

N 97000006539

Tom Detrick  
Requestor's Name

Address

Panama

City/State/Zip

Phone #

904) 769-0975

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97 NOV 19 PM 3:38

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Art-I-Facts inc. <sup>MUSEUM</sup>  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☒ Will wait ☐ Photocopy ☐ Certificate of Status

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<input checked="" type="checkbox"/>	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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AUTHORIZATION BY PHONE TO

CORRECTED

DATE  
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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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P. Hall NOV 19 1997

Examiner's Initials	
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## ARTICLES OF INCORPORATION

ART-I-FACTS MUSEUM, INC.

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We, the undersigned natural persons over the age of eighteen (18), acting as Incorporators, adopt the following Articles of Incorporation of Art-I-Facts Museum, Inc. (hereinafter referred to as the "Corporation") pursuant to the provisions of the Florida Not For Profit Corporation Act (hereinafter referred to as the "Act").

### **Article I: Name**

The name of the Corporation is Art-I-Facts Museum, Inc.

### **Article II: Principal Place of Business**

The principal place of business and mailing address for the Corporation is:

1125 Beck Avenue  
Panama City, Florida 32401

### **Article III: Purpose**

Said organization is organized exclusively for charitable, religious, educational and scientific purposes, 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, or corresponding section of any future federal tax code. The specific purpose for which Art-I-Facts Museum, Inc. is organized is:

- Section 1. To promote the education and appreciation of the prehistoric and historic anthropology of the Northwest Florida area.
- Section 2. To acquire, own, hold, use, lease, mortgage, pledge, sell, convey or otherwise dispose of property, real or personal, tangible or intangible, in furtherance of the purposes enumerated in Section 1.
- Section 3. To purchase, improve, operate, manage, own, use or lease, in whole or in part, any building or other structure located on real property owned or leased by the Corporation, or by any other person or entity for use as a museum and gallery.
- Section 4. To borrow money, to issue evidences of indebtedness, and to mortgage, pledge and grant security interests in its property.

- Section 5. To enter into and perform, cancel or rescind agreements and contracts of any nature.
- Section 6. To sue and be sued in its own name.
- Section 7. To accept gifts, bequests, contributions, and donations from individuals, corporations, associations, foundations, agencies, or other entities, with or without restrictions.
- Section 8. To carry out its purpose in Florida or elsewhere, in compliance with all applicable laws.
- Section 9. To exercise any and all powers and privileges which it may now or hereafter be lawful for any corporation to exercise, and to have all rights, powers, privileges, and immunities, under and pursuant to the Act, or any other law that now or hereafter may be applicable to the Corporation.
- Section 10. To create by-laws for the government and regulations of the Corporation's affairs.
- Section 11. To do any and all other acts and things necessary, conveniently, or expedient for the furtherance of the purposes for which the Corporation is formed.

Construction and Limitation of Foregoing Sections. The foregoing sections shall be construed as purposes, objects, and powers. The implementation by the Corporation of its purpose and the exercise of its powers shall be subject to the following restrictions:

- (a) It is intended by the provisions of these Articles of Incorporation that the Corporation shall be an organization exempt from federal income taxation under the provisions of Section 501 (c) (3) of the Internal Revenue Code, as now or hereafter amended, and all provisions of these Articles of Incorporation shall be construed so as to effect such intention. The Board of Directors, the officers, and the members shall have no power or authority to do any act which would prevent the Corporation from being an organization described in Section 501 (c) (3).
- (b) Said Corporation is organized for educational and research purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

- (b) Said Corporation will not intervene in any political campaign, will not attempt to influence legislation, and will not engage in any activity not permitted to be carried on by a corporation exempt under Section 501 (c) (3), or by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue Law.

**Article IV: Directors**

- Section 1. The initial Board of Directors shall be composed of four members. The exact number of directors shall be prescribed in the By-Laws; provided, however, that under no circumstances shall the minimum number of directors be less than three and the maximum number of directors be more than seven.
- Section 2. The Directors of the Corporation will be elected at the annual business meeting to serve terms as set out in the By-Laws.
- Section 3. The names and addresses of the initial Board of Directors are:
- Ben Wallis Liggin  
139 Halfacre Lane  
Panama City Beach, Florida 32413  
(850) 234-1368
- Richard Allen Wiles  
1602 Loblolly Lane  
Lynn Haven, Florida 32444  
(850) 265-3496
- Lora Michelle Phillips  
21416 Dolphin Avenue  
Panama City Beach, Florida 32413  
(850) 233-4522
- Tom Detrick  
1125 Beck Avenue  
Panama City, Florida 32401  
(850) 769-0975

**Article V: Registered Agent**

The registered agent for the corporation is:

Tom Detrick  
 1125 Beck Avenue  
 Panama City, Florida 32401

I hereby accept the duties and responsibilities as registered agent.

Signed: Tom Detrick

**Article VI: Incorporator**

The incorporator is Tom Detrick.

Signed: Tom Detrick

**Article VII: Effective Date and Period of Existence**

The effective date for the corporation is upon receipt of these Articles of Incorporation by the Department of State. The period during which the Corporation shall continue is perpetual.

**Article VIII: Membership**

There will be two classes of members: voting and associate.

Section 1. Voting members shall consist of those persons who are the initial members of the Board of Directors of the Corporation and of those persons who are duly appointed and qualified as Board of Directors of the Corporation. Any member who ceases to be a member of the Board of Directors shall cease to be a voting member.

Section 2. Associate members shall consist of those persons, businesses, institutions, or organizations that have paid rightful dues for membership as specified in the By-laws.

Section 3. Each voting member shall be entitled to one vote upon each question which may properly come before the Board of Directors of the Corporation.

**Article IX: Statement of Property**

Said Corporation is organized upon a non-stock basis. Said Corporation is to be financed through contributions, memberships, contracts, grants, gifts, bequests, and revenue from the sale of products and services.

No part of net earnings of the organization shall inure to the benefits of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**Article X: Provisions for Regulation and Conduct of the Affairs of the Corporation**

Other provisions, consistent with the laws of Florida, for the regulation and conduct of the affairs of the Corporation, and creating, defining, limiting, or regulating the powers of the Corporation, of the directors, or of the members or any class or classes of members are as follows:

- Section 1. Authority of the Board of Directors. Subject to the express provisions of the Act and to these Articles of Incorporation, the Board of Directors shall have complete and plenary power to manage, control, and conduct all of the affairs of the Corporation, to exercise all of the powers, rights, and privileges of the Corporation, and to do all acts and things which may be done by the Corporation without limitation and without any vote or other action by the members.
- Section 2. Election of Directors. At each annual meeting of the members, the Voting members shall elect directors to hold office until the next succeeding annual meeting. Each director shall hold office for the term for which he/she is elected and until his/her successor is elected and qualified, unless he/she shall die, resign, or be removed. Vacancies occurring in the Board of Directors shall be filled in the manner prescribed in the By-Laws.

- Section 3. Meetings. Meetings of the Board of Directors and the members may be held either within or without the State of Florida as provided from time to time by the By-Laws.
- Section 4. Removal of Directors. Any or all of the Board of Directors may be removed, with or without cause, at a meeting called expressly for that purpose, by a majority vote of the members then entitled to vote at an election of Directors.
- Section 5. Nonliability of Members and Directors. No member or Director of the Corporation shall be liable for any of its obligations.
- Section 6. Indemnification. To the extent not inconsistent with Florida law as in effect from time to time every person (and the heirs and personal representatives of such person) who is or was a Director, officer, or employee of the Corporation shall be indemnified by the Corporation against all liability and responsible expense that may be incurred by him in connection with or resulting from any claim, action, suit, or proceeding (i) if such director, officer, or employee is wholly successful with respect thereto or (ii) if not wholly successful, then if such director, officer, or employee is determined to have acted in good faith in what he reasonably believed to be the best interests of the Corporation and, in addition, with respect to any criminal action or proceeding is determined to have had no reasonable cause to believe that his conduct was unlawful. The termination of any claim, action, suit, or proceeding by judgment, settlement (whether with or without court approval) or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that a director, officer, or employee did not meet the standards of conduct set forth in this section.
- Section 7. Amendments. The Corporation shall have the power to amend or repeal any provision contained in its Articles of Incorporation and By-Laws to the extent and in the manner prescribed by the Act.
- Section 8. Upon the dissolution of the organization, assets 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.

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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I, the undersigned, do hereby execute these Articles of  
 Incorporation and certify the truth of the facts herein stated, this the 18<sup>th</sup> day  
 of November, 1997.

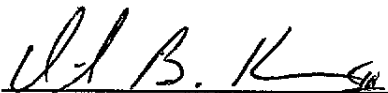


Tom Detrick  
 Florida Drivers License AS ID

STATE OF FLORIDA  
 BAY COUNTY

Before me, a Notary Public in and for said County and State, personally  
 appeared the above incorporator and acknowledged the execution of the  
 foregoing Articles of Incorporation.

Witness my hand and Notarial Seal.



Notary Public

DANIEL B. KNIGHT, III  
 Notary Public - State of Florida  
 My Commission Expires: 5-9-99  
 Commission #CC461240

My commission expires: \_\_\_\_\_