

# Reflections of Manatee, Inc.

# N 97000002753

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

Dear Sirs,

We have enclosed Reflections of Manatee, Inc. Restated Articles of Incorporation for filing in accordance with Florida Statute 617.1007 and Florida Statute 617.01201.

These articles were duly adopted by a majority vote of the Board of Directors on the 30th day of May 2002, in accordance with the By Laws of this Corporation.

-There is no change in the status of Registered Agent. Questions or concerns may be addressed to Trudy Williams, Registered Agent, 322 14th Street East, Bradenton, Florida 34208. Phone 941-746-2035.

Enclosed is the \$35.00 filing fee and \$8.75 for a certified copy. Total paid to you \$43.75.

Sincerely,



Jeffrey M. Williams  
President

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OCT 25 PM 2:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1302 4th Avenue East, Bradenton, Florida 34208 <sup>ad</sup> 10-2: <sub>ame</sub>



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

September 24, 2002

TRUDY WILLIAMS  
322 14TH STREET EAST  
BRADENTON, FL 34208

SUBJECT: REFLECTIONS OF MANATEE INC.  
Ref. Number: N97000002755

We have received your document for REFLECTIONS OF MANATEE INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must state that there are no members or members entitled to vote.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6908.

Anna Chesnut  
Document Specialist

Letter Number: 302A00054215

## Reflections of Manatee, Inc.

1302 14th Ave. E.  
Bradenton, Fl. 34208

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Phone 941-746-2035  
Fax 941-746-2035

October 22, 2002

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314  
Ref. Number N97000002755

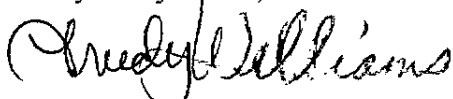
This letter is in reply of your Sept. 24, 2002 correspondence with regards to the Re-Statement of Articles of Incorporation's for Reflections of Manatee, Inc.

On September 21, 2002 a meeting of the General Membership was held in which a majority of members were present at a duly held meeting. A vote was taken to accept the Restated Articles of Incorporation and Bylaws; and was passed.

No changes are made as to the Registered Agent. Information may be obtained from her with regards to the Corporation. Mrs. Trudy Williams, 322 14th St. E. Bradenton, Florida 941-746-2035.

You are in receipt of our check for \$43.75, which covers the \$35.00 filing fee, \$8.75 for a certified copy. There are not more than 8 pages. According to your letter we had within 60 days of receipt of it to comply and this letter establishes that fact.

Thank you for your time,



Trudy Williams, Registered Agent  
Reflections of Manatee, Inc.

Enclosed: Original Re-Statement of Articles of Incorporation for Reflections of Manatee, Inc.

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DIVISION OF CORPORATIONS

**RESTATED ARTICLES OF INCORPORATION  
OF  
REFLECTIONS OF MANATEE INC.**

**Article I**

**Corporate Name**

The name of the corporation is Reflections of Manatee Inc.

**Article II**

**Corporate Address**

The corporate address shall be 1302 14th Avenue East Bradenton, Florida 34208

**Article III**

**Corporate Nature**

This is a not-for-profit corporation organized solely for the conservation of properties for public benefit, for the protection of historically significant structures, sites and items, for environmentally sensitive and archaeologically important properties and educational, cultural, historical, or charitable purposes which assist others in the same. To operate in such a manner which will gain financial resources to assist in this nature by the selling or trading, of antiques or collectibles, or other items which will assist in gaining financial resources, or for the renting of structures whether historically used or not, for said purposes, and to provide space for the demonstration and exhibits of such items to others, or in any other manner which would assist in this process, pursuant to the Florida, Not-For-Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

**Article IV**

**Duration**

The term of existence of the Corporation is perpetual.

**Article V**

**General and Specific Purposes**

The specific and primary purposes for which this corporation is formed are:

A. For the conservation of lands designated for public use or benefit, either historical or not, either environmental or not; which provide for green-way and open space within the State of Florida, or which provide educational or recreational benefit, or which provide the financial resources to further the goals set forth within this document with regards to conservation of these lands, preservation of sites or items of interest, and especially but not limited to properties once known as being located within the extinct Town of Manatee, or adjacent to the Manatee River and

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TALLAHASSEE, FLORIDA

the Manatee Mineral Spring, or lands which were intermingled with the lives of those individuals who made a contribution to the history of Manatee County, Florida.

B. To protect from destruction, sites, structures and items of historical significance and to restore to original or natural state those sites structures and items whose value:

1. is associated with events that have made a significant contribution to the broad patterns of history.
2. stems from the lives of persons significant to our past, especially those who lived in Florida.
3. embodies the distinctive characteristics of a type, period, or method of construction or represents the work of a master, or possesses artistic values, or represents a significant and distinguishable entity.
4. has yielded or is likely to yield information important to history or pre-history, or information with regards to individuals who were formally residents of the settlement on the Manatee River.

C. To work with governmental agencies, assisting in meeting the requirements of comprehensive plans, namely to provide protection and conservation of lands/properties for public benefit. The properties will assist Reflections of Manatee in educating the public about history, or will gain the financial resources needed to assist Reflections of Manatee, Inc. or others in fulfilling the nature of this corporation..

D. To promote the care, rehabilitation, exhibit or demonstration of historically significant properties, sites, structures, items of historical interest, items of interest, or items of educational benefit, and especially to provide resources for these purposes.

E. For the distribution of funds which will provide the resources enabling the fulfillment of these obligations set forth within this document, and for general educational, cultural, historical, and charitable related, which benefit the public.

F. To operate exclusively in any other manner for which will qualify it as an exempt purpose under Section 501(C)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal rule qualified as tax exempt organizations purposes under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

## **Article VI**

### **General and Specific Powers**

In addition to any powers provided by Chapter 617, Florida Statutes, as the same may be from time to time amended, or and other Florida Statue, the Corporation shall have the following powers:

A. To receive by gift, devise, bequest, grantor, or purchase any money, security, real or personal property, or any other thing of value, absolutely or in trust, to be used, whether the principal or income therefrom, immediately or in trust, commensurate with the guidelines of this corporation.

B. To hold, use, dispose of, invest, manage, disburse, and properly account for asset subject of it's control.

C. To the extent permitted by law, to act and perform the duties of trustee or to act in any other fiduciary capacity under deed or trust, will, codicil, agreement, or other instrument, and to obligate itself to perform and execute any and all such conditions or trusts.

D. To borrow, raise money either in a historical manner or not, and to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills, of exchange, warrants, bonds, debentures, and other negotiable and non-negotiable instruments and evidences of indebtedness, and to secure payment thereof and interest thereon by mortgage, pledge, conveyance, or other assignments in trust, in whole or in part, of the assets of the corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired, where the

assets to be encumbered are not subject to limitations which would prohibit those actions, and,

E. To do everything necessary proper, advisable, or convenient for the accomplishment of any of the purposes of the attainment of any of the powers herein set forth, and to do every other act and thing incidental thereto and connected therewith, to the extent permitted by the law.

## **Article VII**

### **Membership**

A. Individuals who have demonstrated their union with the objectives and purposes of this corporation may be members.

B. The qualification for members and the manner of their admission shall be regulated by the By-laws of this corporation.

## **Article VIII**

### **Management Of Corporate Affairs**

A. Board of Directors The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors, consisting of not less than four (4) nor more than fifteen (15). The initial number of Directors of the Corporation shall be four (4); provided however, that such a number may be changed by the By-laws duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of the members at which time an election of Directors shall be held.

Directors shall be selected and elected in the following manner:

1. The remaining Directors shall nominate persons for said vacancies of the Board of Directors. Said names shall be submitted to the membership as persons eligible to be elected to the Board of Directors.
2. The length of terms for the foresaid Directors shall not be limited, but shall be set on a yearly basis by a vote from the existing Board Members.
3. Husband and Wife shall not serve together as Board of Director Members.

## **Article IX**

### **Earnings And Activities of the Corporation**

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments or distributions in furtherance of the purpose set forth in Article IV hereof.

B. 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) political campaigns on behalf of any candidate for public office.

C. Notwithstanding any other provisions of these activities, the corporation shall not carry on any other activities

not permitted to be carried on (a) by the corporation exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Law or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 ( or Corresponding provision of any future United States Internal Revenue Law.

D. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

## **Article X**

### **Distribution of Assets**

Under dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all the assets of the corporation to the State of Florida or an affiliate of the State of Florida thereof, or to a Not-for-Profit Corporation of the Board of Directors choice at the time of dissolution, be used exclusively for educational, cultural, historical, and charitable, or specific purposes as shall at the time qualify as an exempt organization and purpose of organizations which are under (501 (c) (3), (or corresponding exempt organizations) of the Internal Revenue Code of 1954, or corresponding provisions of any future United States Internal Revenue Law. Any such assets not so disposed of shall be disposed of by the court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes.

## **Article XI**

### **Amendments of the By-Laws**

Subject to the limitations set forth in the Florida Not-for-Profit Corporation Act of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-laws of this corporation may be made, altered, rescinded, added to, or new By-laws may be adopted, by a resolution of the Board of Directors. The By-laws shall operate to carry out the purposes of the Corporation and to facilitate the operational procedures thereof. A vote of two-thirds (2/3) of the members of the Board of Directors present at a duly held meeting of the Board of Directors shall be required to effect any alteration, or change of amendment. The By-laws or any subsequent change thereto shall be made known to the membership or by following the procedure set forth therefor in the By-laws.

## **Article XII**

### **Dedication of Assets**

The property of this corporation is irrevocably dedicated to the conservation of lands for public use, general educational, cultural, historical, or charitable purposes which assist others in the same purposes, and no part of the net income or assets of this corporation shall ever inure to the personal benefit of any director, officer, or member thereof.

## **Article XIII**

### **Registered Office And Agent**

The address of the corporation's registered office shall be 322 14th St. E. Bradenton, Florida 34208-1334. The name of it's Registered Agent at said address shall be Mrs. Trudy Williams.

## Article XIV

### Amendments of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-laws of this corporation. The Articles of Incorporation may be amended by a vote of two-thirds (2/3) of all the members of the Board of Directors, such amendments to be effective upon filing the same with the Secretary of the State of Florida, or such otherwise provided by Law.

## Article XV

### Incorporators

The names and residence addresses of the subscribers of this corporation are:

Jeffrey M. Williams  
322 14th St. E.  
Bradenton, Florida  
34208-1334  
941-746-2035

Joseph St. John III  
4963 Live Oak Dr.  
Sarasota, Florida  
34232-4217  
941-377-9622

Melissa Harlander  
1629 2nd Ave. E.  
Bradenton, Florida  
34208  
941-747-6360

Roger Williams  
219 4th Ave. E.  
Bradenton, Florida  
34208  
941-748-5477

Pamela Gibson  
507 Bay View Dr.  
Holmes Beach, Florida  
34217  
941-778-1594

Jerry King  
4248 Lago Way  
Sarasota, Florida  
34241  
941-377-9428

Lynne Howell  
33410 Singletary Road  
Myakka City, Florida  
34251  
941-322-1311

Angela Baisley  
6113 Regiment Dr.  
Jacksonville, Florida  
32277-3583  
904-762-2033

Instrument Prepared by Reflections of Manatee, Inc. for  
Reflections of Manatee, Inc.  
322 14th St. E.  
Bradenton, Florida, 34208

The undersigned, being the subscriber's and Board of Directors of the Corporation, for the purposes of adopting these new Articles of Incorporation, have met at a duly held meeting, and have voted and have adopted these Articles of Incorporation by a vote of at least two-thirds (2/3) of the current Board of Directors. Such amendments shall become effective upon filing of the same with the Secretary of the State of Florida, or as otherwise provided by law, Executed these Articles of Incorporation this day of May in the year of our Lord 2002. THE AMENDMENT WAS ADOPTED BY THE MEMBERS AND THE NUMBER OF VOTES CAST WAS SUFFICIENT FOR APPROVAL.

Melissa Harlander Secretary May 30, 2002  
Board Director title date

Pamela N. Gibson Director June 26, 2002  
Board Director title date

Board Director title date

Board Director title date



Jeffrey Paul King, Director  
Board Director title date 6-26-02

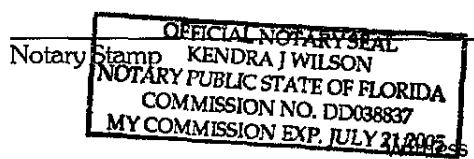
Paul King V.P. 6-11-02  
Board Director title date

Jeffrey Williams  
Jeffrey Williams  
President of The Board of Directors

I hereby Certify that on this 11 day of June, 2002, and that I an officer duly authorized to administer oaths and take acknowledgments; that personally appeared to me Jeffrey Williams to execute this document ( Articles of Incorporation ), and that said Person is personally known to me.

Said Person provided the following type of Identification

Florida Drivers License # W452433490420



Witness my hand and official seal in the County of Manatee State of Florida last forsaid this 11 day of June, 2002 AD

Kendra J Wilson  
Notary Signature  
Kendra J Wilson  
Printed Name