

703309



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REGISTRATION DIVISION
MONTGOMERY COUNTY, MARYLAND



P.O. Box 11026 • Tallahassee, FL 32302 • (850) 681-0496 • Fax (850) 222-7892

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

December 21, 2016

To whom this may concern:

Please find the attached Articles of Amendment form, the Articles in which the Florida Natural Gas Association wishes to amend, and a check for the filing fee. If you have any questions please feel free to contact Dale Calhoun at (850) 681-0496.

Sincerely,

A handwritten signature in black ink, appearing to be "Dale Calhoun". The signature is written in a cursive style with a large, looping initial "D" and a long horizontal stroke extending to the right.

Dale Calhoun
Executive Director
Florida Natural Gas Association

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Florida Natural Gas Association, Inc.

DOCUMENT NUMBER: 703309

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

Please return all correspondence concerning this matter to the following:

Dale Calhoun
(Name of Contact Person)

Florida Natural Gas Association, Inc.
(Firm/ Company)

201 South Monroe Street Unit A
(Address)

Tallahassee, Florida 32301
(City/ State and Zip Code)

dale.calhoun@floridagas.org
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Dale Calhoun at 850 681-0496
(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:

- \$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

Articles of Amendment
to
Articles of Incorporation
of

FIL 210

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Florida Natural Gas Association, Inc.

SECRET

(Name of Corporation as currently filed with the Florida Dept. of State)

703309

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

_____ *The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: _____

(Florida street address)

New Registered Office Address:

_____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

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

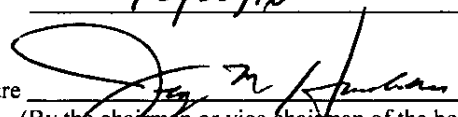
Effective date if applicable: January 1, 2017
(no more than 90 days after amendment file date)

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 12/20/16

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)

Jeff Householder

(Typed or printed name of person signing)

President

(Title of person signing)

Article 1. Name and Domicile

The name of this Corporation shall be THE FLORIDA NATURAL GAS ASSOCIATION, INC. The principal place of business of this Corporation shall be: 201 S. Monroe Street, Unit A, Tallahassee, Florida 32301. The mailing address of this Corporation shall be Post Office Box 11026, Tallahassee, Florida 32302.

Article 2. Duration

The Corporation shall enjoy a perpetual existence unless dissolved according to law.

Article 3. Powers

The Corporation shall have all statutory powers granted to non-profit corporations by the State of Florida including, but not limited to the power to contract, to sue and be sued, to purchase and hold personal property and to perform all other acts necessary for the accomplishment of the objectives set forth in this Charter.

Article 4. Objectives

The Mission of the FNGA is: The Florida Natural Gas Association, as the voice of the natural gas industry in Florida, supports its members in promoting the safety and value of natural gas through advocacy, education and communication.

The Vision of the FNGA is: To be the pre-eminent natural gas organization in Florida.

The Priority Issue Areas of the FNGA are:

1. Advocacy – Strengthen FNGA Advocacy
2. Communication – Enhance FNGA Communications

3. Education – Coordinate Opportunities for Quality Education

Article 5. Registered Agent

The street address of the Corporation's registered office shall be 201 South Monroe Street, Unit A, Tallahassee, Florida, and the name of the Corporation's registered agent at that address shall be B. Dale Calhoun.

Article 6. Dues and Assessments

Section 1. The Board of Directors shall fix the dues to be paid by each Member and may raise or lower the same in the manner prescribed in the By-Laws. A Member failing or refusing to pay dues within sixty (60) days after delivery of written notice, including delivery by electronic means, that they are due shall forfeit membership in the Association. Monies received from dues shall be used to pay expenses of the Corporation.

Section 2. Special assessments to meet extraordinary expenses of the Corporation may be levied and collected upon approval by a three-fourths majority vote of the Board of Directors as more particularly provided by the By-Laws. A Member failing to pay an approved special assessment within the time specified after delivery of written notice, including delivery by electronic means, shall forfeit membership in the Association. Monies received from special assessments shall be used only for the purpose for which the assessments were voted. All monies shall be collected, safeguarded, dispersed and accounted for as prescribed in the By-Laws.

Article 7. Members

The Association shall have five classes of members: CORPORATE, ASSOCIATE, SUPPLIER, ELECTRIC and HONORARY. Members shall be admitted to each class by majority vote of the Board of Directors present.

Section 1. Corporate members shall be any legal entity actively engaged in the distribution, transmission and/or marketing of natural gas within the State of Florida or actively pursuing authorization to be in the natural gas business. There shall be three classifications of Corporate members: local natural gas distribution companies, natural gas transmission pipelines and natural gas marketing companies.

Section 2. Associate members shall be employees of Corporate members. No person shall be admitted to Associate membership unless the person's employer is a Corporate member and shall have nominated the person for Associate membership.

Section 3. Supplier members shall be persons, companies or corporation actively engaged in the manufacture or fabrication of natural gas appliances or equipment for the natural gas industry, the sale or distribution of same, or persons, firms, companies, corporations, associations or governmental entities that furnish professional services or oversight to the natural gas industry. However, representatives or employees of those Supplier Members which are associations or governmental entities shall not be eligible to hold office or to vote at Supplier Section meetings. Section 4. Electric members shall be any legal entity actively engaged in the generation, transmission and/or distribution of electricity within the State of Florida.

Section 5. Honorary members shall be past presidents of the Corporation who have retired from the natural gas industry. In addition, individuals who have served the Corporation in any capacity and who are not eligible for membership in any other classification may be selected by the Board of Directors for honorary membership. Honorary members shall receive,

at no cost, the FNGA newsletter, directory and registration to the annual meeting of the Members.

Article 8. Management

Section 1. The Corporation's Board of Directors, shall be responsible for managing the Corporation and fixing its policies.

Article 9. Directors and Officers

Section 1. Members of the Corporation's Board shall be determined as specified in the By-Laws.

Section 2. The Board of Directors shall also elect such officers for such as specified in the By-Laws.

Article 10. By-Laws

The Board of Directors shall prepare and adopt the By-Laws of this Corporation. Adoption of the By-Laws or any amendment thereto shall require a three-fourth majority vote of the entire Board of Directors.

Article 11. Amendment of Charter

A three-fourth majority vote of the entire Board of Directors shall be necessary for the amendment of the Charter of this Corporation. The procedure to be followed in amending the Charter shall be prescribed in the By-Laws.

Article 13. Meetings

The Corporation shall have at least one annual meeting of the Members. Special meetings may be called by the Board of Director's in the manner prescribed in the By-Laws.

Article 14. Non-Liability

No individual Member of this Corporation shall ever be held liable for the contracts, debts or faults of the Corporation in any sum greater than the unpaid balance of that Member's dues nor shall any informality in the organization or operation of this Corporation render this Charter null and void or expose any individual Member to liability greater than the unpaid balance of such Member's dues.

Article 15. Tax Exempt

It is intended that the Corporation shall have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986 (the "Code") and an organization described in Section 501(c)(6) of the Code. This Charter shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. All references in this Charter to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and

to the corresponding provisions of any similar law subsequently enacted.

Article 16. Distribution on Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the authorized purpose of the Corporation as the Board of Directors shall determine, and any of such assets not so distributed shall be distributed exclusively for such purpose by the Circuit Court of the county in which the principal office of the Corporation is located. None of such assets shall be diverted to any other purpose.