

N/3375

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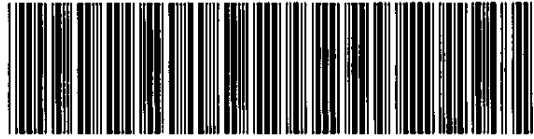
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2009 MAY 20 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

TB 5/26/09

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ASSOCIATED GAS DISTRIBUTORS OF FLORIDA, INC.

DOCUMENT NUMBER: N13375

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

G. DAVID ROGERS
(Name of Contact Person)

G. DAVID ROGERS AND ASSOCIATES
(Firm/ Company)

214 S. MONROE STREET
(Address)

TALLAHASSEE, FLORIDA 32301
(City/ State and Zip Code)

For further information concerning this matter, please call:

G. DAVID ROGERS at (850) 681-0496
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

ASSOCIATED GAS DISTRIBUTORS OF FLORIDA, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

N13375

(Document Number of Corporation (if known))

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: _____

New Registered Office Address: _____
(Florida street address)

_____, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

ARTICLE III-PURPOSES - WORDS CHANGED-DELETED(BOTH INDEPENDENT AND MUNICIPALITIES)

REPLACED WITH (INVESTOR-OWNED)

ARTICLE V-MEMBERSHIP-WORDS CHANGED-DELETED(BOTH INDEPENDENT AND MUNICIPAL)

REPLACED WITH (INVESTOR-OWNED)

ARTICLE IX-MANAGEMENT OF CORPORATE AFFAIRS-WORDS CHANGED-DELETED(CHANGED)

REPLACED WITH (INCREASED OR DECREASED TO EQUAL TO THE NUMBER)

DELETED (BY THE ADDITION)

DELETED (CHARITABLE) - LAST PARAGRAPH

COPIES ATTACHED FOR REFERENCE

The date of each amendment(s) adoption: APRIL 22, 2009

Effective date if applicable: APRIL 22, 2009
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 4/22/09

Signature *Stuart Shaf*
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

STUART SHAF
(Typed or printed name of person signing)

PRESIDENT
(Title of person signing)

Articles of Amendment
to
**ARTICLES OF INCORPORATION OF
ASSOCIATED GAS DISTRIBUTORS OF FLORIDA, INC.**
A FLORIDA NONPROFIT CORPORATION

ARTICLE I.

Name

The name of this corporation is Associated Gas Distributors of Florida, Inc.

ARTICLE II.

Duration

The duration of this Corporation shall be perpetual, commencing with the filing of these Articles with the Department of State of the State of Florida.

ARTICLE III.

Purposes

The general purpose of this Corporation is to promote the common business interests of investor-owned natural gas distributors having operations in the State of Florida. The Corporation may undertake any action necessary to further this general purpose including, without limiting the generality of the foregoing, monitoring and influencing legislative, quasi-legislative, judicial, and quasi-judicial activities and any other governmental action affecting, or which may affect, the business of the Members. The Corporation shall not, as its primary activity, engage in a regular business of a kind ordinarily carried on for profit.

Deleted: both independent and municipalities.

ARTICLE IV.

Dedication of Assets

The property of this Corporation is irrevocably dedicated to its purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any private individual; provided that, upon dissolution or final liquidation the Corporation may make distribution to its Members as permitted by the court having jurisdiction thereof and no such liquidating payment or distribution shall be deemed to be a dividend or a distribution of income.

ARTICLE V.

Membership

All ~~investor-owned~~ natural gas distributors, having operations in the State of Florida, paying dues and fees as provided in the Bylaws, and agreeing to be bound by the Articles and the Bylaws, and by such rules and regulations as the Board of Directors may from time to time adopt, are eligible for membership in the Corporation. The Board of Directors shall from time to time prescribe the form and manner in which application may be made for membership.

Deleted: both independent and municipal.

ARTICLE VI.

Location and Name of Initial Registered Agent

The street address of the initial registered office of the Corporation is Suite 701, First Florida Bank Building, 215 South Monroe Street, City of Tallahassee, County of Leon, State of Florida, 32302-1876.

The name of the initial registered agent at such address is Robert S. Goldman.

ARTICLE VII.

Initial Directors

There shall be eight directors constituting the initial Board of Directors.

The name and address of each person who is to serve as an initial Director, manager, or trustee is as follows:

Frank Cressman 401 South Dixie Highway West Palm Beach, FL 33401	Russell Deegan 530 West University Avenue Gainesville, FL 32601
James Lowe 358 3 rd Street, N.W. Winter Haven, FL 33881	Jim McIntyre 301 Maple Avenue Panama City, FL 32401
Don Napier 223 South 5 th Street Leesburg, FL 32748	Timor Powers State Road 710 Indiantown, FL 33456
Joseph Herrmann 607 South Evers Street Plant City, FL 33566	John W. McLelland 1565 State Street Sarasota, FL 33578

ARTICLE VIII.

Incorporator

The name and address of the incorporator of this Corporation is Robert S. Goldman, 3612 Barbary Drive, Tallahassee, Florida 32308.

ARTICLE IX.

Management of Corporate Affairs

(a) Board of Directors: The power of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the Corporation shall be eight; provided, however, that such number may be increased or decreased to equal to the number of Members.

Deleted: changed
Deleted: by the addition

Each Member shall be entitled to name one Director who shall serve until the earlier of the following: (i) his successor is named by the Member who designated him as its Director; and (ii) termination of the membership in the Corporation of the Member designating him as its Director.

(b) Corporate Officers: The Board of Directors shall elect the following officers: President, Treasurer, and Secretary and such other officers as the Bylaws of this Corporation may authorize the Directors to elect from time to time. Such officers shall be initially elected at the organizational meeting of the Board of Directors.

The undersigned, being the incorporator of this Corporation, for the purpose of forming this nonprofit Corporation under the laws of the State of Florida has executed these Articles of Incorporation on ____ November, 1985.

Deleted: charitable

Robert S. Goldman