

N36369

Council for Sustainable Florida, Inc.
Requester's Name

P.O. Box 10888
Address

Tallahassee FL 32302 850/425-1733
City/State/Zip Phone #

Leslie

FILED
01 FEB 20 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Council for Sustainable Florida, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

400003743684--3
-02/20/01--01062--021
****43.75 ****43.75

☒ Walk-in

☐ Pick up time _____

☐ Certified Copy

☒ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☒ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

**AMENDED AND RESTATED ARTICLES OF
INCORPORATION
OF
COUNCIL FOR SUSTAINABLE FLORIDA, INC.**

(A Corporation Not For Profit)

FILED
01 FEB 20 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of Council for Sustainable Florida, Inc., a corporation not-for-profit, are hereby restated and amended as follows, pursuant to a resolution of the Board of Directors adopted as of the date hereof. There are no voting members other than the Board of Directors.

The original Articles of Incorporation were filed with the Secretary of the State of Florida under the name of the Corporation on Promoting Environmental Education.

These Restated and Amended Articles of Incorporation restate and amend provisions of the Corporations Articles of Incorporation and omit matters of historical interest.

ARTICLE I

Name

This corporation shall be known as the "Council for Sustainable Florida, Inc." (hereinafter referred to as the "Council").

ARTICLE II

Purpose

The Council is organized exclusively for education and other not for profit purposes. The purpose for which the Council is formed is to operate to provide opportunities to improve Florida's environment, economy and social systems by

promoting sustainability through education and sustainability programs. The objects and purposes to be exclusively transacted and carried on are:

1. To receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific, literary, or educational purposes either directly, or by contributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

2. No part of the earnings of the Council shall inure to the benefit of any member, Director or Officer of the Council, or any other person (except that the Council may pay reasonable compensation for services rendered to or on behalf of the Council and make other payments and distributions in furtherance of one or more of its purposes), and no Member, Director or Officer of the Council, or any of the corporate assets on dissolution of the Council.

3. No substantial part of the activities of the Council shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Council shall not participate, directly or indirectly, 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. The Council shall not have the objectives nor engage in activities which would characterize it as an "action organization" as defined in Treas. Reg. Section 1.501(c)(3)-1(c)(3), as it now exists or may hereafter be amended.

4. Notwithstanding any other provisions of these Articles, the Council shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and Treasury Regulations thereunder as they now exist or as they may be hereafter amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of such Code and Treasury regulations thereunder as they now exist or they may hereafter be amended.

5. The Council shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

6. The Council shall not engage in any act of self-dealing as defined in Section 4941(d) or the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

7. The Council shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue code of 1986, or corresponding provisions of any subsequent federal tax laws.

8. The Council shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

9. The Council shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

10. Upon the dissolution of the Council or the winding up of its affairs, all of the assets of the Council shall be distributed exclusively to an organization organized and operated exclusively for religious, charitable, scientific, public safety testing, literary, education or prevention of cruelty to children or animals purposes which then qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code and Treasury Regulations as the Directors may direct. Any such assets not so disposed of shall be disposed of by the Circuit Court of the Second Judicial Circuit, in And for Leon County, Florida, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III

Powers

In order to accomplish the purposes and to attain the objects for which this corporation is formed and for which funds and property of this corporation shall be handled, administered, operated and distributed as hereinabove set forth, the Council, its Officers and Directors, shall possess and exercise all powers, authorities and privileges granted by and under the laws of the State of Florida, except as limited hereby, not inconsistent with the requirements for exemption under Section 501 (c) (3) of the Internal Revenue Code of 1986 and Treasury

Regulations as they now exist or as they may hereafter be amended and including the following powers, authorities and privileges:

1. To accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial, order or decree, or otherwise, for any of its objects and purposes-any property, both real and personal, of whatever kind, nature or description and wherever situated.

2. To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal as the objects and purposes of the Council may require, subject to such limitations as may be prescribed by law.

3. To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, land and other real estate, or in such other securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift, provided such limitations and conditions are not in conflict with the provision of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

4. In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a Council organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Council, subject to further limitation and condition that, notwithstanding any other provisions of these Articles,

only such powers shall be exercised as are in furtherance of the Federal income tax exempt purposes of the Council and as may be exercised by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Treasury Regulations as they now exist or as they may hereafter be amended and by an organization, contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE IV

Registered Office and Registered Agent

The location of its principal place of business and its Registered Office in this State is 1018 Thomasville Road, Suite 111, Tallahassee, Florida 32303. The name of its Registered Agent and Resident Agent in this State is Donald H. Ross, located at 2579 Toledo Blade Boulevard, North Port, Florida 34286. The Board of Directors may from time to time move the Registered Office to any other street address in Florida or change the Council's Registered Agent or Resident Agent.

ARTICLE V

Term of Council Existence

The term for which this Council shall exist is perpetual.

ARTICLE VI

Officers

The Council shall have a President, two or more Vice-President(s), Secretary and Treasurer and may have additional assistant officers. Officers shall be elected by the Board of Directors on an annual basis.

ARTICLE VII

Directors

The base membership of the Board of Directors of this corporation shall consist of up to thirty-six (36) persons. The number of Directors may be changed from time to time by amendment to the By-laws. In no event, shall the Board of Directors be less than three (3) persons. The Directors shall be elected according to procedures established by the By-Laws.

ARTICLE VIII

Transactions in Which Members, Directors and Officers are Interested

1. No contract or transaction between the Council and one or more of its Directors or officers, or between the Council and any other organization in which one or more of its Directors or Officers are Directors or Officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his/her or their votes are counted for such purpose if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes the contract or

transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

(b) The contract or transaction is fair and reasonable as to the Council as of the time it is authorized by the Board of Directors or a committee thereof.

2. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee which authorizes, approves or ratifies such contract or transaction.

ARTICLE IX

Indemnification of Directors or Officers

The Council hereby indemnifies any officer or Director made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(a) Whether civil, criminal, administrative or investigative, other than on, by or in the right of the Council to procure a judgment in its favor, brought to impose a liability or penalty on such person in his capacity of Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Council, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and reasonably incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interest of the Council, and in criminal actions or proceedings, without reasonable ground for

belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or Officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Council or that he had reasonable grounds for belief that such action was unlawful.

(b) By or in the right of the Council to procure a judgment in its favor by reason of his being or having been a Director or Officer of the Council, or by reason of his being or having been a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Council, against the expenses, including attorneys' fees, actually and reasonably, incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith with the reasonable belief that such action was in or not opposed to the best interests of the Council. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duty to the Council.

(c) Any indemnification under Section (a) shall be made by the Council only as authorized in the specific case upon a determination that amounts for which a Director or Officer seeks indemnification were properly incurred and that such Director or Officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Council, and that with

respect to any criminal proceeding or action, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the board of Directors by a majority vote of a quorum consisting of Directors who are not parties to such action, suit or proceeding.

(d) The Council shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of Section (a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standard of conduct set forth in Section (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Council in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Council as authorized in this Section. If the Council elects to assume the defense, such defense shall be conducted by counsel chosen by it, and not object to it in writing for valid reasons by such person. In the event the Council elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such persons and other parties represented in the same action, suit or proceeding by such counsel retained by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this Section.

(e) The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Council to indemnify under applicable law.

ARTICLE X

By-Laws

The Board of Directors shall adopt By-Laws for the Council. The By-Laws may be amended, altered, or rescinded by the majority vote of the Board of Directors at any annual meeting or any special meeting called for that purpose as provided by the By-Laws.

ARTICLE XI

Amendment to Articles of Incorporation

These Articles of Incorporation may be amended by a recommendation of the Board of Directors adopted at a special meeting of the membership by a two-thirds (2/3) vote of those present. Those Articles, however, pertaining to dissolution of the Council, shall not be amended in such a way as to allow or cause any Director or Officer of the Council or any other person to share in any of the Council or any other person to share in any of the Council's assets. Amendments shall be filed with the Department of State of the State of Florida for approval.

IN WITNESS WHEREOF, I have hereunto set hand and seal,
acknowledged and filed the foregoing Restated and Amended Articles of
Incorporation under the laws of the State of Florida, this 23 day of June,
2000.

Donald H. Ross
Donald H. Ross, President
Attest: Gerald Moon
Secretary

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day personally appeared before me, the
undersigned authority, Donald H. Ross, to me well known or who presented as
identification, and executed the foregoing instrument and acknowledged before me
that he executed the same freely and voluntarily for the uses and purposes therein
set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on
this 23rd day of June, 2000.

Brenda W. Cesario
Notary Public, State of Florida

BRENDA W. CESARIO
Print Name of Notary

My Commission Expires:



Brenda W. Cesario
Commission # CC 934355
Expires June 20, 2004
Bonded Thru
Atlantic Bonding Co., Inc.