

707998

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

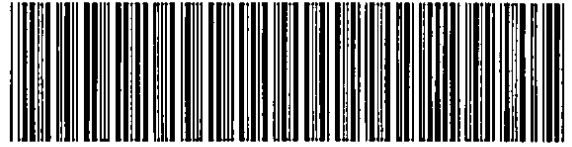
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

Handwritten signature/initials

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The EMERALD COAST ASSOCIATION
OF REALTORS

DOCUMENT NUMBER: 707 998

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

Please return all correspondence concerning this matter to the following:

Sylvia Golden Norris

(Name of Contact Person)

Sylvia Golden Norris, P.A.

(Firm/ Company)

1670 Stickney Point Rd

(Address)

SARASOTA, FL 34231

(City/ State and Zip Code)

Sylvia@golden-norrislaw.com

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

For further information concerning this matter, please call:

Sylvia Golden Norris

(Name of Contact Person)

at (941) 926-1516 or

(Area Code) (Daytime Telephone Number)

(941) 321-5302

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

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

EMERALD COAST ASSOCIATION OF REALTORS
(Name of Corporation as currently filed with the Florida Dept. of State)

707998

(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:

N/A 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)

N/A

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

N/A

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:

N/A

(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.

N/A

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>

N/A

<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	_____	_____	_____ _____ _____

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

See Attached

Amended and ReInstated
Articles of Incorporation
(2 pages)

The date of each amendment(s) adoption: April 29th, 2022, if other than the date this document was signed.

Effective date if applicable: See above
(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~~. The ~~amendment~~ was ~~not~~ adopted by the board of directors.

Dated 28 June 2022

Signature Joseph J. Capolatto Jr.

(If the chairman or vice chairman of the board, president or vice president of a corporation, has not been authorized by an incorporation, or in the hands of a receiver, trustee or other court appointed fiduciary by that fiduciary.)

Joseph J. Capolatto Jr.

(Typed or printed name of person signing)

ECAR President Elect

(Title of person signing)

PROPOSED AMENDMENTS (AMENDED AND REINSTATED) TO AND VOTE FOR
THE
ARTICLES OF INCORPORATION FOR THE
EMERALD COAST ASSOCIATION OF REALTORS®

FILED
2022 JUL -5 AM 8:48
TALLAHASSEE, FLORIDA

Note 1: You will cast your vote at the bottom of this document.

Note 2: **AMENDMENT CODING:**

1. **~~strikeout~~ indicates a deletion to the original text and**
2. **underline indicates an addition to the original text.**

EXPLANATION: The title to this document (Amended and Reinstated Articles of Incorporation) which will be filed with the Secretary of State/Division of Corporations if approved by the membership conveys to the reader that all previous versions of the Articles of Incorporation are merged into one document, from its original filing in 1964, as well as the prior amendments of 1988 and 2005, and unless modified as reflected. This method of amending and reinstating in one document is a common practice that is accepted and permitted under Florida law and it streamlines reviewing your governing documents while providing full transparency.

This section also allows the Association through its Board of Directors to confirm the Corporate office and allows other locations to be added in the future, to include the Associations new building/office which is currently under construction.

Amended and Reinstated Articles of Incorporation
of the EMERALD COAST ASSOCIATION OF REALTORS®

1. NAME:

The name of this corporation shall be The Emerald Coast Association of REALTORS®, Inc., a Florida not-for-profit corporation (the "Corporation") and its principal place of business is 10 Hollywood Boulevard Southeast, Fort Walton Beach, Florida, or any other physical office and address where the corporate business is conducted as may hereafter be established by the Board of Directors or as otherwise authorized by law.

EXPLANATION: The majority of the provision below was not modified. The current and accurate names for both the National Association of Realtors® and the Florida Realtors® was noted.

2. OBJECTIVES AND PURPOSE:

The object of this corporation shall be: to unify those engaged in the recognized branches of real estate business in this community for the purpose of exerting a beneficial influence upon matters affecting the real estate business and related interests; to provide a unified medium for real estate owners and those engaged in the real estate business whereby their

collective and individual interest may be safe-guarded and advanced: to promote and maintain the high standards of conduct and the transacting of the real estate business as expressed in the Code of Ethics of the National Association of Realtors®-Real Estate Board; to further the interest of real estate, and home and other real property ownership; to unite those engaged in real estate business in this community with the Florida Association of Realtors® and the National Association of Realtors®-Real Estate Boards, thereby furthering their own objects throughout the state and nation, and obtaining the benefits and privileges of membership therein; to designate, for the benefit of the public, those individuals within this jurisdiction authorized to use the terms "Realtor" as licensed, prescribed and controlled by the National Association of Realtors®-Real Estate Board.

EXPLANATION: Most corporations are declared to have perpetual existence. However, there are occasions when that might not be the case, to include a merger, conversion to a for profit corporation or dissolution by the membership or as a result of a court order. Florida law and your By-laws would address the specifics if any event did occur, and this language accurately reflects there is no set term for the Corporation to expire, but there may be instances when the Corporation's existence will terminate.

3. TERM OF EXISTENCE

This corporation is to exist perpetually, or shorter as determined by the law of the State of Florida, or by vote as provided by the By-laws of the Corporation.

EXPLANATION: The only change made was to note that membership categories are examples, and they could include others as may be provided for in the By-laws or the National Association of Realtors® bylaws or constitution.

4. MEMBERSHIP

Membership of this corporation shall be those admitted by the Board of Directors who show an interest in the objectives as outlined in the article above and such individuals who are active real estate brokers in the State of Florida and who are engaged as principals, partners, corporate officers and trustees in the real estate business, including buying, selling exchanging, renting or leasing, managing or appraising for others for compensation, or financing, building, developing or sub-dividing real estate and who maintain or associate with an established real estate office. Further limitations and details on the admission of members to the corporation shall be set forth in the By-laws, which may include ~~ing~~ participation by associate, affiliate, public service, non-resident and ~~and~~ honorary members.

EXPLANATION: The changes made were to confirm your By-laws will dictate both the number of directors to serve and to accurately reflect both Florida law and your By-laws: that in the event a director could no longer serve, due to illness, death, termination or for any other reason, then a new director would be appointed in the manner and for the period set forth in the By-laws.

5. DIRECTORS OF THE CORPORATION

The Directors of the corporation shall manage the affairs of the corporation and shall consist of not less than four directors which shall be increased from time to time as provided in the By-laws. Such Directors shall be elected or appointed in the manner provided for in the By-laws and shall serve the term for such election or appointment a period as provided in the By-laws.

EXPLANATION: The changes made were to confirm the manner in which some officers take their office as provided for in your By-laws. Not all officers are elected annually as some officers (the President Elect, Vice President and Assistant Treasurer) will assume the next position and take office without a vote. (For example, the President Elect automatically becomes the President the succeeding year.) In addition, the duties of officers is addressed in By-laws, Policies and Procedures and Florida law and those references have been added.

6. OFFICERS OF THE CORPORATION

The ~~Officers of this~~ corporation shall consist of a President, who shall ~~serve~~ be as chairperson ~~member~~ of the Board of Directors, and such other officers as are provided for or established in the By-laws. Officers shall be elected, appointed or ascend to the position for the term in which the officer is elected, appointed or is scheduled to take office and in the manner as provided for in the By-laws.

SECTION 1. In addition to the duties provided for in the By-laws, the Corporation's Policies and Procedures and as may be provided for by Florida law, it shall be the duty of the President to preside at all meetings of the corporation; to serve as chairperson ~~member~~ of the Board of Directors; to supervise and conduct administration of the corporation; to call special meetings of the corporation of his or her own accord or at the request of the membership as provided for in the By-laws.

SECTION 2. Duties of all other officers shall be as provided for in the By-laws, the Corporation's Policies and Procedures and as may be provided for by Florida law.

EXPLANATION: The original section 7 below was deleted as section 5 above contains the same provision and the By-laws and Florida law confirm the Board of Directors manages the corporate business of the Association.

~~7.~~

~~The affairs of this corporation shall be conducted and managed by the Board of Directors;~~

EXPLANATION: The original section 8 below was deleted as this information is retained as historical information only in the Secretary of State/Division of Corporation records and serves no other purpose.

~~8.~~

~~The officers and first Board Directors of this corporation who shall serve until the annual election are as follows:~~

~~George L. Green — P.O. Box 638 Fort Walton Beach, Florida — President & Director~~

~~William W. Meigs — 141 John Sies Parkway, Niceville, Florida — Vice President & Director~~

~~George B. Powell, Jr. — P.O. Box 850 Fort Walton Beach, Florida — Secretary & Director~~
~~W. Edsell Brooks — 77 Eglin Parkway, Fort Walton Beach, Florida — Treasurer & Director~~

EXPLANATION: The original section 9 was deleted as under good governance practices the proper location to advise the membership of the process to amend or modify the By-laws should be included in the By-laws itself. The By-laws will be modified to comply with Florida law.

~~9. BY-LAWS~~

~~The By-laws of this corporation will be made, altered or rescinded by the action of a majority of the active members at any meeting at which a quorum is present provided the proposed amendment or amendments shall be plainly stated in the call for the meeting or as provided for in the By-laws.~~

EXPLANATION: This section was modified to confirm that members who are in good standing are entitled to vote on any proposed amendment to the Articles of Incorporation. All matters related to membership are addressed in the By-laws. Members are required to be notified in an agenda or notice for any meeting where proposed amendments to the Articles of Incorporation will be considered. The provision also affirms that a quorum is required for any such vote and the number of members required to establish a quorum will be expressly stated in the By-laws. Both the By-laws and Florida law are referenced to allow the membership to vote in any manner permitted by your governing documents or Florida law.

~~10.7. AMENDMENT TO THE ARTICLES OF INCORPORATION~~

~~These Articles of Incorporation may be amended, altered or modified by a majority of the active members entitled to vote at any meeting at which a quorum is present and in the manner provided for in the By-laws and Chapter 617, Florida Statutes, the Florida Not For Profit Corporation Act provided the proposed amendment or amendments shall be plainly~~

stated in the agenda or call for the meeting in accordance the By-laws and Florida law with
Florida Statute 617.1002.

EXPLANATION: This original section 11 was deleted as the sole purpose of the information was to provide the names of those individuals who set up the corporation at the time the corporation Articles were filed in 1964. This is historical information only and will still be available in the Secretary of State/Division of Corporations records.

~~11. SUBSCRIBERS~~

~~The original subscribers, officers and directors of these Articles of Incorporation are as follows:~~

~~George L. Green
P.O. Box 658 ————— President & Director
Fort Walton Beach, Florida~~

~~William W. Meigs
461 John Sims Parkway ————— Vice President & Director
Niceville, Florida~~

~~George R. Powell, Jr.
P.O. Box 880 ————— Secretary & Director
Fort Walton Beach, Florida~~

~~W. Edsell Brooks
717 Eglin Parkway ————— Treasurer & Director
Fort Walton Beach, Florida~~

VOTE: I affirm I am a member of the EMERALD COAST ASSOCIATION OF REALTORS® AND I HEREBY CAST MY VOTE FOR THE PROPOSED AMENDMENTS AS FOLLOWS:

(CHOOSE ONE ONLY & TURN IN YOUR VOTE WHEN CALLED TO DO SO. Thank you.)

_____ Yes I approve the Amendment _____ No, I do not approve this Amendment

DATE: _____

MEMBER#: _____

MEMBER NAME: _____ (PRINT)

MEMBER SIGNATURE: _____

Amended and Reinstated Articles of Incorporation
of the EMERALD COAST ASSOCIATION OF REALTORS®

1. NAME

The name of this corporation shall be The Emerald Coast Association of REALTORS®, Inc., a Florida not-for-profit corporation (the "Corporation") and its principal place of business is 10 Hollywood Boulevard Southeast, Fort Walton Beach, Florida, or any other physical office and address where the corporate business is conducted as may hereafter be established by the Board of Directors or as otherwise authorized by law.

2. OBJECTIVES AND PURPOSE

The object of this corporation shall be: to unify those engaged in the recognized branches of real estate business in this community for the purpose of exerting a beneficial influence upon matters affecting the real estate business and related interests; to provide a unified medium for real estate owners and those engaged in the real estate business whereby their collective and individual interest may be safeguarded and advanced; to promote and maintain the high standards of conduct and the transacting of the real estate business as expressed in the Code of Ethics of the National Association of Realtors®; to further the interest of real estate, and home and other real property ownership; to unite those engaged in real estate business in this community with the Florida Realtors® and the National Association of Realtors®, thereby furthering their own objects throughout the state and nation, and obtaining the benefits and privileges of membership therein; to designate, for the benefit of the public, those individuals within this jurisdiction authorized to use the terms "Realtor" as licensed, prescribed and controlled by the National Association of Realtors®.

3. TERM OF EXISTENCE

This corporation is to exist perpetually, or shorter as determined by the law of the State of Florida, or by vote as provided by the By-laws of the Corporation.

4. MEMBERSHIP

Membership of this corporation shall be those admitted by the Board of Directors who show an interest in the objectives as outlined in the article above and such individuals who are active real estate brokers in the State of Florida and who are engaged as principals, partners, corporate officers and trustees in the real estate business, including buying, selling, exchanging, renting or leasing, managing or appraising for others for compensation, or financing, building, developing or sub-dividing real estate and who maintain or associate with an established real estate office. Further limitations and details on the admission of members to the corporation shall be set forth in the By-laws, which may include participation by associate, affiliate, public service, non-resident and honorary members.

5. DIRECTORS OF THE CORPORATION

The Directors of the corporation shall manage the affairs of the corporation and shall consist of not less than four directors which shall be increased from time to time as provided in the By-laws. Such Directors shall be elected or appointed in the manner provided for in the By-laws and shall serve the term for such election or appointment period as provided in the By-laws.

6. OFFICERS OF THE CORPORATION

The Officers of the corporation shall consist of a President, who shall serve as chairperson of the Board of Directors, and such other officers as are provided for or established in the By-laws. Officers shall be elected, appointed or ascend to the position for the term in which the officer is elected, appointed or is scheduled to take office in the manner provided for in the By-laws.

SECTION 1. In addition to the duties provided for in the By-laws, the Corporation's Policies and Procedures and as may be provided for by Florida law, it shall be the duty of the President to preside at all meetings of the corporation; to serve as chairperson of the Board of Directors; to supervise and conduct administration of the corporation; to call special meetings of the corporation of his or her own accord or at the request of the membership as provided for in the By-laws.

SECTION 2. Duties of all other officers shall be as provided for in the By-laws, the Corporation's Policies and Procedures and as may be provided for by Florida law.

7. AMENDMENT TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended, altered or modified by a majority of the members entitled to vote at any meeting at which a quorum is present and in the manner provided for in the By-laws and Chapter 617, Florida Statutes, the Florida Not For Profit Corporation Act provided the proposed amendment or amendments shall be plainly stated in the agenda or call for the meeting in accordance the By-laws and Florida law.