

701216

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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☐ WAIT

☐ MAIL

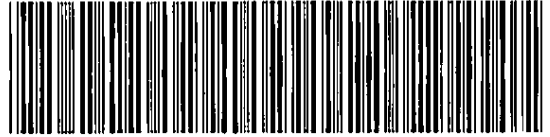
(Business Entity Name)

(Document Number)

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DEC 06 2018
T. LEMUEUX

COVER LETTER

TO: Amendment Section
Division of Corporations



NAME OF CORPORATION: FLORIDA ENGINEERING SOCIETY, INC.

DOCUMENT NUMBER: 701216

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

KAREN FRANKLIN

(Name of Contact Person)

FLORIDA ENGINEERING SOCIETY, INC.

(Firm/ Company)

125 S. GADSDEN STREET

(Address)

TALLAHASSEE, FL 32301

(City/ State and Zip Code)

KAREN.FRANKLIN@FLENG.ORG

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

KAREN FRANKLIN

850

224-7121

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|--|--|---|---|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

FILED
2010 DEC -6 PM 4:23

FLORIDA ENGINEERING SOCIETY, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

701216

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

125 S. GADSDEN STREET

TALLAHASSEE, FL 32301

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

P.O. BOX 750

TALLAHASSEE, FL 32302-0750

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

ROBERT A. DOUGLAS

125 S. GADSDEN STREET

(Florida street address)

New Registered Office Address:

TALLAHASSEE

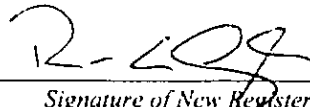
(City)

Florida 32301

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.



Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
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<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

(attach additional sheets, if necessary). (Be specific)

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

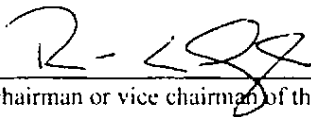
Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 12/6/2018 _____

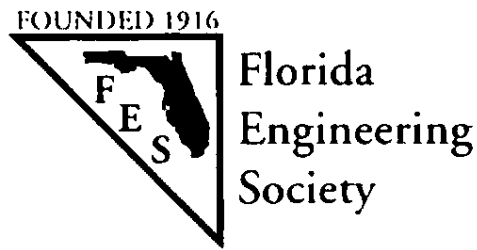
Signature  _____
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

ROBERT A. DOUGLAS

(Typed or printed name of person signing)

EXECUTIVE DIRECTOR

(Title of person signing)



FLORIDA ENGINEERING SOCIETY CHARTER

PREAMBLE

Members of the Florida Engineering Society, Inc., recognize the efficacy of concerted action properly channeled through unity of purpose. Therefore, recognizing that service to the Society, to the State, and to the Profession can best be accomplished through a united group imbued with the spirit of service, the Florida Engineering Society, Inc., pledges itself to the promotion and to the protection of the profession of engineering as a social and an economic influence in the affairs of mankind.

ARTICLE I-NAME

The name of this association shall be the Florida Engineering Society, Inc., hereinafter called the Society.

ARTICLE II-PURPOSE

1. The purpose of the Society shall be to advance the public welfare; to promote the professional, educational, social, and economic interests of the engineering profession; to stimulate and develop professional concepts among all engineers; and to strive throughout the profession to make registration more meaningful in terms of individual achievement in engineering as reflected by education and practice.

2. The Society shall be a professional organization, not a collective bargaining unit for compensation and working conditions of its members.

ARTICLE III-NATIONAL AFFILIATION

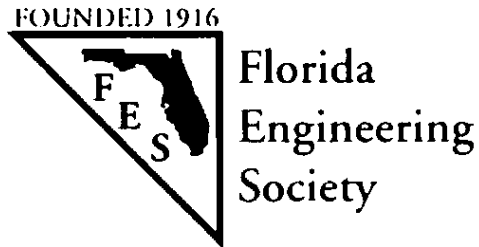
The Society, through its Corporate Division, shall be the non-integrated member State Society of the National Society of Professional Engineers, hereinafter referred to as NSPE.

ARTICLE IV-MEMBERSHIP

1. The membership of the Society shall consist of Corporate, Non-corporate and Partner Divisions.

2. The Corporate Division shall consist of the following membership classifications: Life Member, Fellow, Professional Engineer Member, Engineer Intern Member, Engineer Member, RESPECT Member, Retired Member and Engineering Scholar Member. Membership in NSPE is not required.

a. A Fellow Member shall be a Professional Engineer Member of recognized high character with distinguished engineering achievements and who shall be elected FELLOW only by unanimous vote of the Board, except that automatic Fellow membership status be granted to the individual who is not already a Fellow serving as State Society President upon completion of the term, and will



be formalized at the awards ceremony following or immediately preceding the individual's last Board meeting as President."

b. A Professional Engineer Member shall be a Professional Engineer as defined by the holding of a valid license or certificate of engineering registration issued under the laws of any state, territory, possession, or district of the United States or Canada.

c. An Engineer Intern Member shall be an Engineer Intern, or equivalent, holding a valid certificate issued under the laws of any state, territory, possession, or district of the United States or Canada.

d. An Engineer Member shall be a graduate engineer qualified to be admitted to examination as an Engineer Intern as defined in Chapter 471.21 of the Florida Statutes but is not a PE and who does not hold a valid certificate as an Engineer Intern or Engineer-in-Training in any state, territory, or possession or district of the United States or Canada.

e. A Life Member shall be any Fellow, Professional Engineer Member, Engineer Intern Member, or Engineer Member, who shall have met all of the following qualifications:

(1) The member shall have retired from the active practices of professional engineering. (2)

The member shall be at least 65 years of age.

(3) The member shall have been a member of the Florida Engineering Society in good standing for a continuous period of 30 years.

(4) The Member shall file formal application by letter, certifying compliance with all requirements for eligibility, through the local chapter (if any).

(5) Members of the Corporate Division meeting these requirements for Life Membership will be certified by the Society.

(6) At such time as a RESPECT member (Retired Special-Transfer) shall have paid Florida Engineering Society dues for the required number of years the RESPECT Member may apply for Life Membership.

f. A RESPECT Member (Retired-Special-Transfer):

(1) Shall be at least 65 years of age.

(2) Shall have retired from the active practice of professional engineering.

(3) Shall have been made a Life Member of the NSPE through membership in a State Society other than the Florida Engineering Society.

g. A Retired Member:

(1) Shall be retired from full-time employment and/or active practice of engineering; and

(2) Shall be at least 62 years of age and have paid dues for 5 preceding years, or shall be at least 58 years of age and have met the requirements for continuous membership as set forth in the Life Member requirements; and

(3) Shall file formal application by letter, certifying compliance with all requirements for eligibility.

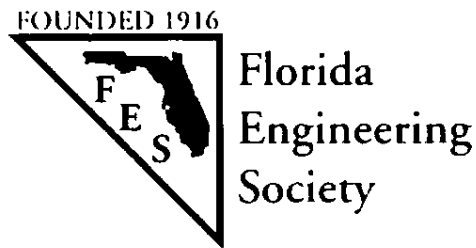
(4) Shall be a resident of the State of Florida.

h. An Engineering Scholar Member:

(1) Shall be a licensed professional engineer or engineer intern

(2) Shall be a full-time student pursuing a degree in engineering or affiliated program, at an accredited college or university program.

3. The Non-Corporate Division shall consist of the following membership classifications: Associate Member and Student Member.



a. An Associate Member shall be a graduate of a 2- or 4-year college or university (not an EI candidate). An Associate Member shall be considered a professional partner for purposes of this membership classification. A professional partner shall be an individual with education, training, and experience in engineering-related or professional support-related businesses that provide products or services to the engineering profession.

b. A Student Member shall be an undergraduate or graduate engineering student enrolled full time at a Florida college or junior college. At schools with an approved FES Student Chapter all members of the Student Chapter shall be Student Members of the Society. At schools which do not have an approved FES Student Chapter, engineering students may become Student Members (At Large) of the Society.

4. The Partner Division shall consist of the following membership classifications: Agency Partner and Industry Partner.

a. An Agency Partner shall be a Florida governmental agency or educational institution. The Agency Partner shall designate a minimum number of individual representatives in accordance with the FES membership application. All Agency individual representatives shall meet one of the Corporate or Non-corporate membership classifications and shall be assigned to the corresponding member classification. An Agency individual representative shall enjoy the full benefits and privileges corresponding to the member classification. Membership fees for the Agency's designated individual representatives shall be included as part of the Agency Partner membership application. Furthermore, all employees of an Agency Partner shall be allowed to personally join FES at the Agency Partner representative rate.

b. An Industry Partner shall be an organization that employs engineers, or supplies professional services or products affecting the engineering profession that is not eligible to hold a Certificate of Authorization. The Industry Partner shall designate a minimum number of individual representatives in accordance with the FES membership application. All Industry individual representatives shall meet one of the Corporate or Non-corporate membership classifications and shall be assigned to the corresponding member classification. An Industry Partner individual representative shall enjoy the full benefits and privileges corresponding to the member classification. Membership fees for the Industry's designated individual representatives shall be included as part of the Industry Partner membership application. Furthermore, all employees of an Industry Partner shall be allowed to personally join FES at the Industry Partner representative rate.

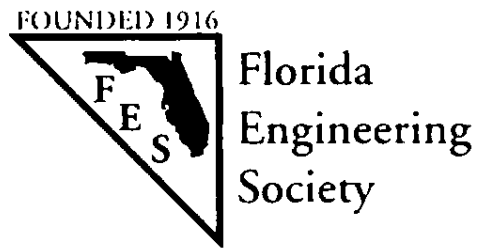
5. All Society members in good standing, except Student Members, shall be entitled to membership in a chapter and may be eligible for membership in a Practice Section subject to the Bylaws or standing rules of such Practice Sections.

6. Privileges and rights accorded to members in good standing:

a. Members of the Society's Corporate Division shall have the right to vote on amendments to the Charter and Bylaws.

b. Members of the Society's Corporate Division shall have the right to vote on Society officers.

c. Only Fellow and/or Professional Engineer Members of the Corporate Division are entitled



to hold the office of President, and President-elect.

d. All members holding office in the Society shall reside within the State of Florida.

e. Except for limitations provided in 5(c) and 5(d) members of the Corporate Division are entitled to hold Society office.

ARTICLE V

The Society shall exist perpetually unless sooner dissolved by law.

ARTICLE VI

The names and residences of subscribers hereto, are as follows: L.D. Smoot, W.P. Darwin, and H.D. Mendenhall, all of Jacksonville, Florida, and R.E. Chandler and J.R. Benton, both of Gainesville, Florida.

ARTICLE VII-ADMINISTRATION

1. The government and the management of the funds, properties, and affairs of the Society shall be vested in the Board of Directors, consisting of the President, President-Elect, Vice Presidents, the most recent living Past President, the FBPE Liaison, a Director elected by each Local Chapter, the Historian, a student member representative, and the chairman or president of each of the approved Practice Sections. The Board shall adopt administrative and professional policies to implement the principles and provisions of the Charter and Bylaws. The Board shall have the power to interpret the intent of the Charter and Bylaws. Practice Sections shall receive thirty (30) days notification prior to the adoption of any policies affecting the Practice Sections.

2. Each member of the Board shall have one vote. Chapter Directors and practice section presidents or chairmen may designate a FES member in their Chapter or practice section, respectively, as Proxy and shall so advise the Board in writing.

3. The terms of all elective officers and state directors shall begin at the close of the administrative year during which they were elected and shall be as follows:

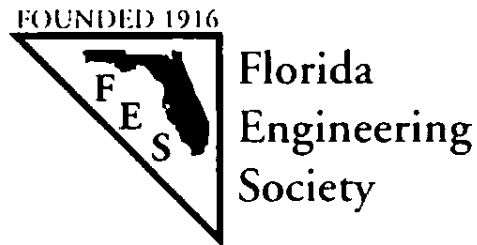
State Officers - 1 year

FBPE Liaison-3 years

State Directors - 3 years

The President shall not serve consecutive terms.

4. There shall be an Executive Committee of the Board, consisting of the President, President-Elect, Vice Presidents, the latest living Past President, the chairmen or president of each of the approved Practice Sections, the FBPE Liaison, and the Historian. Within the provisions of the Charter and Bylaws, the Executive Committee shall act for the Board between Board meetings. All acts of the Executive Committee shall be subject to approval by the Board. The Executive Committee may act without Board approval only on time-sensitive matters requiring action before a Board meeting can be held.



5. The membership shall adopt Bylaws of the corporation to further implement the intent of this Charter.

6. The Board may employ an Executive Director and such other employees as may be needed to conduct the affairs of the Society.

7. Regular meetings of the Society shall be held annually at such time and place as the Board shall designate.

ARTICLE VIII-CHAPTERS

The Board may authorize and charter Chapters as provided in the Bylaws.

ARTICLE IX-PRACTICE SECTIONS

1. To further the objectives of the Society the Board of Directors is authorized to establish Practice Sections comprising groups in similar fields of employment having common professional problems and interests. Practice Sections shall operate with general autonomy under the Society's Charter and Bylaws and Policies.

2. Each Practice Section shall establish rules for operations of the management, administration, and operation of the Practice Section. All operating rules and amendments thereto shall be subject to the approval of the Society's Board of Directors.

3. The Board of Directors may create or dissolve Practice Sections. Failure to comply with the Charter and Bylaws or the policies of the Society may be considered a basis for the dissolution of a Practice Section.

4. The Board may delegate the government and management of the funds, properties and affairs of a Practice Section to such Practice Section.

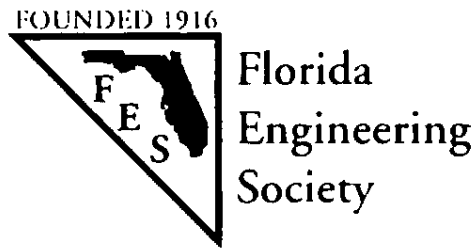
5. Each chapter-appointed liaison representative to the Practice Sections shall be appointed by the chapter. The appointed liaison representative shall conform to the operating rules of the practice section.

ARTICLE X-INDEBTEDNESS

The highest amount of indebtedness or liability to which the Society may subject itself shall be \$1,500,000.

ARTICLE XI-CODE OF ETHICS

1. The Board of Directors of the Society shall adopt a Code of Ethics. Membership in the Florida Engineering Society shall be contingent upon agreement to conform with the Society's Code of Ethics, and failure to conform to the Code of Ethics shall be grounds for appropriate disciplinary action against any member.



ARTICLE XII-AMENDMENTS

1. Amendments to the Charter and/or Bylaws may be proposed by a majority vote of the Board, a majority of the membership of three or more Chapters, or by a petition signed by not less than five percent of those Society members eligible to vote.
2. An Amendment to the Charter shall be adopted only by a majority vote of the membership voting by electronic ballot, provided that the proposed amendment shall have been submitted to each Chapter at least 45 days prior to balloting.
3. Amendments to the Bylaws shall be adopted by:
 - a. a majority vote of the eligible voters presents at any regular or special constituted membership meeting, provided that the text of the proposed Bylaws or amendment shall have been submitted to each Chapter or published in the JOURNAL at least forty-five days prior to voting, or
 - b. a majority vote of the corporate membership voting by electronic ballot, provided that the proposed amendment shall have been submitted to each Chapter at least 45 days prior to balloting.
4. The Board of Directors shall have extraordinary powers necessary to facilitate putting into effect the meaning and intent of amendments and revisions to the Charter and Bylaws, during periods of transition, after such revisions and amendments are duly approved.

Amended August 6, 1987, by letter ballot
Amended November 15, 1990, by letter ballot
Amended October 14, 1992, by letter ballot
Amended January 12, 2001, by letter ballot
Amended December 10, 2002, by letter ballot
Amended November 7, 2003, by letter ballot
Amended July 28, 2006, by letter ballot
Amended December 3, 2007, by letter ballot
Amended March 1, 2013, by letter ballot
Amended November 10, 2014, by letter ballot
Amended June 26, 2018, by letter ballot