



United Way
of Northwest Florida

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MEMORANDUM

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*****87.50 *****87.50

DATE: December 19, 1997
TO: Florida Department of State
Amendment Section, Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
FROM: Jerry C. Hix, Sr, President *JCH*
SUBJECT: Amended Articles of Incorporation

FILED
97 DEC 22 PM 12:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The attached Articles of Amendment form amends the Articles of Incorporation of United Way of Northwest Florida, a nonprofit organization registered in the State of Florida.

We are attaching a check for \$87.50 to cover the \$35 filing fee and one certified copy of our amended articles.

Attachments:

1. Check to Department of State for \$87.50
2. Amendment Form
3. New United Way of Northwest Florida Articles of Incorporation
4. New United Way of Northwest Florida By-Laws → Returned

If you have any questions, please contact me at (850) 785-7521.

Thank you!

Amended & Restated Art.

VS JAN 5 1998

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

United Way of Northwest Florida, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation and by-laws. Complete amended and revised articles and by-laws are attached.

FIRST: Amendments Adopted

ARTICLE II - Purposes, Limitations, and Dissolution: Changed to reflect community building vision and mission.

ARTICLE VII: Officers - Volunteer leadership structure changed to reflect new alignment: Chairman of the Board, Chairman-Elect, Vice-Chairman, and Treasurer/ Secretary.

ARTICLE VIII: Executive Committee -- Changed to reflect committee's increased decision making powers when Board is not in session.

ARTICLE X: Changes vote needed to alter or change Bylaws to approval by Executive Committee by a 3/4 majority and a 2/3 majority vote of a quorum of the board of directors.

ARTICLE XI: Changes vote needed to amend these Articles of Incorporation to approval by Executive Committee by a 3/4 majority and a 2/3 majority vote of a quorum of the board of directors.

BYLAWS

ARTICLE IV - MEMBERSHIP, MEETINGS, NOTICES, QUORUM -- 4. Changed to allow proxy votes in general membership meetings.

ARTICLE V - BOARD OF DIRECTORS -- Section 2. Changes votes required for removal of a director to approval by the Executive Committee by a 3/4 majority and a 2/3 majority vote of a quorum of the board of directors.

ARTICLE VI - MEETINGS OF BOARD -- Section 1. Changes number of board members required to request a special meeting from 5 to 10. Section 3. Changed to allow proxy votes at board meetings.

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TALLAHASSEE FLORIDA

ARTICLE VII - OFFICERS -- Section 1. Changed to reflect new volunteer leadership titles. Section 5. Combines and revises Treasurer/ Secretary Duties.

ARTICLE XVI - AGENCY RELATIONSHIPS -- Deletes reference to Member agencies and defines two relationships: Partner and Affiliated Agencies.

ARTICLE XVII - FUNDS -- Explains funding procedures and defines difference between: designated funds, Community Funds, and the UWNWFL Endowment Fund.

SECOND: Adopted: **September 24, 1997.**

THIRD: The amendments were adopted by the members of the Board of Directors of United Way of Northwest Florida by the required 2/3 majority required in our current articles dated January 26, 1988.

United Way of Northwest Florida



Bob Swenk

Chairman of the Board

Dec 18, 1997

**ARTICLES OF INCORPORATION
OF THE UNITED WAY OF NORTHWEST FLORIDA, INC.**

Amended and Restated, December 1, 1997

(A Nonprofit Corporation)

Following are amended and restated Articles of Incorporation of the United Way of Northwest Florida, Inc., a not-for-profit corporation, previously incorporated under the provisions of Chapter 617, Florida Statutes. These amended and restated articles were duly adopted by members of said corporation in accordance with the provisions of Chapter 617, Florida Not for Profit Corporation Act on December 1, 1997.

The amended and restated articles are as follows:

ARTICLE I

The name of the corporation is **United Way of Northwest Florida, Inc.**

ARTICLE II

Purposes, Limitations, and Dissolution

Section 2.1 Purposes:

United Way of Northwest Florida (hereafter referred to as UWNWFL), is formed as a federation of donors to:

- a. Be the leading community building volunteer force in Northwest Florida.
- b. Help people in Northwest Florida become more healthy, self-sufficient, and involved in mobilizing and focusing community resources on priority health and human service conditions.
- c. Receive by gift, grant, devise, bequest, or otherwise, and from any private or public sources, personal, or real property, and to hold, administer, sell, reinvest, manage, use, disburse, and distribute and apply the income and/or principle of the same in accordance with the directions and intent of the donor or donors of such property, or, in the absence of such directions, as the corporation may deem to be in the best interest of furthering its community building activities.
- d. Undertake any activities, either alone or in cooperation with other organizations or institutions, either directly or through program funding, which are deemed necessary and proper in carrying out its community building mission.
- e. Manage United Way operations efficiently and effectively, ensure maximum funding for local human service programs.

f. Do any and all things, either alone or in cooperation with other organizations or institutions, and either directly or by contribution to such other organizations or institutions, which it may deem necessary or proper in order to carry into effect any or all of the foregoing objects or purposes.

Section 2.2 Limitations on Actions: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 in furtherance of the purposes set forth in Article II. 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) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, however, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or (ii) by a corporation, described in Sections 170(c), 170(b)(1)(A), 2055(a) and 2522 (a) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Service law, any references to the Internal Revenue Code and provisions thereof shall include successor provisions of any future corresponding Federal Tax Law) including (during any period in which the Corporation is a Private Foundation as described in Section 509 of the Internal Revenue Code as amended from time to time) but not limited to:

- a. Engaging in any act of self dealing as defined in Section 4921 (D) of the Internal Revenue Code;
- b. Retaining any excess business holding as defined in Section 4943 (C) of the Internal Revenue Code which would subject the Corporation to tax under Section 4943 of the Internal Revenue Code;
- c. Making any investments which would subject the Corporation to tax under Section 4944 of the Internal Revenue Code;
- d. Making taxable expenditures as defined in Section 4945 (D) of the Internal Revenue Code;
- e. Conducting any activity or receiving or investing in any property which would cause the Corporation to have unrelated business taxable income within the meaning of Section 512 of the Internal Revenue Code (or any successor provision thereof). The Corporation shall make distributions for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Internal Revenue Code. Further, the Corporation shall be subject to all of the restrictions on activities and limitations on actions imposed upon corporations not for profit under the laws of the State of Florida.

Section 2.3 Dissolution: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to such organization or organizations which, at such time, is or are qualified as an exempt organization under Section 501(c)(3) and are

described in Section 170(c), 170(b)(1)(A), 2055(a) and 2522(a) of the Internal Revenue Code as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for the purposes of the Corporation or to such organization or organizations which are organized and operated exclusively for charitable purposes and are described in Section 170(c), 170(b)(1)(A), 2055(a) and 2522(a) of the Internal Revenue Code as the court shall determine.

ARTICLE III

Powers

Except as specifically limited above, the Corporation shall have all powers and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida, including, but not limited to, the power to purchase, own, sell and otherwise deal with real and personal property, to borrow and lend money, to make contracts with others for goods and services, to elect officers and appoint agents, to carry on these operations through its officers, employees and agents within or without the State of Florida, and to make donations for the public welfare and for charitable and educational purposes.

ARTICLE IV

Membership

Section 4.1. Qualification.

The qualification for members and the manner of their admission shall be regulated by the Bylaws.

ARTICLE V

Term of Existence

The Corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida.

ARTICLE VI

Board of Directors

Section 6.1. Number. The Board of Directors of the Corporation shall consist of not less than twenty-four (24) members and not more than fifty-one (51) members, the precise number to be fixed from time to time by resolutions of the Board of Directors at any regular meeting or at any special meeting called for that purpose; to the extent possible the total number of directors shall be the same multiple of three (3).

Section 6.2. Election and Removal. The directors shall be elected by the regular members of the Corporation at the annual meeting of the Corporation. At such annual meeting approximately one-third (1/3) of the directors shall be elected for the term of three years. The Board of Directors may fill the unexpired term of any vacancy.

Section 6.3. Meetings. The Board of Directors shall meet at least four (4) times each year.

Article VII Officers

Section 7.1. Number. The affairs of the Corporation are to be managed by the following officers:

- a. A Chairman of the Board of Directors.
- b. A Chairman-Elect who shall have the full authorities of the Chairman in the absence of the Chairman.
- c. A Vice-Chairman.
- d. A Treasurer/Secretary.

Section 7.2. Manner of Election. The officers of the Corporation shall be elected as provided in the Bylaws.

Article VIII Executive Committee

There shall be an Executive Committee which shall have the full powers of the Board of Directors between meetings of said Board of Directors. The Executive Committee shall consist of the elected officers and not more than seventeen (17) other members elected by the Board of Directors from its membership for a term of one (1) year. Any actions taken by the Executive Committee shall require the approval of the majority of members present and voting. Such actions shall be presented to the board at the next regular meeting. The Chairman of the Board shall be the Chairman of the Executive Committee. The Executive Committee shall fill the unexpired term of any vacancy which occurs in its membership. No employee of any member agency or of the United Way staff shall be a member of the Executive Committee.

Article IX Stocks and Dividends Prohibited

The Corporation shall have no capital stock, pay no dividends, distribute no part of the net income to its members, officers or directors, and the private property of its members shall not be liable for any obligation of the Corporation.

Article X Bylaws

The Bylaws of the Corporation shall be made, altered or rescinded by a 3/4 majority vote of Executive Committee recommending the change and approval of a 3/4 majority of a quorum (1/3 of the members) of the Board of Directors at a regular or special meeting of the Board of Directors following fourteen (14) days written notice proposing such amendment or rescision.

**Article XI
Amendment**

Amendments to these Articles of Incorporation may be proposed and adopted by obtaining a 3/4 majority vote of the Executive Committee recommending the change and a 3/4 majority vote of a quorum (1/3 of the members) of the Board of Directors, following fourteen (14) days written notice proposing such amendment or rescision.

**Article XII
Office and Registered Agent**

The address of the registered office of the Corporation is 518 Mulberry Avenue, Panama City, Florida 32401, and the President, Jerry C. Hix, Sr., is designated as the registered agent to accept service of process for the Corporation within this state.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Amended and Restated Articles of Incorporation for the purposes therein set forth, all as of the 18th day of December, 1997.

Bob Swenk
Chairman

Robert L. McSpadden
Chairman-Elect

STATE OF FLORIDA, COUNTY OF BAY

The foregoing Amended and restated Articles of Incorporation were acknowledged before me by Bob Swenk and Robert McSpadden who acknowledged before me that they are party to the above and foregoing Amended and Restated Articles of Incorporation, and further acknowledged the said amended and restated Articles of Incorporation to be their act and deed as signers thereof, and that the facts contained herein are true.

WITNESS my hand and official seal this 18th day of December, 1997.

Notary Public, State of Florida, at Large. Lisa D. Johnson

My commission expires: May 21, 2001

