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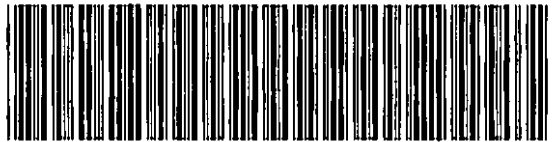
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2022 MAR -7 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FL

COVER LETTER

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

SUBJECT: PEACE RIVER WILDLIFE CENTER, INC.
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

<input type="checkbox"/> \$43.75 Filing Fee & Certified Copy	<input checked="" type="checkbox"/> \$52.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED	

FROM: CALLIE STAHL, EXECUTIVE DIRECTOR
Name (Printed or typed)

3400 Ponce De Leon Pkwy
Address

Punta Gorda, FL 33950
City, State & Zip

941-637-3830
Daytime Telephone number

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

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

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
PEACE RIVER WILDLIFE CENTER, INC.**

FILED

2022 MAR -7 PM 12: 10

SECRETARY OF STATE
TALLAHASSEE, FL

In compliance with Chapter 617, Florida Statutes (Not for Profit):

ARTICLE I – NAME

The name of the corporation (hereinafter the "Corporation" or "PRWC") shall be Peace River Wildlife Center, Inc.

ARTICLE II - PRINCIPAL OFFICE

The address, including street and number, of its principal office is 3400 Ponce De Leon Parkway, Punta Gorda, FL 33950.

ARTICLE III – PURPOSE

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "Code"), primarily but not limited to assisting in the survival of native Florida wildlife through rescue, rehabilitation, and education.

The property of PRWC is irrevocably dedicated to the preservation and rehabilitation of Florida wildlife, and no part of the net earnings of the corporation shall ever inure to the benefit of, or be distributable to, its 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 this Article. The corporation shall not participate in or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Except to the extent permitted by Code Section 501(h), no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. Any other provision of these Articles to the contrary notwithstanding, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from the Federal income tax under Code Section 501(c)(3), (b) by a corporation contributions to which are deductible under Code Section 170(c)(2), and (c) by a corporation organized under the Florida Nonprofit Corporation Act as now existing or hereafter amended.

Solely for the above purposes, the Corporation is empowered to and may exercise all other powers and authority now or hereafter conferred upon nonprofit corporations in the State of Florida.

ARTICLE IV - DIRECTORS AND MANNER OF ELECTION

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors, the number of which may be either increased or decreased from time to time as regulated by the Bylaws but shall consist of not fewer than three. The manner and method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Board of Directors shall have all the rights, powers, and privileges prescribed by law of directors of corporations for profit.

ARTICLE V - REGISTERED AGENT AND STREET ADDRESS

The address, including street and number of the Corporation's registered office is 3400 Ponce De Leon Parkway, Punta Gorda, FL 33950, and the name of its initial registered agent at such address is Callie Stahl.

ARTICLE VI - INCORPORATOR

The name and address of the Incorporator is Callie Stahl, 3400 Ponce De Leon Parkway, Punta Gorda, FL 33950.

ARTICLE VII - DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLE VIII – OFFICERS

PRWC shall have at least a President, Treasurer, and Secretary, and such other officers as may be provided for in the Bylaws. Job descriptions for all officers shall be detailed in the Bylaws. The manner of selection of officers and their terms of service shall be as set forth in the Bylaws.

The current officers are:

Jerry Jones, President,
3400 Ponce De Leon Pkwy, Punta Gorda, FL 33950

Stephan Widmeyer, Vice President,
3400 Ponce De Leon Pkwy, Punta Gorda, FL 33950

Eileen Glassman, Treasurer,
3400 Ponce De Leon Pkwy, Punta Gorda, FL 33950

Callie Stahl, Secretary,
3400 Ponce De Leon Pkwy, Punta Gorda, FL 33950

ARTICLE IX - MEMBERS

The Corporation shall have a membership distinct from the board of directors. Any person paying dues as provided for in the Bylaws and agreeing to be bound by these Articles and the Bylaws, and by such rules and regulations as the directors may from time to time adopt, is eligible for membership in PRWC. The directors may from time to time prescribe the form and manner in which application for membership may be made.

ARTICLE X - DISTRIBUTION OF ASSETS

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, distribute all the assets of the corporation to one or more organizations then qualified under Code Section 501(c)(3) selected by the Board of Directors of the Corporation. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the city or county in which the principal office of the Corporation is then located to such organization or organizations as said court shall determine and as are then qualified as exempt under Code Section 501(c)(3).

ARTICLE XI - AMENDMENTS

Except as provided, any one or more of the provisions of these Amended and Restated Articles of Incorporation may be amended in accordance with the requirements of the Florida Statutes and the Bylaws of the Corporation.

ARTICLE XII - INDEMNIFICATION

Officers, Directors, and Volunteers shall be indemnified by PRWC against all expenses and liabilities, including attorney fees, including any incurred in any appellate proceedings, reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office as provided in the Bylaws. PRWC may

purchase and maintain insurance on behalf of the afore-designated persons against any such liability asserted against them or any of them in their official capacity or arising out of their status as such.

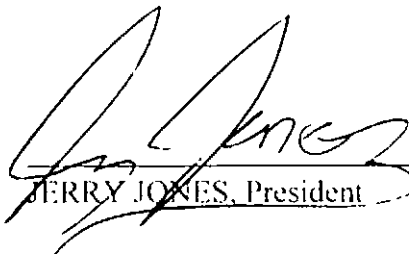
ARTICLE XIII – INCONSISTENT PROVISIONS

In the event of any conflict between the provisions of this Amended and Restated Articles of Incorporation and the Bylaws of the Corporation or any other document or instrument governing the affairs of PRWC, the provisions of this document shall prevail.

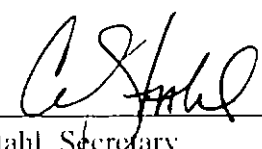
ARTICLE XIV – ADOPTION

This Amended and Restated Articles of Incorporation was adopted on January 18, 2022 by the board of directors of the Corporation. There are no members entitled to vote on the adoption of this instrument.

IN WITNESS WHEREOF, I have executed this Amended and Restated Articles of Incorporation on 2/15, 2022.




JERRY JONES, President

Attest: 

Callie Stahl, Secretary

I submit the foregoing Amended and Restated Articles of Incorporation of Peace River Wildlife Center, Inc. and affirm that the facts stated therein are true. I am aware that 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: 2/15/22

Signature: 

CALLIE STAHL, Secretary and Executive Director