other educational institutions in St. Lucie County..

- (k) receive and make contributions, to the extent possible, to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; and
- (l) conduct all of its activities in compliance with Chapter 617, Florida Statutes, entitled "Corporations Not For Profit", as the same may be, from time to time, amended.

ARTICLE IV ADOPTION OF BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles. The Bylaws of the Society shall contain provisions for the regulation and management of the affairs of the Society not inconsistent with federal, state, county and/or local law or these Articles. Any provision set forth in the Articles need not be set forth in the Bylaws. These Articles need not set forth any of the Society's powers enumerated in the Act.

ARTICLE V COMPLIANCE WITH LAWS, ARTICLES OF INCORPORATION AND BYLAWS

The Board of Directors, Officers and Members of the Society shall, at all times, recognize and comply with all applicable federal, state, county and local laws, codes and ordinances, and recognize and comply with the Society's Articles and Bylaws, as the same may be, from time to time, amended.

ARTICLE VI GENERAL POWERS

The general powers of the Society are to collect and expend funds and function otherwise solely and exclusively for the benefit of the purposes set forth in these Articles and the Bylaws and to have all other powers conferred upon a not for profit corporation by the laws of the State of Florida, except as prohibited herein or in the Bylaws.

ARTICLE VII MEMBERSHIP IN AND MANAGEMENT OF THE SOCIETY

The Society is authorized to elect or appoint directors as authorized under Chapter 617, Section 617.0801 through 617.08101, of the Florida Statutes, as the same may be, from time to time, amended. The general management of the affairs of the Society shall be vested in the Board of Directors, comprised of Members. The number of Directors of the Society constituting the entire Board of Directors shall be seven (7).

ARTICLE VIII LIMITATION ON DISTRIBUTION OF ASSETS AND/OR NET EARNINGS

No part of the net earnings of the Society shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the Society 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 Article III hereof. No substantial part of the activities of the Society shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Society shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Society shall not: (a) carry on any 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 or the corresponding section of any future federal tax code or by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code; or (b) engage in any activities or exercise any powers that are not in furtherance of the purposes of this Society except to an insubstantial degree.

Upon dissolution of the Society, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government for a public purpose. Any assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county where the principal office of the Society is then located, to an organization or organizations organized and operated exclusively for tax exempt purposes to be used exclusively for such purposes.

ARTICLE IX DISSOLUTION

Upon dissolution of the Society, after provision for creditors and payment of all costs and expenses of such dissolution, all of its remaining assets shall be distributed as prescribed by Florida Statute(s).

ARTICLE X INDEMNIFICATION

The Board of Directors, Officers, Assistant Officers and Committee Members shall not be liable to each other or the Society for any errors or omissions, including errors of judgment, or any acts or omissions made in good faith as such while serving the Society in any of the afore stated capacities. The Society shall indemnify and hold harmless its Directors, Officers, Assistant Officers and Committee Members except for any action taken that is contrary to the provisions of these Articles, the Bylaws and/or federal, state, county or local law.

ARTICLE XI AMENDMENT OF THE ARTICLES

These Articles may be altered, amended or repealed in the manner provided by law, except as may be provided herein. Additionally, each amendment shall be approved in advance by the Board of Directors at any meeting called for that purpose (in addition to other business) by at least a two-thirds (2/3) majority of the current sitting members of the Board of Directors, unless all of the current sitting members of the Board of Directors sign a written statement unanimously manifesting their intention that such amendment of these Articles be made.

ARTICLE XII NOTICES

Notice of meetings shall be given as provided in the Bylaws and in compliance with the Act.

ARTICLE XIII CONFLICT OF PROVISIONS

In the event that any portion of these Articles conflicts with any federal, state, county or local law, that portion shall be subordinated to the law and effect shall be given to the intent manifested by the portion held invalid or inoperative, and the remainder of said Articles shall remain valid and operative. In the event of a conflict between the Articles and the Bylaws, the Articles shall govern.

The foregoing Articles were duly amended, restated and adopted by the Board of Directors of the Port St Lucie Historical Society, Inc., a Florida Not For Profit Corporation, and they replace any and all such previous Articles of the Port St Lucie Historical Society, Inc., filed or otherwise.

Signed and dated:

Chairperson:  Date: 12/1/08

Secretary:

Jan H. Beyer

Date:

12/1/08

SUBSCRIBED AND SWORN TO before me the above-signed Directors have executed these Articles of Incorporation this 1 day of December, 2008.

They are personally known to me or have produced _____ (type of identification) as identification.

Nancy Jo Jaeger
Notary Public



**Articles of Amendment
to
Articles of Incorporation
of**

THE PORT ST. LUCIE HISTORICAL SOCIETY, INC.

(Name of corporation as currently filed with the Florida Dept. of State)

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

These Articles of Incorporation have been amended in their entirety.

(Attach additional pages if necessary)
(continued)

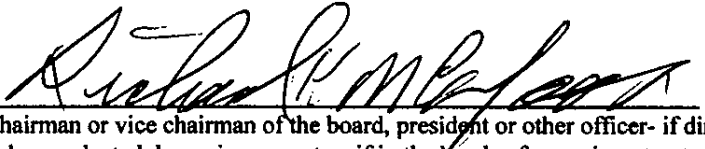
The date of adoption of the amendment(s) was: November 25, 2008

Effective date if applicable: November 25, 2008
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (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.

Signature



(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Richard McAfoos

(Typed or printed name of person signing)

Chairperson

(Title of person signing)

FILING FEE: \$35