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BASIC AMENDMENT

YOUNG MEN'S CHRISTIAN ASSOCIATION OF GREATER PENSACO

Certificate of Status	0
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Amended & Restated with n/c

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**YOUNG MEN'S CHRISTIAN ASSOCIATION OF NORTHWEST FLORIDA, INC.**  
(formerly known as The Young Men's Christian Association of Greater Pensacola, Florida, Inc.)

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TALLAHASSEE, FLORIDA

The undersigned not-for-profit corporation, The Young Men's Christian Association of Greater Pensacola, Florida, Inc., desiring to amend and restate its Articles of Incorporation under the provisions of Section 617.1007, Florida Statutes, hereby adopts the following Amended and Restated Articles of Incorporation:

**ARTICLE I**

**Name**

The name of the corporation shall be "Young Men's Christian Association of Northwest Florida, Inc." (hereinafter called the "corporation").

**ARTICLE II**

**Principal place of business and mailing address**

The principal place of business and mailing address of the corporation shall be:

400 North Palafox Street  
Pensacola, Florida 32501.

**ARTICLE III**

**Purposes**

The purpose of the Association is to put Christian principles into practice through programs that build a healthy spirit, mind and body for all. Such programs shall seek to build strong children, families and communities and help individuals and families grow personally, clarify values, improve personal and family relationships, appreciate diversity, become better leaders and supporters and develop special skills for accomplishing personal goals and improving confidence and self-esteem. Such programs may include, without limitation, youth sports, child care, aquatics, camping, recreation, health and fitness, teen leadership, personal improvement, family development, community service and special events. The corporation is organized as a corporation not for profit, exclusively for charitable, religious, educational, and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Further, the corporation may engage in other activities designed or intended to accomplish such purposes. To these ends, the corporation may do and engage in any and all lawful activities and may exercise all other power and authority now or hereafter conferred upon corporations not for profit in the State of Florida and may establish and provide for the conduct and maintenance of Young Men's Christian Association work in northwest Florida and adjoining areas not already included in the territory of another duly organized local Young Men's Christian Association.

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**ARTICLE IV  
Duration**

The corporation shall exist perpetually.

**ARTICLE V  
Membership**

The qualifications for members in the corporation and the manner of their admission and removal shall be as regulated by the bylaws of the corporation. The voting rights of the members, if any, shall be as provided in the bylaws of the corporation.

**ARTICLE VI  
Board of Directors**

The business and affairs of the corporation shall be governed by the directors of the corporation. The directors of the corporation shall be elected or appointed, and may be removed, in the manner provided in the bylaws of the corporation.

**ARTICLE VII  
Bylaws**

The bylaws of the corporation shall be adopted by a majority vote of the directors of the corporation. Thereafter, changes in the bylaws may be made only in the manner provided in the bylaws of the corporation.

**ARTICLE VIII  
Limitation of corporate powers**

The corporation may exercise all of the powers described in Sections 617.0302 and 617.0303, Florida Statutes, as amended from time to time, subject to the following exception: the corporation shall not be authorized to use such powers to carry on any activity which is not in furtherance of the exclusive purposes for which it was organized or which is prohibited for a corporation exempt from income tax under Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE IX  
Initial registered agent and street address**

The name and street address of the initial registered agent are:

Larry Vogelsang  
400 North Palafox Street  
Pensacola, Florida 32501

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**ARTICLE X**  
**Net earnings and private inurement**

No part of the net earnings, gains, or assets of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions to further the charitable purposes for which this corporation was organized and which are consistent with Section 501(c)(3) of the Internal Revenue Code. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, including the publishing or distribution of statements relating to, any political campaign on behalf of or in opposition to any candidate for public office.

**ARTICLE XI**  
**Distribution of corporate assets upon dissolution**

In the event of dissolution or final liquidation of the corporation, the board of directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the corporation, distribute all the assets of the corporation to one or more of the following categories of recipients as the board of directors of the corporation shall determine:

(a) a nonprofit organization or organization which may have been created to succeed the corporation, as long as such organization or each of such organizations shall then qualify as a governmental unit under section 170(c) of the Internal Revenue Code or as an organization exempt from federal income taxation under section 501(a) of such Code as an organization described in section 501(c)(3) of such Code; and/or

(b) a nonprofit organization or organizations having similar aims and objects as the corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each such organizations shall then qualify as a governmental unit under section 170(c) of such Code or as an organization exempt from federal income taxation under section 501(a) of such Code as an organization described in section 501(c)(3) of such Code.

**ARTICLE XII**  
**Amendment**

These Articles may be added to, amended, altered or repealed at any meeting of the Board of Directors, notice of which shall have referred to the proposed action, by the affirmative vote of two-thirds of the whole Board of Directors, provided that written notice of such amendment(s) shall be given to each Director at least two (2) weeks prior to such meeting.

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IN WITNESS WHEREOF, the undersigned Chairman and Secretary of The Young Men's Christian Association of Greater Pensacola, Florida, Inc. have executed the foregoing Amended and Restated Articles of Incorporation on this 31 day of August, 2005.

**THE YOUNG MEN'S CHRISTIAN ASSOCIATION OF GREATER PENSACOLA, FLORIDA, INC.,**  
a Florida not-for-profit corporation

By: Walter J. Ritchie  
Walter J. Ritchie, its Chairman

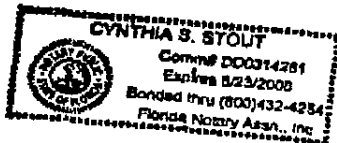
ATTEST:

Donald G. Hess, Jr.  
Donald G. Hess, Jr., its Secretary

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 31 day of August, 2005, by Walter J. Ritchie and Donald G. Hess, Jr., the Chairman and Secretary, respectively, of The Young Men's Christian Association of Greater Pensacola, Florida, Inc., a Florida not-for-profit corporation, on behalf of said corporation. Said persons are personally known to me or presented their respective current Florida driver's licenses as identification.

(Affix Notary Seal)



Cynthia S. Stout  
Signature of Notary  
Cynthia S. Stout  
Name of Notary Printed  
My Commission Expires: 8-23-2008

**REGISTERED AGENT ACCEPTANCE**

Having been named as registered agent and to accept service of process for the above stated not for profit corporation at the address 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.

8/31/05  
Dated

Larry Vogelsang  
LARRY VOGELSANG

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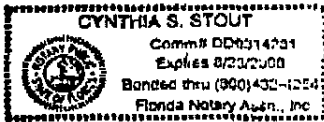
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STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing Registered Agent Acceptance was subscribed, sworn to and acknowledged before me by Larry Vogelsang on this 31 day of August, 2005. Larry Vogelsang is personally known to me.

-SEAL-

  
NOTARY PUBLIC



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**CERTIFICATE PURSUANT TO SECTION 617.1007(3), FLORIDA STATUTES**

The undersigned not-for-profit corporation, The Young Men's Christian Association of Greater Pensacola, Florida, Inc., hereby certifies the following pursuant to Section 617.1007(3), Florida Statutes:

- (a) The foregoing and attached Amended and Restated Articles of Incorporation of Young Men's Christian Association of Northwest Florida, Inc. contains amendments to the Articles of Incorporation requiring member approval.
- (b) The current name of the corporation is "The Young Men's Christian Association of Greater Pensacola, Florida, Inc.", and the new name of the corporation, as provided in the foregoing Amended and Restated Articles of Incorporation, is "Young Men's Christian Association of Northwest Florida, Inc."
- (c) The foregoing Amended and Restated Articles of Incorporation sets forth the text of each amendment adopted.
- (d) The foregoing Amended and Restated Articles of Incorporation were duly adopted by the members of the corporation at a special meeting duly noticed and called for such purpose which was held on May 23, 2005. The number of votes cast in favor of the adoption of said Amended and Restated Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President and Secretary of The Young Men's Christian Association of Greater Pensacola, Florida, Inc. have executed this Certificate on this the 21 day of August, 2005.

**THE YOUNG MEN'S CHRISTIAN ASSOCIATION OF GREATER PENSACOLA, FLORIDA, INC.,**  
a Florida not-for-profit corporation

By: Walter J. Ritchie  
Walter J. Ritchie, its Chairman

ATTEST:

Donald G. Hess, Jr.  
Donald G. Hess, Jr., its Secretary

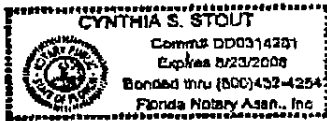
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STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 31 day of August, 2005, by Walter J. Ritchie and Donald G. Hess, Jr., the Chairman and Secretary, respectively, of The Young Men's Christian Association of Greater Pensacola, Florida, Inc., a Florida not-for-profit corporation, on behalf of said corporation. Said persons are personally known to me or presented their respective current Florida driver's licenses as identification.

(Affix Notary Seal)



Cynthia S Stout  
Signature of Notary  
CYNTHIA S STOUT  
Name of Notary Printed  
My Commission Expires: 8-23-08

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