

N11222

LAW OFFICES
WEBSTER, CHAMBERLAIN & BEAN

1747 PENNSYLVANIA AVENUE, N.W.
WASHINGTON, D.C. 20006
(202) 785-9500
FAX: (202) 835-0243

ARTHUR L. HEROLD
ALAN P. DYE
EDWARD D. COLEMAN
FRANK M. NORTHAM
JOHN W. HAZARD, JR.
HUGH K. WEBSTER
DAVID R. GOCH
CHARLES M. WATKINS
BRENLEY LOCKE ELIAS
JAMES A. POLFER
DOUGLAS W. MACDONALD

GEORGE D. WEBSTER (1921-1996)
OF COUNSEL
CHARLES E. CHAMBERLAIN
KENT MASTERSON BROWN*
JAMES BOPP, JR.*
*NOT ADMITTED TO D.C. BAR

June 14, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

000003297680--5
-06/20/00--01074--006
*****87.50 *****~~87.50~~
43.75

Re: Gulf Coast Association of Governmental Purchasing Officers, Inc.

Gentlemen:

Enclosed is the original and one copy of Restated Articles of Incorporation, and a check for \$87.50 for the filing fee and certified copy.

Please return the certified copy to me.

Yours truly,

Charles M. Watkins

Charles M. Watkins

CMW/ctb

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 20 AM 11:17

Restated art.

V. SHEPARD JUN 28 2000

RESTATED ARTICLES OF INCORPORATION

OF

**GULF COAST ASSOCIATION OF GOVERNMENTAL
PURCHASING OFFICERS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 20 AM 11:17

Pursuant to the provisions of Section 617.1007, Florida statutes, the undersigned Florida nonprofit corporation adopts the following restated articles of incorporation.

1. Name. The name of the corporation shall be Gulf Coast Association of Governmental Purchasing Officers, Inc.

2. Principal office. The principal place of business and the mailing address of this corporation shall be: 3710 Estey Avenue, Naples, Florida 34104.

3. Purposes. This corporation is organized, and shall be administered and operated, exclusively to receive, administer and expend funds for the following purposes:

(a) To promote ethical, efficient, and cost-effective public purchasing policies and practices;

(b) To provide educational programs, products, and services for public purchasing personnel;

(c) To enable public purchasing personnel to exchange useful information about policies, practices, procedures, products, and services of common interest;

(d) To otherwise facilitate the conduct of purchasing activities by government and other public agencies;

(e) To assist other charitable and educational organizations in the conduct of similar activities; and

(f) To engage in any and all lawsuit activities to accomplish the foregoing purposes except as restricted herein.

In order to accomplish the foregoing religious, charitable, and educational purposes, and for no other purpose or purposes, the corporation shall have all of the powers granted to nonstock corporations by §617.0302 of the Florida Not-For-Profit Corporation Act; provided, however, that the corporation shall not except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of the corporation.

4. Manner of election of directors. The directors shall be elected by the members.

5. Other provisions. (a) No part of the net income of the corporation shall 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 actually rendered and to make payments and distributions in furtherance of he purposes and objects set forth in Article 3 hereof. 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 any political campaign on behalf of or against any candidate for public office.

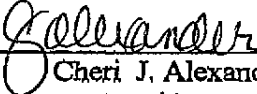
(b) Notwithstanding any other provision set forth in these Articles of Incorporation, at any time during which it is deemed a private foundation, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986; the corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986; the corporation shall not own any excess business holdings that would subject it to tax under Section 4943 of the Internal Revenue Code of 1986; the corporation shall not make any investment in such manner as to subject it to the tax imposed by Section 4944 of the Internal Revenue Code of 1986; and the corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986. Any reference in these Articles to any section of the Internal Revenue Code of 1986 shall be deemed to incorporate by reference the corresponding provisions of any subsequent federal tax laws.

(c) Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, or by an organization contributions to which are to be deductible under Section 170(c)(2) of such Code.

(d) Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively for the corporation's charitable and educational purposes, or to organizations which are then exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code of 1986, and to which contributions are then deductible under Section 170(c)(2) of such Code.

**GULF COAST ASSOCIATION OF
GOVERNMENTAL PURCHASING
OFFICERS, INC.**

Date: 3.15.00

By: 
Cheri J. Alexander
President

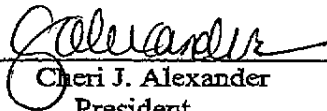
**CERTIFICATE
REGARDING
RESTATED ARTICLES OF INCORPORATION
OF
GULF COAST ASSOCIATION OF PURCHASING OFFICERS, INC.**

Pursuant to the provisions of section 617.1007, Florida Statutes, the undersigned Florida nonprofit corporation hereby certifies:

1. The attached Restated Articles of Incorporation contains amendments requiring member approval; and
2. The Restated Articles of Incorporation were adopted by the members on March 15, 2000; and
3. The number of votes cast for the amendment was sufficient for approval.

**GULF COAST ASSOCIATION OF
GOVERNMENTAL PURCHASING
OFFICERS, INC.**

Date: March 15, 2000

By: 
Cheri J. Alexander
President