

**ARTICLES OF INCORPORATION OF  
PORT ST. LUCIE HISTORICAL SOCIETY, INC.,  
A FLORIDA NOT FOR PROFIT CORPORATION  
(December 8, 2008, with December 19, 2017, amendment)**

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
PORT ST. LUCIE HISTORICAL SOCIETY, INC.,  
A FLORIDA NOT FOR PROFIT CORPORATION**

Pursuant to the provisions of Section 617.1006, Florida Statutes (the "Act"), this Florida Not For Profit Corporation adopts the following amendments to its Articles of Incorporation (the "Articles").

**ARTICLE I  
NAME**

The name of the corporation is: PORT ST. LUCIE HISTORICAL SOCIETY, INC. (the "Society").

**ARTICLE II  
PLACE OF BUSINESS AND ADDRESS**

The principal place of business and mailing address of the Society is in the City of Port St. Lucie, St. Lucie County, Florida:

PLACE OF BUSINESS;  
Port St. Lucie Historical Society, Inc.  
St. Lucie County Annex Building, 2<sup>nd</sup> Floor  
1664 SE Walton Road  
Port St. Lucie, Florida 34952

MAILING ADDRESS;  
Port St. Lucie Historical Society, Inc.  
P. O. Box 7146  
Port St. Lucie, Florida 34985-7146

**ARTICLE III  
PURPOSE**

The specific purpose for which this Society is organized is charitable. It is organized exclusively for the documentation, collection, arrangement, recordation, marking, preservation and dissemination of historic materials, data and places relative to the history of Port St. Lucie. The Society's purpose includes to:

- (a) stimulate government, business and public awareness of and appreciation for the importance of the history of Port St. Lucie to the residents of Port St. Lucie and St. Lucie County;
- (b) encourage and facilitate opportunities for residents to participate in activities relevant to the preservation of the history of Port St. Lucie;
- (c) encourage and facilitate opportunities for residents to participate in and support the historical research of Port St. Lucie;
- (d) promote the development of Port St. Lucie's historical institutions;
- (e) assess the historical and archeological surroundings of Port St. Lucie;
- (f) support and facilitate the preservation and growth of Port St. Lucie's resources;
- (g) coordinate, promote and conduct programs concerning the history of Port St. Lucie;
- (h) work toward the creation and operation of a museum of the history of Port St. Lucie;
- (i) provide assistance to historians and historic institutions to the extent possible;
- (j) encourage historic education in schools, colleges, universities and other educational institutions in St. Lucie County..

- (k) receive and make contributions, to the extent possible, to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; and
- (l) conduct all of its activities in compliance with Chapter 617, Florida Statutes, entitled "Corporations Not For Profit", as the same may be, from time to time, amended.

**ARTICLE IV  
ADOPTION OF BYLAWS**

The Board of Directors shall adopt Bylaws consistent with these Articles. The Bylaws of the Society shall contain provisions for the regulation and management of the affairs of the Society not inconsistent with federal, state, county and/or local law or these Articles. Any provision set forth in the Articles need not be set forth in the Bylaws. These Articles need not set forth any of the Society's powers enumerated in the Act.

**ARTICLE V  
COMPLIANCE WITH LAWS, ARTICLES OF INCORPORATION AND BYLAWS**

The Board of Directors, Officers and Members of the Society shall, at all times, recognize and comply with all applicable federal, state, county and local laws, codes and ordinances, and recognize and comply with the Society's Articles and Bylaws, as the same may be, from time to time, amended.

**ARTICLE VI  
GENERAL POWERS**

The general powers of the Society are to collect and expend funds and function otherwise solely and exclusively for the benefit of the purposes set forth in these Articles and the Bylaws and to have all other powers conferred upon a not for profit corporation by the laws of the State of Florida, except as prohibited herein or in the Bylaws.

**ARTICLE VII  
MEMBERSHIP IN AND MANAGEMENT OF THE SOCIETY (amended December 19, 2017)**

The Society is authorized to elect or appoint directors as authorized under Chapter 617, §§617.0801 through 617.08101, of the Florida Statutes, as the same may be, from time to time, amended. The general management of the affairs of the Society shall be vested in the Board of Directors, comprised of Members. The number of Directors of the Society constituting the entire Board of Directors shall be an odd number of directors consisting of no less than 7 directors and no more than 15 directors. The precise number of directors, as permitted by §617.0803 (2) of the Florida Statutes, may be fixed by amendment to the Bylaws under §617.0206 of the Florida Statutes.

The foregoing amendment to the Articles was adopted by the Board of Directors of the Port St Lucie Historical Society, Inc., a Florida Not for Profit Corporation, in accordance with §617.1002 of the Florida Statutes, and in accordance with the procedures set forth in the Bylaws of the Port St Lucie Historical Society, Inc. Pursuant to the Articles and Bylaws, members are not entitled to vote on proposed amendments to the Articles of Incorporation, and the amendment was adopted at a duly noticed meeting of the Board of Directors by at least a 2/3 vote of the directors then in office.

**ARTICLE VIII  
LIMITATION ON DISTRIBUTION OF ASSETS AND/OR NET EARNINGS**

No part of the net earnings of the Society shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the Society 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 Article III hereof. No substantial part of the activities of the Society shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Society shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Society shall not: (a) carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code or by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code; or (b) engage in any activities or exercise any powers that are not in furtherance of the purposes of this Society except to an insubstantial degree.

Upon dissolution of the Society, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government for a public purpose. Any assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county where the principal office of the Society is then located, to an organization or organizations organized and operated exclusively for tax exempt purposes to be used exclusively for such purposes.

#### **ARTICLE IX DISSOLUTION**

Upon dissolution of the Society, after provision for creditors and payment of all costs and expenses of such dissolution, all of its remaining assets shall be distributed as prescribed by Florida Statute(s).

#### **ARTICLE X INDEMNIFICATION**

The Board of Directors, Officers, Assistant Officers and Committee Members shall not be liable to each other or the Society for any errors or omissions, including errors of judgment, or any acts or omissions made in good faith as such while serving the Society in any of the afore stated capacities. The Society shall indemnify and hold harmless its Directors, Officers, Assistant Officers and Committee Members except for any action taken that is contrary to the provisions of these Articles, the Bylaws and/or federal, state, county or local law.

#### **ARTICLE XI AMENDMENT OF THE ARTICLES**

These Articles may be altered, amended or repealed in the manner provided by law, except as may be provided herein. Additionally, each amendment shall be approved in advance by the Board of Directors at any meeting called for that purpose (in addition to other business) by at least a two-thirds (2/3) majority of the current sitting members of the Board of Directors, unless all of the current sitting members of the Board of Directors sign a written statement unanimously manifesting their intention that such amendment of these Articles be made.

#### **ARTICLE XII NOTICES**

Notice of meetings shall be given as provided in the Bylaws and in compliance with the Act.

#### **ARTICLE XIII CONFLICT OF PROVISIONS**

In the event that any portion of these Articles conflicts with any federal, state, county or local law, that portion shall be subordinated to the law and effect shall be given to the intent manifested by the portion held invalid or inoperative, and the remainder of said Articles shall remain valid and operative. In the event of a conflict between the Articles and the Bylaws, the Articles shall govern.

The foregoing Articles were duly amended, restated and adopted by the Board of Directors of the Port St Lucie Historical Society, Inc., a Florida Not For Profit Corporation, and they replace any and all such previous Articles of the Port St Lucie Historical Society, Inc., filed or otherwise.