



South Walton Community Council

Post Office Box 1661
Santa Rosa Beach, FL 32459

N960000003113

February 29, 2000

Florida Department of State
Division of Corporations--Amendments
P. O. Box 6327
Tallahassee, FL 32314

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-03/17/00--01001--015
*****43.00 *****43.00

Dear Sir or Madam,

Enclosed is an original, signed copy of the amended By-Laws for South Walton Community Council of address at letterhead. Please send us a copy of the recorded document for our records.

Should you have any questions you may call me, Lyn Stafford, at 850-231-3816 or Lane Rees, Executive Director, at 850-231-1735. Thank you.

Sincerely,

Lyn Stafford

Lyn Stafford
Secretary

enc

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 17 AM 11:31

Restated Articles
LFS
3-17-2000

(850) 314-3749

3/13/00

The enclosed check is provided as advised by Lyn Stafford, Secretary, South Walton Community Council, Inc.

Ed Belcher

Ed Belcher, Treasurer

S. W. C. C.

P.O. Box 1661

Santa Rosa Bch., FL 32459

RECEIVED

00 MAR 17 AM 11:04

DIVISION OF CORPORATIONS

RESTATEMENT OF ARTICLES OF INCORPORATION

of

SOUTH WALTON COMMUNITY COUNCIL, INC.

- A Florida Not-for-Profit Corporation -

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DIVISION OF CORPORATIONS
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ARTICLE I

Name

The name of this nonprofit corporation is "South Walton Community Council, Inc.," herein referred to as "SWCC, Inc."

ARTICLE II

Principal Office and Address

The address of the principal office of the corporation is 323 Lakeview Drive, Santa Rosa Beach, Florida 32459, and the mailing address is P.O. Box 1661, Santa Rosa Beach, FL 32459.

ARTICLE III

Duration and Commencement

The term of existence of the corporation is perpetual; and the corporate existence commenced on June 11, 1996, upon the duly filed original Articles of Incorporation with the Florida Department of State.

ARTICLE IV

Purpose

The purpose of this corporation is exclusively for educational and charitable pursuits, as defined by §501(c)(3) of the Federal Internal Revenue Code of 1986, as amended, or the corresponding section of any future Federal tax code.

The professional and charitable purposes are for citizen education and neighborhood organization development: participatory democracy; community building; citizen leadership; civic and neighborhood organization(s) membership and involvement; citizens' rights and responsibilities; and civic education outreach in the community at large in South Walton County.

ARTICLE V

Directors

A. **Number.** The number of its Directors shall be not less than three at any time, and the number may be increased as specified and in the manner prescribed in the Bylaws.

B. **Election.** The Directors shall be elected, not appointed. The method of election of the Directors of the corporation is set forth in the Bylaws.

C. **Removal.** The procedure for removal of Directors is set forth in the Bylaws, as per charitable organizations, §496.404, F.S., and §617.0808, F.S.

D. **Duties, Rights and Responsibilities, All Other Matters.** These and all other matters regarding Directors shall be set forth in the Bylaws in accordance with Chapter 617, F.S., and §501(c)(3) of the Federal Internal Revenue Code.

ARTICLE VI

Members

SWCC is a membership organization. It shall have one (1) class of members. Members and membership rights, responsibilities, qualifications, dues, removal, and all other pertinent matters are set forth in the Bylaws.

ARTICLE VII

Corporate Limitations

SWCC is subject to the restrictions and limitations hereinafter set forth:

A. **Restrictions on Corporate Purpose.** As mentioned in Article IV above, the SWCC is organized and operated exclusively for educational and charitable purposes, as per §501(c)(3), Federal Internal Revenue Code.

B. ***Income and Principal.*** SWCC shall use and apply the whole or any part of the income therefrom and the principal thereof exclusively for educational and charitable purposes, as per §501(c)(3) of the Federal Internal Revenue Code.

C. ***Corporate Powers.*** The corporate powers of this nonprofit corporation are as provided in Chapter 617, F.S., as limited by §501(c)(3) tax exempt status recognition laws, rules, and regulations, including maintenance and compliance thereof.

D. ***Net Earnings, Assets, and Private Inurement.*** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any director, officer, or member of the corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation, and reasonable expenses may be paid thereto, affecting one or more of the corporation's purposes), and no director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

E. ***Dissolution.*** Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization(s) organized and operated exclusively for educational and charitable purposes (See Article IV) as shall at the time qualify as an exempt organization(s) under §501(c)(3), or any future IRC law and provisions, as the Board of Directors shall determine.

Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in Walton County, the county where the principal office of the corporation is located, exclusively for such purposes or to such organization(s) as the court shall determine, which are organized and operated exclusively for such purposes (See Article IV).

F. ***Political Activity/Lobbying/Propaganda.*** No substantial part of the activities of the corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall neither participate nor intervene in any political campaign on behalf of, or against any candidate for public office.

G. ***Other Restrictions.*** Notwithstanding any other provision of these Restated Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under §501(c)(3) of the IRC and regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under §170(c)(2) of the IRC, as now exists or as may be amended.

ARTICLE VIII

Amendments to Articles

The Articles may be amended or restated exclusively by the Board of Directors, as per Ch. 617, F.S., at a meeting of the Board, by a resolution of such, and by a majority vote of the Directors then in office.

ARTICLE IX

Original Articles and Incorporators

The original Articles of South Walton Community Council, Inc. were filed in June 1996, including the names and signatures of the Incorporators. They are incorporated by reference into these Restated Articles of February 2000. Upon filing and approval by the Department of State, the original articles are thereby superseded, and the Restated Articles become the South Walton Community Council, Inc.'s Articles of Incorporation. §617.1007, F.S.

ARTICLE X

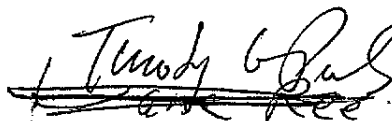
Registered Office and Agent

The registered office of the corporation shall be located at 323 Lakeview Drive, Santa Rosa Beach, Florida 32459. The registered agent of the corporation at that address shall be Lane Rees, Executive Director of SWCC, Inc.

CERTIFICATION: ADOPTION OF RESTATED ARTICLES

As per §617.1007(3), F.S., these amendments and Restated Articles of Incorporation of South Walton Community Council, Inc. were duly adopted by the Board of Directors on the 14 th day of February, 2000, and that there were no members entitled to vote on it.

Dated 2/14/00



~~Lane Rees~~

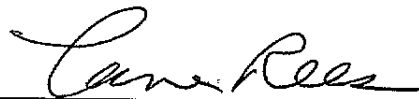
Printed Name Timothy G. Pauls
President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ACCEPTANCE OF REGISTERED AGENT 00 MAR 17 AM 11:30

Having been named as registered agent and to accept service of process for **SOUTH WALTON COMMUNITY COUNCIL, INC.**, at the place designated in the Articles of Incorporation, I hereby accept 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: 2/14/00



Lane Rees, Registered Agent
Executive Director