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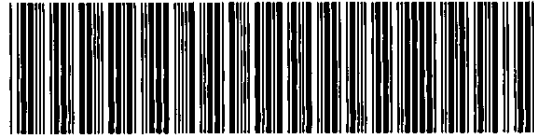
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*Amend + Rest.*

G. Goulette JUL 11 2008

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Capital City Rowing, Inc.

**DOCUMENT NUMBER:** N 51064

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

Please return all correspondence concerning this matter to the following:

Dean Minardi  
(Name of Contact Person)

Capital City Rowing, Inc.  
(Firm/ Company)

P.O. Box 38154  
(Address)

Tallahassee FL 32315  
(City/ State and Zip Code)

For further information concerning this matter, please call:

Dean Minardi at ( 950 ) 294-1255  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$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

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
CAPITAL CITY ROWING, INC.  
(a Florida not-for-profit corporation)**

**formerly known as  
Leon Crew Boosters, Inc.**

ARTICLE I

NAME

The name of this corporation shall be CAPITAL CITY ROWING, INC. (hereinafter referred to as the "Corporation").

ARTICLE II

DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III

EXEMPT STATUS

The Corporation is constituted so as to attract substantial public support from contributions, directly or indirectly, from persons (including businesses and state and local governmental agencies) in the community in which it operates and has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of, its members, directors or officers except to the extent permitted under the Not-for-Profit Corporation Law. Notwithstanding any other provision of the Articles, the Corporation shall not carry on any activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law.)

ARTICLE IV

NONPROFIT PURPOSE

The purposes for which the Corporation is formed are the educational and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 and, in this connection to (i) provide educational, recreational and social benefits to Big Bend Area residents and other program participants by operating, supporting and promoting a successful crew (team rowing) program for residents, which contributes to the development of fitness, good character, good sportsmanship, and the educational development of those residents, and (ii) to sponsor funding

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obligations of carrying out its purpose; but not for the pecuniary profit or gain of its members. In furtherance of its purposes, the Corporation shall have all general powers enumerated in Chapter 617, Florida Statutes.

## ARTICLE V

### SCOPE OF ACTIVITY

The Corporation shall have the powers, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes. Notwithstanding anything herewith to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder as the same now exist or as they may be hereafter amended from time to time.

## ARTICLE VI

### PROHIBITED ACTIVITIES

No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution or statements), any political campaign on behalf of any candidate for public office.

## ARTICLE VII

### GENERAL POWERS

The general powers of the Corporation are as follows:

- A. To hold funds solely and exclusively for the benefit of the Members for purposes set forth in these Articles.
- B. To promulgate and enforce rules, regulations, bylaws, restrictions and agreements to effectuate the purposes for which the Corporation is organized.
- C. To delegate power or powers where such is deemed in the interest of the Corporation.
- D. To purchase, lease, hold, sell, convey, grant easements, donate, mortgage or otherwise acquire or dispose of real or personal property owned by the Corporation; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any and all acts necessary or expedient for carrying on any and all of the activities of the Corporation.
- E. To borrow money and, from time to time, to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Corporation for monies borrowed, or in

payment for property acquired, or for any of the other purposes of the Association, and to secure the payment of such obligations by mortgage, pledge, or other instrument of trust, or by lien upon, assignment of or agreement in regard to all or any part of the property rights or privileges of the Corporation wherever situated.

F. To have all powers conferred upon a corporation by the laws of the State of Florida.

#### ARTICLE VIII

##### PLACE OF OPERATION

The operations of the Corporation are to be conducted principally in Leon County, Florida.

#### ARTICLE IX

##### PRINCIPAL OFFICE

The address of the principal office is 512 Williams St. Tallahassee, FL 32303

#### ARTICLE XI

##### DIRECTORS

The affairs of the Corporation shall be managed by the Board which shall consist of not less than seven (7) and no more than fifteen (15) directors. The method of election of the Board is as stated within the Bylaws. The names of the members of the Board for the 2008–2009 year are as follows:

Debbie Bobroskie  
Richard Budell  
Burt Davy  
Bryan Duke  
Ed George  
Maggie Gowan

Brian Hadar  
Clay Jester  
Susan Langston  
Mary Maida  
Chris Minardi  
Jay Newton

ARTICLE XII

MEMBERSHIP

The Corporation is to be organized upon a non-stock, certificate of membership basis. Such memberships shall be non-redeemable, nontransferable, and non-dividend bearing.

ARTICLE XIII

DISSOLUTION AND DISTRIBUTION

Upon the Corporation's dissolution, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be dispensed of by the Circuit Court having jurisdiction thereof in the county in which the Corporation's principal office is then located, exclusively for such purposes or to such organization(s) as said Court shall determine, which are organized and operated exclusively for such purposes.

**IN WITNESS WHEREOF**, the undersigned has executed these Amended and Restated Articles of Incorporation this        day of        , 2008.

Brian R. Haday