

ARTICLES OF INCORPORATION
OF
FRIENDS OF THE STATE LIBRARY AND ARCHIVES OF FLORIDA,
INC.

ARTICLE I

NAME AND PRINCIPAL ADDRESS

The name of this corporation is Friends of the State Library and Archives of Florida, Inc., and its principal address shall be R.A. Gray Building, 500 South Bronough Street, Tallahassee, Florida 32399

ARTICLE II

TERMS OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE III

INCORPORATORS

The name and business address of the Incorporator is as follows:

R. Allen Miller
R.A. Gray Building
500 South Bronough Street
Tallahassee, Florida 32399

The rights and interests of the Incorporator shall automatically terminate when Articles are filed with the Secretary of State.

ARTICLE IV

PURPOSE

1. This corporation is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, 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. More particularly, this corporation is organized to conduct programs and activities; raise funds; request and receive grants, gifts, and bequests of money; acquire, receive, hold, invest, and administer, in its own name, securities, funds, objects of value, or other property, real or personal; and make expenditures to or for the direct or indirect benefit of the Department of State, Division of Library and Information Services (from here on known as the State Library and Archives of Florida), or individual program units of State Library and Archives of Florida.

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TALLAHASSEE, FLORIDA

2. The corporation is organized and shall operate exclusively to solicit, receive, hold, invest, and administer funds and property, including those of the State Library and Archives of Florida, subject to the approval of the Department of State, and make expenditures to or for the interpretation of the collections, maintenance, and upkeep of the State Library and Archives of Florida in a manner consistent with the policies and goals of the Department of State in accordance with Florida Statute 257.

3. Notwithstanding anything herein to the contrary, this corporation may exercise any and all, but no other, powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code. This corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

4. No part of the income, net earnings, or principal of this corporation shall inure to the benefit of, or be distributed to any director or officer of the corporation or any other person in such a fashion as to constitute an application of funds not in furtherance of a purpose of exempt organizations described in Section 501(c)(3) of the Internal Revenue Code.

5. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

6. In the event of the complete or partial liquidation or dissolution of this corporation, whether voluntary or involuntary, no director or officer shall be entitled to any distribution or division of this corporation's property or its proceeds, and the balance of all assets and other property received by the corporation from any source, after the payment of all debts and obligations of this corporation, shall revert to the Department of State, State Library and Archives of Florida to be distributed exclusively to an organization or organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code, or to federal state or local government for exclusive public purposes.

ARTICLE V

DISSOLUTION

1. Upon the dissolution of the corporation, assets shall revert to the Department of State, State Library and Archives of Florida, or its successor agency, to be used exclusively for the purposes hereinabove set forth, provided that such does not impair or destroy the tax exempt status to donations, contributions, legacies, or dues received by this corporation to the extent that such tax exempt status shall be allowed under any applicable law or regulation.

2. Notwithstanding anything herein to the contrary, the assets of the corporation are hereby irrevocably dedicated to charitable or educational use; accordingly, in the event the Department of State, State Library and Archives of Florida, or its successor, fails to qualify to receive or otherwise fails to accept the corporation's assets upon dissolution, the residual assets of the corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Section 501 (c)(3) and Section 170 (c)(2) of the Internal Revenue Code or corresponding section of any prior or future law, or to a federal, state or local government for exclusive public purposes.

ARTICLE VI

BOARD OF DIRECTORS

1. The affairs of the corporation are to be managed initially by a Board of Directors of three (3). Additional directors in any odd number may be added to the Board for terms of office as set forth in the duly adopted bylaws. Directors shall be appointed by the Secretary of State.
2. The names and addresses of the individuals, each of whom are 18 years of age or older, to serve on the initial Board of Directors are as follows:

R. Allen Miller
2222 Colonial Road, Suite 200
Fort Pierce, FL 34950

Sharon Hartman
3916 Wood Green Way
Tallahassee, FL 32309

Doris J. Lewis
645 Yucca Road
Naples, FL 34102

3. The initial Executive Committee officers of the corporation shall be the President, Secretary and Treasurer. Other officers and assistant officers may be created from time to time by the Board of Directors. The officers shall be elected annually by the Board of Directors, or as otherwise set forth in the duly authorized bylaws of the corporation.

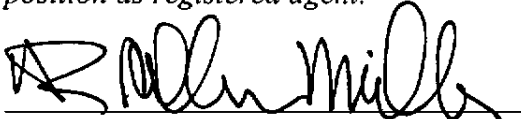
ARTICLE VII

INITIAL REGISTERED AGENT AND STREET ADDRESS

1. Pursuant to Sections 617.0202 and 617.0501, Florida Statutes, the following is submitted in compliance with the Florida Not For Profit Corporation Act: That the

FRIENDS OF THE STATE LIBRARY AND ARCHIVES OF FLORIDA, INC., desiring to organize under the laws of the State of Florida, with its principal office at Tallahassee, Florida, has named R. Allen Miller, R.A. Gray Building, 500 South Bronough Street, Tallahassee, Florida 32399 as its agent to accept service of process within the state.

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 the obligations of my position as registered agent.



Signature of Registered Agent

_____ Date

ARTICLE VIII

ADMINISTRATION

The State Library and Archives of Florida may support the establishment of this corporation as defined in Section 257.43 of the Florida Statutes. This corporation is organized, and shall be operated, on a non-stock basis.

ARTICLE IX

MEMBERSHIP

1. The qualifications for members and the manner of their admission shall be regulated by the bylaws of the corporation.
2. Membership shall be without the right to vote on the affairs of the corporation.
3. The corporation shall provide for equal membership and employment opportunities to all persons regardless of race, color, religion, sex, age, disability, or natural origin.

ARTICLE X

BYLAWS

The Board of Directors, by majority vote, are authorized to establish bylaws for the corporation not inconsistent with these Articles of Incorporation, and to amend same from time to time.

ARTICLE XI

AMENDMENTS TO ARTICLES OF INCORPORATION

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation upon adoption by a majority of the Board of Directors and approval of the Secretary of State.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation.



Signature of Incorporator

Date

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TALLAHASSEE, FLORIDA