

# N 99000004147

## TRANSMITTAL LETTER

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

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-07/09/99--01038--015  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

**SUBJECT:** HOLLYWOOD RAILROAD STATION MUSEUM, INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JUL -9 PM 1:16

APPROVED  
AND  
FILED

Mr. Anthony Campos

**FROM:** Museum Director

Name (Printed or typed)

Hollywood Railroad Station

3001 Hollywood Blvd.

Address

Hollywood, Florida 33021 - 7046

City, State & Zip

954/ 985-0780

Daytime Telephone number

RECEIVED

99 JUL -9 AM 11:04

**NOTE:** Please provide the original and one copy of the articles.

8/9/99

**ARTICLES OF INCORPORATION**  
**of**  
**HOLLYWOOD RAILROAD STATION MUSEUM, INC.**

Articles of Incorporation of the undersigned, under and by virtue of the provisions of the State of Florida, pursuant to Chapter 617, thereto relating to corporations under the Florida Not for Profit Corporation Act, do hereby incorporate ourselves with all the rights and privileges granted by the State of Florida, and do hereby adopt Articles of Incorporation, as follows:

**ARTICLE I NAME:**

The name of the corporation shall be:  
Hollywood Railroad Station Museum, Inc.

**ARTICLE II PRINCIPAL OFFICE:**

The principal place of business and mailing address of this corporation shall be:  
3001 Hollywood Blvd., Hollywood, Florida 33021 - 7046

**ARTICLE III PURPOSE(S):**

The specific purpose(s) for which the corporation is organized are:

The Corporation shall be a non-profit educational museum operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, which purposes shall include, but not limited to, the acceptance from any party, from time to time, of contributions and the deriving of income therefrom to be used or applied exclusively (i) for an educational railroad museum; (ii) to procure and dispense information to the public in general; (iii) to preserve, maintain, exhibit and operate railroad equipment of historical value and significance; (iiii) to encourage and promote an interest in railroad history and development, past and present, and to preserve specimens of all types of equipment and facilities used in the operation of railway systems; (iiiii) to accept and receive voluntary contributions of railway equipment; (iiiiii) to cooperate with and aid the Big Pine and Sawgrass Model Railroad Association and the Boy Scouts of America, South Florida Council (non-profit 501(c)(3) organizations) with their railroading merit badge and community programs. To conduct all its affairs with the highest decorum befitting the Museum's association with the City of Hollywood.

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TALLAHASSEE, FLORIDA  
APPROVED  
AND  
FILED

The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal tax pursuant to section 501(c)(3) of the Internal Revenue Code and to which deductible contributions may be made under sections of the Internal Revenue Code, as applicable. No part of the assets or the net earnings of the Corporation shall inure to the benefit of any officer, director, member, or any other person. No substantial part of activities of the Corporation shall be dedicated to attempting to influence legislation by propaganda or otherwise. The Corporation shall not participate or intervene in any political campaign for or on behalf of any candidate for public office.

Unless otherwise indicated, as used in this Article III and hereinafter in these Articles of Incorporation, all sections references are to the Internal Revenue Code, as amended, including any corresponding provisions of any subsequently enacted federal tax laws.

#### ARTICLE IV MANNER OF ELECTION OF DIRECTORS:

The governing of the corporation shall be vested in a BOARD OF DIRECTORS, who shall be members of the corporation, and such officers and committees as said BOARD OF DIRECTORS may appoint in conformity with those articles and with the bylaws of this corporation. The BOARD OF DIRECTORS shall consists of five ( 5 ) directors who shall be nominated and elected in the manner described in the BYLAWS. Directors will not receive compensation for their services as Directors.

The names and addresses of the Directors constituting the first board who shall hold office until their successors have been elected or appointed at the first Annual Meeting of the Members of the Corporation, and until such successors have qualified, are as follows:

##### Board of Directors:

Sy Shapiro	3001 Hollywood Blvd., Hollywood, Florida, 33021-7046
Robert Leonard	3001 Hollywood Blvd., Hollywood, Florida, 33021-7046
Joseph Berger	3001 Hollywood Blvd., Hollywood, Florida, 33021-7046
Anthony Campos	3001 Hollywood Blvd., Hollywood, Florida, 33021-7046
Robert Taylor	3001 Hollywood Blvd., Hollywood, Florida 33021-7046

**ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS:**

The name and street address of the registered agent is:

Joseph Berger, 3001 Hollywood Blvd., Hollywood, Florida 33021-7046

**ARTICLE VI OFFICERS:**

The officers of the Corporation shall be a President, Vice President, Past President, Secretary, Treasurer, Museum Director, Museum Curator, Museum Historian and such other officers as the BOARD OF DIRECTORS may, from time to time by resolution, create. Officers will not receive compensation for their services as officers.

The names and addresses of the Officers constituting the first officers who shall hold office until their successors have been elected or appointed at the first Annual Meeting of the Members of the Corporation, and until such successors have qualified, are as follows:

**Officers:**

President	Sy Shapiro	3001 Hollywood Blvd., Hollywood, Fl. 33021
Vice President	Robert Leonard	3001 Hollywood Blvd., Hollywood, Fl. 33021
Past President	Vacant	
Secretary	Robert Taylor	3001 Hollywood Blvd., Hollywood, Fl. 33021
Treasurer	Joseph Berger	3001 Hollywood Blvd., Hollywood, Fl. 33021
Museum Director	Anthony Campos	3001 Hollywood Blvd., Hollywood, Fl. 33021
Museum Curator	Ray Delpapa	3001 Hollywood Blvd., Hollywood, Fl. 33021
Museum Historian	Seth Bramson	3001 Hollywood Blvd., Hollywood, Fl. 33021

Officers shall be elected by the directors at their organizational meeting, which will be held immediately upon their election to the board by the members.

#### ARTICLE VII BYLAWS:

The Board of Directors of this Corporation shall adopt, amend or repeal BYLAWS, provided, however, that any BYLAW may be amended by the vote of the membership at any monthly meeting or any special meeting called for that purpose.

#### ARTICLE VIII MEETINGS:

The Monthly MEETINGS of the Board of Directors and of the members of the Corporation shall be held on the date prescribed in the BYLAWS, the hour and place to be set by the Board of Directors.

#### ARTICLE IX MEMBERS:

The qualification for members and the manner of their admission shall be regulated by the BYLAWS of the Corporation, which may establish different classes of membership and may limit any voting rights to one or more of such classes.

#### ARTICLE X POWERS:

The Corporation shall have the following powers:

1. All of the statutory powers of a corporation not-for-profit under the Laws of the State of Florida.
2. To administer, enforce, execute and perform all of the acts, functions, rights and duties provided in these Articles and in the Bylaws for the operation and maintenance of this corporation, including but not limited, to the following:
  - a. To own, purchase, mortgage, lease, administer, manage, operate, maintain, improve, repair and/or replace real and personal property.
  - b. To acquire model railroad train layouts and historic railroad equipment, facilities and items.

- c. To obtain information and material to present to the public that explains the models and the history of railroads.
- d. To solicit and accept donations from the public to help defray the costs of operating the museum and programs as outlined in this Article, and to borrow money for the purposes of carrying out the purposes and duties of the Museum.
- e. To obtain insurance to protect the Museum against loss, and to pay any taxes assessed against the property owned by and/or the responsibility of the Museum, and to apply for exemptions from any taxes that could be assessed.
- f. To employ personnel necessary to perform the obligations, services, and duties required of or performed by the Museum and for the proper operation of the properties for which the Museum is responsible, or to contract with others for the performance of such obligations, services, and/or duties.
- g. To enter into any leases necessary for the proper housing and operation of the Museum.
- h. To establish, under a schedule made by a Museum committee in conjunction with the City of Hollywood, and to collect, an admission fee for entry to the Museum for out of state residents.
- i. To protect and ensure that the private property of the members of this corporation shall not be liable for the debts of this corporation but shall be wholly exempt therefrom.

#### ARTICLE XI TERM:

The Corporation shall have perpetual existence.

#### ARTICLE XII INDEMNIFICATION:

Every director and officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including attorneys' fees, reasonably incurred by, or imposed upon him, in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer of the corporation. He will be protected by this indemnification whether or not he is an officer or director at the time such expenses are incurred, except in such cases where he is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. However, in the event of a settlement, indemnification shall apply only when the Board approves such settlement and reimbursements as being in the corporation's best interests. This right of indemnification shall be in addition to, and not exclusive of, any other right of indemnification to which an officer or director may be entitled.

#### ARTICLE XIII DISSOLUTION:

Upon dissolution, all of the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed for an exempt purpose to any organization which shall then be qualified for exemption under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, as applicable, or to the federal government, or to a state or local government for a public purpose. None of the assets shall be distributed to any officer, director, or member of the Corporation, or any other person or organization not described in the preceding sentence.

#### ARTICLE XIV AMENDMENTS TO ARTICLES:

These Articles may be amended by a majority of the BOARD OF DIRECTORS until the first Board is elected by the Members.

Thereafter, these articles may be amended as follows:

1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered, along with a copy of the proposed amendment.

2. A resolution approving a proposed amendment may be proposed by either the Board of Directors or Officers.



ARTICLE XV INCORPORATOR:

The name and address of the Incorporator to these Articles of Incorporation is:

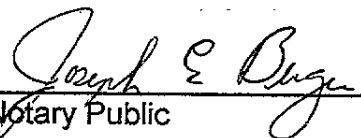
Anthony Campos      3001 Hollywood Blvd., Hollywood, Florida 33021-7046

IN WITNESS WHEREOF, I have executed these Articles of Incorporation of Hollywood Railroad Station Museum, Inc., this 7 day of July, 1999.

  
\_\_\_\_\_  
Anthony Campos / Incorporator

STATE OF FLORIDA      )  
   )    SS:  
COUNTY OF BROWARD    )

The foregoing instrument was acknowledge before me this 7<sup>th</sup> day of JULY 1999 by Anthony Campos, as Incorporator of Hollywood Railroad Station Museum, Inc., a Florida not for profit corporation.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:  
MAY 20, 2002



Joseph E. Berger  
MY COMMISSION # CC719539 EXPIRES  
May 20, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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: Hollywood Railroad Station Museum, Inc.
2. The name and address of the registered agent is: Joseph Berger of  
3001 Hollywood Blvd., Hollywood, Florida 33021-7046

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 obligations of my position as registered agent.

  
\_\_\_\_\_  
Joseph Berger, Registered Agent

Date: July 7, 1999

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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APPROVED  
AND  
FILED