

702834

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

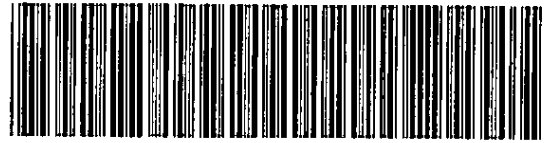
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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Date of Adoption

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2023 FEB 21 AM 8:26
CLERK OF SUPERIOR COURT
STATE OF NEW YORK

FEB 27 2023

D CUSHING

COVER LETTER

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

SUBJECT: Aquatic Plant Management Society

CORPORATE NAME

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

\$35.00 Filing Fee
 \$43.75 Filing Fee & Certificate of Status

\$43.75 Filing Fee & Certified Copy
 \$52.50 Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: Robert Miller

Name (Printed or typed)

9100 Purdue Road, Suite 115

Address

Indianapolis, IN 46268

City, State & Zip

463-229-0241

Daytime Telephone number

rmiller@charitableallies.org

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

DEPARTMENT OF STATE

2023 FEB 21 AM 8:26

FILED

NOTE: Please provide the original and one copy of the document.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 3, 2023

ROBERT MILLER
9100 PURDUE ROAD, SUITE 115
INDIANAPOLIS, IN 46268

SUBJECT: AQUATIC PLANT MANAGEMENT SOCIETY, INCORPORATED
Ref. Number: 702834

We have received your document for AQUATIC PLANT MANAGEMENT SOCIETY, INCORPORATED and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

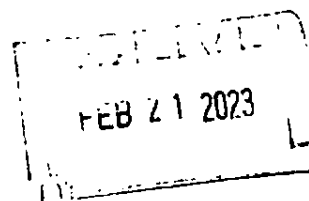
The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Diane Cushing
Senior Section Administrator

Letter Number: 123A00002635



The name and Florida street address (P.O. Box **NOT** acceptable) of the registered agent is:

Name: N/A

Address: _____

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Required Signature/Registered Agent

Date

ARTICLE VI ARTICLE CONSOLIDATION

These adopted restated articles of incorporation supersede the original articles of incorporation and all amendments to them.

ARTICLE VII REQUIRED ADOPTION INFORMATION

Adoption of Amendment(s) (CHECK ONE)

These restated articles of incorporation contain an amendment to the articles of incorporation which required member approval. The date of adoption of the amendments was 9/6/2022, and the votes cast were sufficient for approval

These restated articles of incorporation were adopted by the board of directors.

ARTICLE VIII EFFECTIVE DATE:

N/A

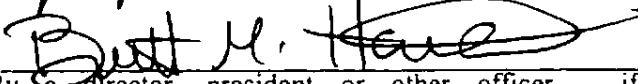
Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than 90 days after the filing.)

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.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Dated: 9/6/2022

Signature: 

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee or other court appointed fiduciary by that fiduciary)

Brett Hartis

(Typed or printed name of person signing)

President

(Title of person signing)

**ADDITIONAL ARTICLES
TO THE AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
AQUATIC PLANT MANAGEMENT SOCIETY, INCORPORATED**

The following Articles are supplemental to the Articles to which they are attached. These Articles should be read in connection with the Articles to which they are attached and together constitute the entire Articles of Incorporation of Aquatic Plant Management Society, Incorporated (the "Organization").

ARTICLE IX

Period of Existence

The period during which the Organization shall continue is perpetual.

ARTICLE X

Purpose and Dissolution

Section 1. Purpose. The Organization is a not-for-profit corporation that shall be organized and operated exclusively for charitable, scientific, and educational purposes and other programs and projects as are described in §§ 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provisions of any subsequent federal tax laws.

The Organization principally exists to (a) educate individuals on managing aquatic plants that are a nuisance; (b) encourage and conduct research within the biological, mechanical, and chemical aquatic plant management fields and for aquatic plant species; (c) promote and develop public interest within the aquatic plant science discipline; (d) provide scholarships to individuals to pursue educational opportunities surrounding aquatic plant management; (e) solicit and receive funds for the accomplishment of the above purposes; and (f) pursue any other purpose permitted to be pursued by a charity (or, by a private foundation should this organization ever become a private foundation), as that term is defined in 26 USC §§ 501(a) and (c)(3) and associated regulations, as each may from time to time be amended.

Section 2. Dissolution. If the Organization is dissolved, all of its property remaining after payment and discharge of its obligations shall be transferred and conveyed, subject to any contractual or legal requirement, to one or more other organizations that have been selected by the Board of Directors, that are organized and operated for purposes substantially the same as those of the Organization, and that are described in Code §§ 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2), or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific as shall at the time qualify as an exempt organization or organizations under Code §§ 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Code, as the Board shall determine. Any such property not so transferred shall be disposed of by court of the appropriate jurisdiction in the county where the registered office of the Organization is then located, exclusively for such tax-exempt purposes or to such tax-exempt organizations as such Court shall determine.

ARTICLE XI

Powers

Section 1. Grant of Power. Notwithstanding any other provision of these Articles, neither the Board of Directors nor the Organization shall have the power or authority to do any act that will prevent the Organization from being an organization described in Code §§ 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2), or corresponding provisions of any subsequent federal tax laws. The Organization shall be and hereby is empowered to acquire and own personal property, equipment, intellectual property and land for use for corporate purposes.

Section 2. Enumerated Powers. Subject to the foregoing statements, and subject to and in furtherance of the purposes for which it is organized, the Organization shall possess all of the rights, privileges, and powers conferred by the Florida Not For Profit Corporation Act (the "Act") or by other law and, in addition, the following rights, privileges, and powers:

(a) To indemnify any appropriate person against liability and expenses, and to advance the expenses incurred by such person, in connection with the defense of any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise, and whether formal or informal, to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law.

(b) To cease its activities and to dissolve and surrender its corporate franchise.

ARTICLE XII

Members

Section 1. Members. The Organization shall have one class of members as that term is defined in the Act.

Section 2. Creation, Classes and Voting of Members. The Organization shall have one class of members as that term is defined in the Act. Each member shall be entitled to one vote.

Section 3. Criteria. Membership shall be open to persons interested in the purposes of this Organization.

Section 4. Annual Meeting. There shall be an annual meeting of the membership for the election of Directors.

Section 5. Rights and Responsibilities. Rights and responsibilities are delineated in the Bylaws of the Organization and in the Act.

ARTICLE XIII

Directors

Section 1. Creation and Number. The exact number of Directors of the Organization shall be specified in or fixed in accordance with the Bylaws of the Organization (the "Bylaws") at a number no smaller than three (3).

Section 2. Election, Qualifications and Responsibilities. The directors of the Organization shall be elected in the manner and for terms as specified in or fixed in accordance with the Bylaws. The qualification, rights and responsibilities of the Directors shall be as laid forth in the Bylaws of the Organization.

Section 3. Meetings. Meetings of the Board of Directors may be held at any location, either inside the State of Florida or elsewhere.

ARTICLE XIV

Regulation of Corporate Affairs

The affairs of the Organization shall be subject to the following provisions:

Section 1. No Inurement. None of the Organization's net earnings shall inure to the benefit of any private individual. Notwithstanding this prohibition, the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth above.

Section 2. Not a Private Foundation; Contingencies. Notwithstanding any other provision of these Articles, at any time the Organization is deemed a "private foundation" described in Code § 509(a), the Organization shall:

- (a) Refrain from any act of self-dealing as defined in Code § 4941(d);
- (b) Meet minimum distribution requirements in Code § 4942;
- (c) Not retain any excess business holdings as defined in Code § 4943(c);
- (d) Not make any jeopardizing investment as defined in Code § 4944; or
- (e) Not make any taxable expenditure as defined in Code § 4945(d).

Section 3. Not an Action Organization; No Political Intervention. Except as otherwise permitted by Code § 501(h), no substantial part of the activities of the Organization shall be or consist of carrying on propaganda, or otherwise attempting to influence legislation. The Organization shall not participate 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, except as permitted under Code § 501(c)(3), the Code of Federal Regulations or other applicable Federal law.

Section 4. Power of Board. Subject to the provisions of these Articles and applicable law, the Board of Directors shall have complete and plenary power to manage, control and conduct all affairs of the Organization.

Section 5. Amendments to Articles and Bylaws. The power to make, alter, amend, and repeal the Organization's Articles and Bylaws shall be vested in the Board of Directors, subject to the provisions of these Articles, the Bylaws and applicable law.

Section 6. Liability. No officer, director, member, or employee of the Organization shall be liable for any of the Organization's debts or obligations.

Section 7. Reliance. All parties dealing with the Organization shall have the right to rely upon any action taken by the Organization pursuant to authorization by the Board of Directors by resolution duly adopted in accordance with the Organization's Articles, Bylaws, and applicable law.

Section 8. Committees. The Board of Directors may from time to time, in the Bylaws of the Organization or by resolution, designate such committees as the Board of Directors may deem desirable for the furtherance of the purposes of the Organization.

*****END OF ATTACHMENT*****