N97000005787

Florida Department of State

Division of Corporations

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A RAMSEY

January 26, 2016

SOUTHWEST FLORIDA ESTATE PLANNING COUNCIL, INC.
PO BOX 2098
SARASOTA, FL 34230

SUBJECT: SOUTHWEST FLORIDA ESTATE PLANNING COUNCIL, INC.
REF: N97000005787

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the **complete document**, including the electronic filing cover sheet.

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
Regulatory Specialist II

FAX Aud. #: H16000017857
Letter Number: 016A00001531

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AMENDED AND RESTATED

ARTICLES OF INCORPORATION OF THE SOUTHWEST FLORIDA ESTATE PLANNING COUNCIL, INC.

I. NAME

The name of this association shall be the "Southwest Florida Estate Planning Council, Inc."

II. OBJECTIVE

The objective of Council shall be:

1) To promote cooperation among legal, tax, financial services and charitable endowment professionals who assist clients in the estate planning process and to foster a better understanding of the responsibilities each group has to the client.

2) To provide a better understanding of the services and products that legal, tax, financial services and charitable endowment professionals provide, thereby enhancing the coordination among these professionals.

3) To promote the interests of its members and to expand the availability of coordinated estate planning services to the general public.

III. MEMBERSHIP

The membership of this Council shall consist of the following four (4) membership groups:

1) Financial services professionals with a significant portion of their business focused on the coordination of the client's financial plan with the client's estate plan and tax plan. Financial services professionals must reside and practice in Florida and must demonstrate qualification by obtaining and maintaining one or more of the following applicable certifications:

a) Certified Trust and Financial Advisor (CTFA® American Bankers Association);
b) Certified Financial Planner® (CFP® Certified Financial Planner Board of Standards, Inc.);
c) Chartered Life Underwriter® (CLU® The American College);
d) Chartered Financial Consultant® (ChFC® The American College);
e) Juris Doctor degree, irrespective of membership in The Florida Bar;

f) Any Trust Officer, Investment Officer or Business Development Officer of a Florida bank or Florida trust company who is currently:

I. Administering trusts or investing trust assets; or

II. Spending at least 90% of his or her time developing trust business in Florida.

2) Attorneys who are admitted to the Florida Bar, who reside in Florida as their primary residence and who:

a) Practice law in Florida primarily in the area of wills, trusts and estates; or

b) Are employed by or working in a Florida trust company or trust department doing business in Florida.

3) Certified Public Accountants who are licensed by the State of Florida, who reside in Florida as their primary residence, and who:

a) Practice accounting in Florida; or

b) Are employed by or working in a Florida trust company or trust department doing business in Florida.

4) Charitable Foundation Members. Any public foundation may designate an employee of that foundation as its member representative. The member representative shall be the CEO, DFO or COO (or equivalent position) of the public foundation, or the officer (or equivalent position, such as the Chief Development Officer) whose role is to primarily work with donors and estate, tax and financial planning professionals. The member representative of a Charitable Endowment member shall not be entitled to serve as an officer of the Council.

Members who are retired from the professions listed above and who are not actively pursuing another profession may be members. A retired member shall not have any voting rights and shall not be entitled to serve as an officer. A retired member must have been an active member for three years prior to becoming a retired member.

Applicants for membership, in addition to meeting the applicable professional qualifications, must be recommended for membership by two (2) members in good standing. One recommending member must be employed in the same profession as the applicant and the other must be from one of the other three membership groups. Members recommending new candidates shall give careful consideration to the objectives of the Council and attest to the applicant's qualifications. Furthermore, they shall proactively encourage new members they recommend to regularly attend meetings and to participate in the leadership of the organization should they be asked to serve.

All members (other than retired members) must be actively practicing the professions designated above in the counties of Manatee, Desoto and Sarasota, or any other county in Southwest Florida as the Executive Committee shall approve.

The Executive Committee, by unanimous written approval, may admit a member not otherwise qualified under the provisions of this Article III.

The charter members shall be those adopting and signing these Articles of Association on or before April 30, 1964. Subsequent members of any of the said membership groups shall be elected by a majority vote of the Executive Committee.

No professional membership group shall have more than 50% of the total membership. All additional approved applications shall be placed upon a waiting list with applicants admitted to membership in the order in which their applications were approved.

Any member of a professional group with a waiting list, who shall fail to attend at least 50% of all "technical" meetings (meetings other than the annual, general meeting) of the Council for any fiscal year, shall be dropped from membership unless, upon good cause shown, the Executive Committee of the Council shall determine otherwise.

IV. EXECUTIVE COMMITTEE

All powers necessary for the government of the Council shall be vested in an Executive Committee composed of the officers. All officers must be members of the Council. The Council will use its best efforts to have each membership group, other than Charitable Foundation Members, represented on the Executive Committee.

V. OFFICERS

The officers of the Council shall consist of a President, a first Vice-President, a second Vice-President, a Secretary and a Treasurer.

VI. QUORUMS

Any three members of the Executive Committee shall constitute a quorum for the transaction of business. The Executive Committee shall have the power to fill, for the unexpired term, any vacancy which may occur in their own body by a concurrence of at least three members. Six members present at a regular meeting of the Council shall constitute a quorum for the transaction of business.

VII. NOMINATIONS AND ELECTIONS

At the annual meeting of the Council, the members of the Executive Committee shall be elected by a majority vote of the members then present, after nominations from the floor. Each member of the Executive Committee shall hold his or her respective positions until his or her successor is duly elected and qualified.

VIII. ANNUAL MEETING

The annual meeting of the Council shall be held in the month of May of each year, at such time and place as may be selected by the Executive Committee. The Secretary shall mail each member a notice of the meeting at least five days prior to the date thereof.

IX. EXECUTIVE COMMITTEE MEETINGS

Meetings of the Executive Committee may be called by the President in his or her discretion, or by any three members of the Executive Committee. It shall be the duty of the Executive Committee to establish rules of procedure and practice for its meetings, subject to the approval of, or amendment by, the Council.

X. COMMITTEES

The President of the Council and in his or her absence, the first Vice-President with the advice and consent of the Executive Committee, shall have the power to appoint committees on Programs, Membership, Ethics, Cooperation, Education, Legislation, and Publicity, and such other committees as he or she shall deem advisable to further the interest of the Council and its members, and to delegate to such committee such power and authority as the Executive Committee shall deem advisable.

XI. MEETINGS

Meetings for the furtherance of the objectives of this association may be called by the Executive Committee at stated times, or from time to time in its discretion. The program of such meetings shall be arranged by the Executive Committee and the Program Committee. Any member may, in writing addressed to the Secretary, request the Executive Committee to bring up for discussion at any meeting, except the annual meeting, any matter in which he or she may be interested.

XII. DUTIES OF THE OFFICERS

The President shall preside at all meetings of the Council and the Executive Committee, and perform the duties herein set out.

The first Vice-President shall perform the duties of the President in the absence of the President. The second Vice-President shall perform the duties assigned by the President.

The Secretary shall keep a record of proceedings of all meetings of the Council and the Executive Committee, and he or she shall be responsible for the mailings of notices of meetings and other communications to members.

The Treasurer shall have custody of all funds and property of the Council. He or she shall deposit all funds of the council in the name of the Council in a bank or trust company located in Southwest Florida. All withdrawals of such funds shall be on checks or order signed by the Treasurer or President. He or she shall prepare and submit a statement of the financial condition of the Council at the annual meeting and at such time and in such manner as the Executive Committee may require.

XIII. AMENDMENTS TO ARTICLES OF INCORPORATION

The Executive Committee, acting by unanimous written consent, may amend from time to time, the Articles of Incorporation for the Council.

Approved by:

David W. Payne, President	January 19th, 2016 Date
Ronald E. Koepsel, 1st Vice President	Jan. 19th 2016 Date
Lori Denison, 2nd Vice President	Jan 19, 2016 Date
Barbara Jones, Secretary	Jan 19, 2016 Date
Jeffrey Troiano, Treasurer	Jan 19, 2016 Date

The date of each amendment(s) adoption: January 19, 2016, if other than the date this document was signed.

Effective date if applicable: January 19, 2016

(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) **(CHECK ONE)**

☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated January 21, 2015

Signature PRESIDENT

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

David W. Payne

(Typed or printed name of person signing)

President

(Title of person signing)