

N94000001027

Lynn Tipton

(Requestor's Name)

(Address)

(Address)

Tallahassee FL 32302

(City/State/Zip/Phone #)

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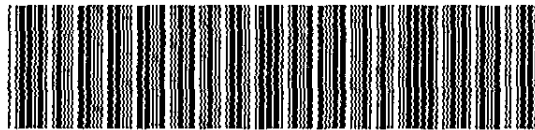
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RECORDED  
03 SEP 26 PM 12:06  
DIVISION OF CORPORATION

FILED  
2003 SEP 26 PM 12:12  
TALLAHASSEE, FLORIDA

C. Ocullette SEP 26 2003

**ARTICLES OF AMENDMENT**  
**to**  
**ARTICLES OF INCORPORATION**  
**of**

Florida City and County Management Foundation, Inc.  
(present name)

N94000001027

(Document Number of Corporation (If known))

*Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.*

**FIRST:** Amendment(s) adopted: (INDICATE ARTICLE NUMBER (S) BEING AMENDED, ADDED OR DELETED.)

Articles of Incorporation: Article II;  
Article VII

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**SECOND:** The date of adoption of the amendment(s) was: May 14, 2003

**THIRD:** Adoption of Amendment (CHECK ONE)

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

*Pamela D. Brangaccio*

Signature of Chairman, Vice Chairman, President or other officer

Pamela Brangaccio

Typed or printed name

President

Title

9/25/03

Date

Of

FLORIDA CITY AND COUNTY MANAGEMENT FOUNDATION, INC.

A Florida not-for-profit corporation

In accordance with Section 617.1007, Florida Statutes, the undersigned corporation, FLORIDA CITY AND COUNTY MANAGEMENT FOUNDATION, INC., pursuant to a resolution adopted by its board of directors, adopts and files the following Amended and Restated Articles of Incorporation:

Article I

The name of the corporation is FLORIDA CITY AND COUNTY MANAGEMENT FOUNDATION, INC.

Article II

The principal place of business and mailing address of this corporation shall be:

Post Office Box 1757 (street address: 301 South Bronough St., Ste. 300)  
Tallahassee, FL 32302-1757

Article III

The corporation is a not-for-profit corporation. The purposes for which the corporation is organized are:

The specific and primary purposes of this corporation are to educate the public about the benefits of the council-manager form of government, to promote professional management of government affairs, to further the efficiency, understanding, and ability of the council-manager form of government to better perform its functions, duties, and responsibilities, to enhance and promote the professional development of professionals in the field, to enhance the general improvement of local government, and to foster common policies, requirements, and educational efforts to improve the ethical standards in local government.

The general purposes of this corporation are to operate for not-for-profit purposes which will qualify it as an exempt organization under section 501(c) (3) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations that qualify as exempt organizations under the Code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code, of shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, 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 IV

The manner in which the directors are elected or appointed shall be set forth in the by-laws.

#### Article V

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

#### Article VI

The name and street address of the initial registered agent of this corporation is:

Lynn Tipton  
C/o Florida City and County Management Association, Inc.  
301 South Bronough Street  
Suite 300  
Tallahassee, FL 32301

These articles were amended at an annual meeting of the membership, pursuant to Section 617.1002 Florida Statutes, on May 14<sup>th</sup>, 2003 (date) by more than 2/3 of the votes which members present at the meeting or represented by proxy were entitled to cast.

The undersigned has executed these Amended and Restated Articles of Incorporation on this 14<sup>th</sup> day of May, 2003.

FLORIDA CITY AND COUNTY MANAGEMENT  
FOUNDATION, INC.

BY: *Pamela O. Brangaccio*  
Its President

## Article VII

Section 1. *Books and Records.* The corporation shall prepare and maintain correct and complete books and records of account and shall also keep minutes of the meetings of its board of directors and shall, keep at the registered or principal office a membership book giving the names and addresses of members entitled to vote. All books and records of the corporation may be inspected by any director or their agent or attorney, or any proper person, at any reasonable time.

Section 2. *Fiscal Year.* The fiscal year of the corporation shall begin on the first day of October and end of the last day of September in each year.

Section 3. *Corporate Seal.* The Board of Directors shall provide a corporate seal described as follows:

FLORIDA CITY AND COUNTY MANAGEMENT FOUNDATION, INC.

a Florida Not For Profit Corporation

Section 4. *Waiver of notice.* Whenever any notice is required to be given under the provisions of the Florida Not For Profit Corporation Act or under the provisions of the articles of incorporation or the bylaws of this corporation, a written waiver signed by the person or persons entitled to notice, whether before or after the time stated, shall be deemed equivalent to the giving of notice.

## Article VIII

Section 1. *Powers of directors to Amend Bylaws.* Subject to the limitations of the articles of incorporation, these bylaws, and the Florida Not For Profit Corporation Act concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be amended, repealed, or added to, or new bylaws may be adopted, by a resolution of the board of directors.