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SOUTHWEST FLORIDA PLUMBING HEATING COOLING
CONTRACTORS, INC.

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Amended & Restated

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**AMENDMENT AND RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
SOUTHWEST FLORIDA PLUMBING HEATING COOLING CONTRACTORS,
INC.
a Florida Not for Profit Corporation**

These amended and restated articles of incorporation are signed by the President of the corporation for the purposes of amending, restating, and replacing the original articles of incorporation, as amended, of the corporation in their entirety under the provisions of Florida Statutes, Chapter 617, as follows:

ARTICLE I. - NAME

The name of this corporation is SOUTHWEST FLORIDA PLUMBING HEATING COOLING CONTRACTORS, INC. The current principal office and the mailing address of the corporation is 8283 Vico Court, Sarasota, Florida 34240.

ARTICLE II. - PURPOSE

This corporation is organized and shall be administered and operated exclusively to receive, administer, and expend funds to promote and represent the common business interests of and improve the business conditions among, members of the Lakewood Ranch business community, as may be more specifically set forth in the bylaws of the corporation, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

In order to accomplish the foregoing purposes, and for no other purpose or purposes, this corporation shall also have the power to:

- (a) sue and be sued;
- (b) make contracts;
- (c) receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and otherwise acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations;

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(d) act as trustee under any trust whose objects are related to the principal objects of the corporation, and to receive, hold, administer and expend funds and property subject to such trust;

(e) convey, exchange, lease, mortgage, encumber, transfer upon trust or otherwise dispose of all property, real and personal;

(f) borrow money, contract debts and issue bonds, notes, and debentures, and secure the payment of any performance of its obligations; and

(g) do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

Notwithstanding any other provision of these amended and restated 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)(6) of the Internal Revenue Code of 1986.

ARTICLE III. - MEMBERSHIP

This corporation shall have members. The rights, duties, and responsibilities of the members shall be described in the corporation's Bylaws.

ARTICLE IV. - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V. - BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a board of directors, consisting of no less than three (3) Directors. The board of directors shall be elected or appointed, and increased or decreased, as provided in the bylaws. The board of directors shall have the requisite power and authority which is customarily vested in corporate directors over the business and affairs of the corporation. The current directors of this corporation shall be as follows:

Kenneth P. Jackson
8283 Vico Court
Sarasota, Florida 34240

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Josh Dalton
105 Bluegrass Court
Nokomis, Florida 34275

Amos Fox
4411 Bee Ridge Road, #286
Sarasota, Florida 34233-2515

Peter Bogacz
2249 Industrial Blvd
Sarasota, Florida 34234-3119

Kyle Milligan
5600 Pinkney Avenue
Sarasota, Florida 34233-2426

George W. Campbell
2605 72nd Ave E. Box 1148
Ellenton, Florida 34222-9998

ARTICLE VI.
REGISTERED OFFICE AND REGISTERED AGENT

The registered office of this corporation shall be 1819 Main Street, Suite 610, Sarasota, Florida 34236. The registered agent shall be JOHN M. COMPTON. The registered agent and address may be changed at any time by an affirmative vote of the board of directors.

ARTICLE VII. - COMPENSATION AND ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its directors or officers, or any individual, but 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 Article II hereof. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of the exemption under Section 501(c)(3) of the Internal Revenue Code of 1986. The corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE VIII. - INDEMNIFICATION

The corporation shall indemnify any director or officer, or any former director or officer, to the full extent permitted by law.

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ARTICLE IX. - OFFICERS

The corporation shall be governed by officers which may be established by the bylaws of the corporation. The officers will be elected by the board of directors at the annual meeting, in accordance with the bylaws of the corporation.

ARTICLE X. - BYLAWS

The bylaws of this corporation shall be made, altered, or rescinded by the board of directors at any regular or special meeting held in accordance with the bylaws.

ARTICLE XI. - AMENDMENT OF ARTICLES OF INCORPORATION

These articles of incorporation may be amended, from time to time, by a resolution adopted by a seventy-five percent (75%) vote of the board of directors present at a meeting at which a quorum is present; provided, however, that these articles of incorporation shall not be amended to permit the corporation to engage in any activity prohibited in Articles II or VII.

ARTICLE XII. - DISSOLUTION

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, pay all of the assets of the corporation to an organization or organizations organized and operated exclusively for charitable, scientific, educational, or such other exempt purposes as shall at that time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code of 1986, or to a federal, state, or local government body to be used for exclusively public purposes as the board of directors shall determine, in its sole and absolute discretion.

ARTICLE XIII. - NONDISCRIMINATION

The corporation shall maintain a racially nondiscriminatory admission and operations policy for all of its educational activities and will not discriminate against applicants or students on the basis of race, color, nationality, or ethnic origin.

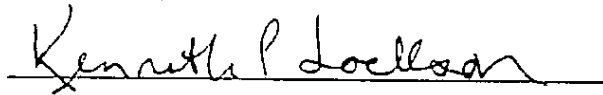
ARTICLE XIV. - DEFINITIONS

Any reference in these amended and restated articles of incorporation to a section of the Internal Revenue Code of 1986 shall be deemed to include the corresponding provision or provisions of any applicable future Internal Revenue Code.

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These amended and restated articles of incorporation were approved and adopted by the board of directors of the corporation on January 1, 2023, upon the affirmative vote of a sufficient number of directors eligible to approve such amendment. There are no members or members entitled to vote on the amendment.

IN WITNESS WHEREOF, the undersigned has signed these amended and restated articles of incorporation on August 31, 2023.



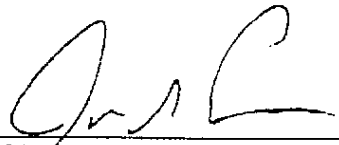
Print Name: Kenneth P. Jackson, President

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process at the place designated in the articles. I hereby accept the appointment as registered agent 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: August 31, 2023.



JOHN M. COMPTON