N05000005536

(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:

Office Use Only

900061819959

12/13/05--01001--003 **35.00

amended & Restated

FILED
05 DEC 30 PM 4:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
05 DEC 12 PM 3:02

ADR
1/6/06

CAPITAL CONNECTION, INC.
417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Lee County Real Estate Council, Inc.

Signature

Requested by:
WC 12/12 2:00
Name Date Time

Walk-In ____ Will Pick Up ____

- ____ Art of Inc. File
- ____ LTD Partnership File
- ____ Foreign Corp. File
- ____ L.C. File
- ____ Fictitious Name File
- ____ Trade/Service Mark
- ✓ Merger File
- ✓ Art. of Amend. File
- ____ RA Resignation
- ____ Dissolution / Withdrawal
- ____ Annual Report / Reinstatement
- ✓ Cert. Copy
- ✓ Photo Copy
- ____ Certificate of Good Standing
- ____ Certificate of Status
- ____ Certificate of Fictitious Name
- ____ Corp Record Search
- ____ Officer Search
- ____ Fictitious Search
- ____ Fictitious Owner Search
- ____ Vehicle Search
- ____ Driving Record
- ____ UCC 1 or 3 File
- ____ UCC 11 Search
- ____ UCC 11 Retrieval
- Courier

FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 12, 2005

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: LEE COUNTY REAL ESTATE COUNCIL, INC.
Ref. Number: N05000005536

We have received your document for LEE COUNTY REAL ESTATE COUNCIL, INC. and check(s) totaling $35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

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) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 705A00071516

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

RECEIVED
06 JAN 11 PM 3:07
TALLAHASSEE, FLORIDA

FILED
05 DEC 30 PM 4:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LEE COUNTY REAL ESTATE COUNCIL, INC.
A Corporation Not For Profit

We, the undersigned, acting as incorporators of Lee County Real Estate Council, Inc. a corporation not for profit under Chapter 617 of the Florida Statutes do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I
CORPORATE NAME

The name of this corporation (hereinafter called Corporation) is Lee County Real Estate Council, Inc., a corporation not for profit. The members are entitled to vote on a propo amendment and the date of adoption was 12/19/05 and the number of votes was sufficient for approval.

ARTICLE II
TERM OF EXISTENCE

The existence of the Corporation will commence upon the filing of these Articles with the Department of State of the State of Florida and shall continue thereafter in perpetuity.

ARTICLE III
PRINCIPAL OFFICE

The principal office of the Corporation shall be 1833 Hendry St., Fort Myers, Florida 33901 and the mailing address of the Corporation shall be the same.

ARTICLE IV
PURPOSE

The Corporation is an association composed of persons with a common interest in the promotion and encouragement of professional development within the real estate market in Southwest Florida; and to work to improve the real estate environment in Lee County through marketing, events, operations, education, newsletters, brochures and fundraising activities.

The Corporation's intent is to promote such common interest in accordance with Internal Revenue Code Section 501(c)(6) and Treasury Regulation § 1.501(c)(6)-1, and not to engage in a regular business of a kind ordinarily carried on for profit. In keeping with this goal, no part of the Corporation's net earnings will inure to the benefit of any private shareholder or individual. Rather, the Corporation's activities shall be directed to the improvement of real estate conditions.

The corporation may engage in any and all lawful activities, not inconsistent with these purposes.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

ARTICLE V
MEMBERSHIP

The corporation's membership shall be distinct from the Board of Directors. The Bylaws shall regulate the different classes of membership, if any; the authorized number and qualifications of the members of the corporation, the manner of their admission; their voting and other rights and privileges; their liability for dues, if any; and the method of collecting dues.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1833 Hendry Street, City of Fort Myers, County of Lee, State of Florida 33901. The name of its initial registered agent at that address is Peter J. Gravina.

ARTICLE VII
DIRECTORS

The affairs of the Corporation will be managed by a Board of Directors consisting of three (3) members, initially. From time to time, the members may decrease or increase the number of members constituting the Board of Directors, but this number shall never be less than three (3).

(a) TERMS OF OFFICE. Directors shall be elected at the annual meeting of the membership. They will generally serve a term of one (1) year, but may be re-elected for additional terms. The members of the Board of Directors will serve until their successors are elected and qualify. In the case of a vacancy on the Board of Directors, whether occasioned by the resignation or removal of a member or the creation of a new directorship, the remaining Board of Directors shall elect a person to fill the vacancy. The newly appointed member will serve until the next election of Directors.

(b) ELECTION BY MEMBERS. Members of the Board of Directors will be elected by the voting membership, except as heretofore provided. Every director elected will be either a member of the corporation, or, in the case of an entity member, an officer, general partner or trustee of that member, as the case may be. All elections will be by plurality of votes, and the member of the Board of Directors receiving the largest number of votes shall be the Chairman of the Board of Directors.

(c) The names and addresses of the persons who shall serve as Directors until the first election are:

Name	Address
Peter J. Gravina, Esq.	1833 Hendry St. Fort Myers, Florida 33902-1507
Richard Roosa, Esq.	1714 Cape Coral Pkwy. Cape Coral, Florida 33904
Denis Noah, Esq.	1715 Monroe St. Fort Myers, Florida 33902-0280

(d) Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all the members of the Board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board and any action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the director's authority.

ARTICLE VIII
OFFICERS

The Corporation will have a President and they shall at all times be a member of the Board of Directors; a Secretary and a Treasurer; and such other officers as the Board of Directors may from time to time create by resolution. Two or more offices may be held by the same person, except as prohibited by law. The Board of Directors shall elect the officers for a term of one (1) year, at the first meeting of the Board of Directors following each annual meeting of the members. The Board of Directors may remove an officer(s) at any time, with or without cause.

The names of the officers who are to serve until the first election are:

Name	Title	Address
Peter J. Gravina, Esq.	President	1833 Hendry St. Fort Myers, Florida 33902-1507
Richard Roosa, Esq.	Secretary	1714 Cape Coral Pkwy. Cape Coral, Florida 33904

Denis Noah, Esq.	Treasurer	1715 Monroe St. Fort Myers, Florida 33902-0280

ARTICLE IX
BASIS UNDER WHICH CORPORATION IS ORGANIZED

The corporation is a not for profit corporation as defined by the Not for Profit Corporation Act in Section 617.01401 of the Florida Statutes. As such, it is not organized for the pecuniary gain or profit of, and its net earnings nor any part thereof is distributable to its members, directors, officers or other private persons except as specifically permitted under the provisions of the Florida Not for Profit Corporation Act.

ARTICLE X
BYLAWS

Bylaws will be adopted at the first meeting of the Board of Directors. The Directors may amend or repeal, in whole or in part, the bylaws in the manner provided by the bylaws. Any amendments to the bylaws shall be binding on all members of this corporation.

ARTICLE XI
AMENDMENT TO ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of the voting members for their vote. Amendments may be adopted by a vote of at least a majority of a quorum of the voting members of the corporation.

ARTICLE XII
DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of this Corporation. assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future Federal tax code; or shall be distributed to the Federal government, a State government, or a local government, for a public purpose.

IN WITNESS WHEREOF, I, the undersigned, have hereunto set my hand and seal this 7th day of December, 2005, for the purpose of forming this corporation not for profit under laws of the State of Florida.

Peter J. Gravina, Esquire
President

STATE OF FLORIDA)
COUNTY OF LEE)

Before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared Peter J. Gravina, Esquire, to me known to be the person described as subscriber in and who executed the foregoing Amended and Restated Articles of Incorporation, and he acknowledged before me that he executed and subscribed to these Amended and Restated Articles of Incorporation.

Witness my hand and official seal in the County and State named above this 7th day of December, 2005.

Notary Public State of Florida
Mari D Pearman
My Commission DD434072
Expires 05/26/2009

Mari D. Pearman Notary Public
My Commission No.:
My Commission Expires:

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance, with said Act:

First--That LEE COUNTY REAL ESTATE COUNCIL, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Fort Myers, County of Lee, State of Florida, has named PETER J. GRAVINA, located at 1833 Hendry Street, City of Fort Myers, County of Lee, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENTS:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: ______________________
Peter J. Gravina, Registered Agent