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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## TRANSMITTAL LETTER

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

SUBJECT: WEST NASSAU GENEALOGICAL SOCIETY, 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

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: LOITA PHILLIPS  
Name (Printed or typed)

54123 LISA DR.  
Address

CALLAHAN FL 32011  
City, State & Zip

904-879-2112  
Daytime Telephone number

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

**ARTICLES OF INCORPORATION**  
of  
**West Nassau Genealogical Society, Inc.**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation shall be **West Nassau Genealogical Society, Inc.**

**ARTICLE II. BUSINESS AND MAILING ADDRESS**

The principal place of business and the mailing address of this corporation is:

54123 Lisa Drive  
Callahan, FL 32011

**ARTICLE III. CAPITAL STOCK**

The corporation is authorized to issue one class of stock, having a par value of \$1.00 per share. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock.

**ARTICLE IV. REGISTERED AGENT**

The name and street address of the initial registered office of the corporation shall be:

Loita W. Phillips  
54123 Lisa Drive  
Callahan, FL 32011

**ARTICLE V. PURPOSE**

The purpose of this Society is educational and is devoted exclusively to furthering genealogical research and promoting interest in family history.

## **ARTICLE VI. DEDICATION OF ASSETS**

The properties and assets of the Society are irrevocably dedicated to educational purposes, and upon dissolution, shall be contributed to another charitable organization. The regulation of these assets shall be governed by the By-Laws of the Society.

## **ARTICLE VII. INCORPORATORS**

The names and street addresses of the incorporators of the corporation shall be:

Jean Mizell  
5041 Dorman Place  
Callahan, FL 32011

Loita W. Phillips  
54123 Lisa Drive  
Callahan, FL 32011

## **ARTICLE VIII. LIMITATION OF LIABILITY**

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

## **ARTICLE IX. SELF DEALING**

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

**ARTICLE X. EFFECTIVE DATE**

The effective date of incorporation shall be December 1, 2003.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 14~~th~~ day of November, 2003.

Incorporator: Jean Mizell

Signature: Jean Mizell

Incorporator: Loita W. Phillips

Signature: Loita W. Phillips

**CERTIFICATE OF DESIGNATION**  
of  
**REGISTERED OFFICE AND REGISTERED AGENT**

**FILED**  
03 NOV 24 PM 5: 32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant The Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

**I. NAME**

The name and address of the corporation's registered agent and registered office is:

Loita W. Phillips  
54123 Lisa Drive  
Callahan, FL 32011

Having been named as the 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 the obligations of my position as registered agent.

Signature of Registered Agent: Loita W. Phillips

Date of Signature: November 14, 2003