

N18000003106

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

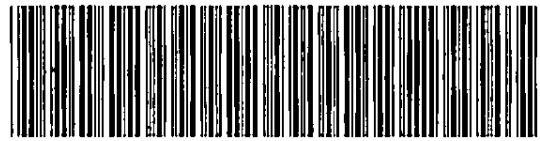
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700312038247

04/20/18--01018--019 **35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2018 JUN 13 PM 4:18

JUN 11 2018
C McNAIR

APR 23 2018
C McNAIR

To: Amendment Section
Division of Corporations

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2018 JUN 13 PM 4:12

Name of Corporation: Macias Wildlife Society of Bonita Bay, Inc.

Document Number: N18000003106

The enclosed Restated Articles of Incorporation are submitted for filing.

Please return all correspondence concerning this matter to the following:

Sandra J. Hollenhorst
Macias Wildlife Society of Bonita Bay, Inc.
27351 Hidden River Ct.
Bonita Springs, FL 34134

sandyhollenhorst@yahoo.com

For further information concerning this matter, please call:

Sandra Hollenhorst 612-817-2081

A check for \$35 was previously sent for the filing fee.

Prepared by:
Chanille L. Grigsby, Esq.
Grigsby Law, P.A.
9240 Bonita Beach Road, Suite 1117
Bonita Springs, Florida 34135

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2018 JUN 13 PM 4 12

*THIS DOCUMENT CONSTITUTES A SUBSTANTIAL REWORDING OF
THE ORIGINAL ARTICLES OF INCORPORATION. SEE PRIOR
DOCUMENTS FOR CHANGES TO PRESENT TEXT*

**RESTATED ARTICLES OF INCORPORATION
MACIAS WILDLIFE SOCIETY OF BONITA BAY, INC.**

These Restated Articles of Incorporation for MACIAS WILDLIFE SOCIETY OF BONITA BAY, INC., is made by MACIAS WILDLIFE SOCIETY OF BONITA BAY, INC., a Florida not-for-profit corporation as of this 6th day of April, 2018.

WHEREAS, the Original Articles of Incorporation were initially filed on March 20, 2018 with the Florida Division of Corporations at Document No. N1800003106; and

WHEREAS, the Corporation wishes to restate the Articles of Incorporation in accordance with the terms and conditions set forth below.

NOW, THEREOFRE, the Corporation hereby restates the Articles of Incorporation as follows:

**ARTICLE I
NAME**

The name of this corporation is MACIAS WILDLIFE SOCIETY OF BONITA BAY, INC. (hereinafter referred to as the "Corporation").

**ARTICLE II
DURATION**

The period of duration for this corporation shall be perpetual or until such time as the Board of Directors shall adopt a resolution recommending that the corporation be dissolved pursuant to the Florida Nonprofit Corporation Act.

**ARTICLE III
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the Corporation shall be: 27351 Hidden River Court, Bonita Springs, FL 34134.

The mailing address of the Corporation shall be: P.O. Box 366002, Bonita Springs, Florida 34136.

**ARTICLE IV
PURPOSES**

The Corporation is organized exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code as may be amended. The Corporation will engage in

activities permissible under Section 501(c)(3), IRC, including: conducting research and educating the public on issues related to natural wildlife existing in the Bonita Bay community and neighboring areas, with an emphasis on habitat, birds, other animals and water features. No substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, except as is otherwise provided by Section 501(h) of the IRC. No part of any activities of this Corporation will include participating in or intervening in any political campaign on behalf of or in opposition to any candidate for public office.

This Corporation is not organized for profit, and no part of the net earnings of this Corporation shall inure to the benefit of any member of the Board of Directors or any other individual except that this Corporation may make payments of reasonable compensation for services rendered.

The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

Notwithstanding any provision of these Articles of Incorporation, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the IRC, as amended.

ARTICLE V **ELECTION OF CORPORATE DIRECTORS**

The directors of the Corporation shall be elected in accordance with methods and qualifications specified in the Bylaws of the Corporation. In no event, shall the number of directors be fewer than three (3).

ARTICLE VI **POWERS**

The powers of the Corporation shall be provided in the Bylaws of the Corporation in accordance with Chapter 617, Florida Statutes with the following limitations within the meaning of Section 501(c)(3) of the IRC, as may be amended:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers or other private interests. However, the Corporation shall be authorized and empowered to pay a reasonable flat salary for services rendered by its employees and to make payments and other distributions in furtherance of the purposes set forth in Article IV.
2. Only an insubstantial amount of the activities of the Corporation shall be in furtherance of a purpose not set forth in Article IV.
3. Only an insubstantial amount of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, within the meaning of Section 501(c)(3), of the IRC, as may be amended, unless the Corporation elects the provisions of Section 501(h) of the IRC, as may be amended.
4. In no event shall the Corporation have the power to participate in, or intervene in, including the publishing or distributing of statements, any political campaign on behalf of, or in opposition to, any candidate for public office, all within the meaning of Section 501(c)(3) of the IRC, as may be amended.
5. In the event the Corporation chooses to litigate, using its own staff attorneys on behalf of its members or clients, the Corporation shall comply with the guidelines provided within Revenue Procedure 92-59.

1992:2 C.B. 411-12, as may be amended, superseded or modified. The Bylaws of the Corporation shall adopt these provisions accordingly.

ARTICLE VII
MEETINGS

After incorporation, the appropriate members of the Corporation shall hold an organization meeting in accordance with Chapter 617, Florida Statutes, as amended.

The Board of Directors of the Corporation may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication which allows all directors participating to simultaneously hear one another. A director participating in such a meeting is deemed present at the meeting. In the alternative, the Board of Directors may take actions through signed email communications provided all board members agree.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The names and addresses of the initial Board of Directors are:

Sandra Hollenhorst
27351 Hidden River Court
Bonita Springs, FL 34134

Penny Finley
27500 Riverbank Drive
Bonita Springs, FL 34134

Jacke McCurdy
3070 Greenflower Court
Bonita Springs, FL 34134

Barb Jackson
27020 Lake Harbor Court #102
Bonita Springs, FL 34134

John Knapp
27532 Riverbank Drive
Bonita Springs, FL 34134

Loraine Tyre
27203 Shell Ridge Drive
Bonita Springs, FL 34134

**ARTICLE IX
DISSOLUTION**

Upon dissolution and upon payment or adequate discharge of all liabilities and obligations, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the IRC, as amended or shall be distributed to a State or Federal government for public purpose.

**ARTICLE X
AMENDMENT**

These Articles may be altered or amended by: (i) the affirmative vote, cast in writing of 100% of the Board of Directors; or (ii) sixty-seven percent (67%) of all Members who are present or voting by absentee ballot at a special meeting called for such purpose.

REGISTERED AGENT AND OFFICE

The Registered Agent of the Corporation is Sandra Hollenhorst.

The Registered Office of the Corporation is at 27351 Hidden River Court, Bonita Springs, FL 34134, or such other location as may be determined from time to time.

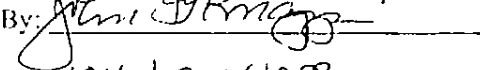
Acceptance by Registered Agent: Having been appointed the Registered Agent of MACIAS WILDLIFE SOCIETY OF BONITA BAY, INC., and to accept the service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 6th day of April, 2018.

By: 
Sandra Hollenhorst

ADOPTED BY 100% OF THE BOARD OF DIRECTORS ON THIS 6th DAY OF April, 2018.

By: 
Sandra Hollenhorst, President

By: 
JOHN G. KNAPP, Secretary

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

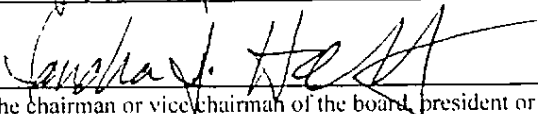
Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 April 6, 2018

Signature 
(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)

Sandra J. Hollenhorst
(Typed or printed name of person signing)

President & Director
(Title of person signing)