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Am Restated

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Florida Council of 100, Inc.

DOCUMENT NUMBER: 703167

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

Please return all correspondence concerning this matter to the following:

Susan E. Pareigis

(Name of Contact Person)

The Florida Council of 100, Inc.

(Firm/ Company)

102 West Whiting Street, Suite 200

(Address)

Tampa, Florida 33602

(City/ State and Zip Code)

smoore@fc100.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Sandy Moore

813 229-1775

at

(Name of Contact Person)

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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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
THE FLORIDA COUNCIL OF 100, INC.

FILED

15 JUN -4 AM 7:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE FLORIDA COUNCIL OF 100, INC., a Florida not for profit corporation (the "Corporation"), desiring to amend and restate its Articles of Incorporation, hereby certifies as follows:

ARTICLE I

Name and Address

- (a) The name of the Corporation is The Florida Council of 100, Inc.
- (b) The principal office and mailing address of the Corporation is 102 W. Whiting Street, Suite 200, Tampa, Florida 33602, or other such address as approved by the Board of Directors of the Corporation.

ARTICLE II

Commencement and Term of Existence

The corporation was first incorporated in November 9, 1961 and shall have perpetual existence.

ARTICLE III

Purposes; Restrictions

(a) Subject to the restrictions set forth in paragraph (b), the purposes for which the Corporation is organized are to improve the quality of life and economic well-being of all Floridians by developing and supporting sound public policy, serving as a liaison between the Governor, the leaders and policy makers of the State and the business and professional communities, and providing a forum for Florida's leaders to interact regarding ideas of significant importance to the State.

(b) Despite any contrary provision of these Articles:

(1) No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation, affecting one or more of its purposes).

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

(3) The Corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(4) Despite any other provision of these Articles or Florida law, the Corporation shall not carry on any activities not permitted for an organization exempt under Sections 501(a) and 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent Federal tax laws.

ARTICLE IV

Powers

Subject to the restrictions in these Articles, the corporation shall have all corporate powers authorized by the laws of the State of Florida for corporations not for profit.

ARTICLE V

Members

There shall be five categories of membership: (a) Resident, (b) Nonresident, (c) Ex Officio, (d) Sustaining, and (e) Honorary. The qualifications for, limitations in number and the method of selection and retention for each membership classification shall be as provided in the Bylaws.

ARTICLE VI

Bylaws

The Bylaws of this Corporation shall be made, altered, amended or rescinded by a majority vote of the Resident Members (as defined in the Bylaws) present and voting at any regular or special meeting, provided that the text of such proposed change shall have been furnished to each Resident Member in writing (including electronic transmission), together with a written call of such meeting, at least thirty (30) days prior to a regular or special meeting. An electronic balloting of the entire Resident Members constitutes a special meeting. All notices provided for hereunder shall be sufficient if directed to the address (including e-mail) given by the member to the secretary or a designee of the Corporation. However, this thirty (30) day notice requirement shall not be necessary at any regular or special meeting wherein at least two-thirds (2/3) of the entire Resident Members are voting.

ARTICLE VII

Amendment of Articles of Incorporation

These Articles of Incorporation may be amended at any regular or special meeting of the Corporation by a majority vote of the Resident Members; provided, however, that any such proposed amendments must first be mailed to all members of the Corporation at least thirty (30) days prior to such regular or special meeting.

ARTICLE VIII

Executive Committee

The elected officers of this Corporation shall constitute an executive committee which shall have such power and authority as the Bylaws shall from time to time provide.

ARTICLE IX

Dissolution

Upon dissolution of this Corporation, no portion of the assets thereof shall inure to the benefit of any private individual, but any assets remaining at the time of dissolution shall be paid and delivered as provided by applicable law.

ARTICLE X

Registered Office and Registered Agent

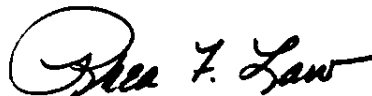
- (a) The street address of the Corporation's registered office is 102 W. Whiting Street, Suite 200, Tampa, Florida 33602.
- (b) The name of the corporation's initial registered agent at that address is Susan E. Pareigis.

ARTICLE XI

Prohibition

The Board of Directors shall not engage, participate, or intervene in any activity or transaction which would result in the loss by the Corporation of its status as an exempt organization under Section 501(c)(6) of the Code or any corresponding provision hereafter in effect; and the use, directly or indirectly, of any part of the Corporation's assets in any such activity or transaction is hereby expressly prohibited.

IN WITNESS WHEREOF, I have executed these Amended and Restated Articles of Incorporation on May 15, 2015.



Name: Rhea F. Law
Title: Chair

CERTIFICATE OF ACCEPTANCE

Having been named registered agent, to accept service of process for the above stated corporation at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity. I am familiar with, and accept, the obligations provided for in Section 617.0503, Florida Statutes.



Susan E. Pareigis

Registered Agent

Date: May 15, 2015

May 15, 2015

The date of each amendment(s) adoption: _____, if other than the date this document was signed,

May 15, 2015

Effective date if applicable: _____
(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 - May 15, 2015 _____

Signature  _____

(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)

Susan E. Pareigis

(Typed or printed name of person signing)

President & CEO

(Title of person signing)