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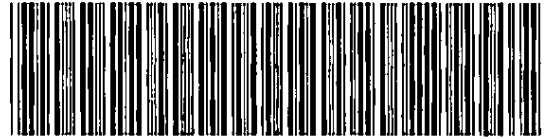
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# AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

123 SOUTH CALHOUN STREET  
P.O. BOX 391 (ZIP 32302)  
TALLAHASSEE, FLORIDA 32301  
(850) 224-9115 FAX (850) 222-7560

January 25, 2021

Department of State  
Corporations Division  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

**Re: Florida Institute of Certified Public Accountants and  
Florida Institute of Accountants, Inc.  
Restated Articles of Incorporation  
Document No. 715968**

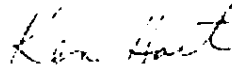
Dear Secretary:

Enclosed are an original and one copy of the Restated Articles of Incorporation of FLORIDA INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS AND FLORIDA INSTITUTE OF ACCOUNTANTS, INC., a Florida not-for-profit corporation. These are being resubmitted pursuant to your letter of rejection dated December 22, 2020 (attached).

I have previously enclosed the fee of \$35.00 for filing and \$8.75 for a certified copy, totaling \$43.75. Please return a certified copy to me in the enclosed self-addressed envelope.

If you have any questions, please do not hesitate to contact me.

Sincerely,



Kenneth R. Hart

KRH:bmp  
Enclosures  
cc: Donna Son



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 22, 2020

KEN HART  
AUSLEY MCMULLEN  
123 S. CALHOUN STREET  
TALLAHASSEE, FL 32301

SUBJECT: FLORIDA INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS  
AND FLORIDA INSTITUTE OF ACCOUNTANTS, INC.  
Ref. Number: 715968

We have received your document for FLORIDA INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS AND FLORIDA INSTITUTE OF ACCOUNTANTS, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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

Amended and Restated Articles for non profit corporations are filed pursuant to 617.1007.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Irene Albritton  
Regulatory Specialist II

Letter Number: 720A00025900

**FLORIDA INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS  
AND FLORIDA INSTITUTE OF ACCOUNTANTS, INC.'S**

**RESTATED ARTICLES OF INCORPORATION**

Pursuant to the provisions of Chapter 617, Florida Statutes, the **FLORIDA INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS AND FLORIDA INSTITUTE OF ACCOUNTANTS, INC.**, a Florida not-for-profit corporation, hereby amends and restates the Corporation's Articles of Incorporation. These Articles shall be effective when they are filed with the Florida Department of State and shall supersede all previous articles of incorporation and amendments or restatements.

Pursuant to the provisions of Section 617.1007, Florida Statutes, **FLORIDA INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS AND FLORIDA INSTITUTE OF ACCOUNTANTS, INC.** adopts the following Restated Articles of Incorporation.

1. The Articles of Incorporation are restated to read:

**ARTICLE I: Name**

The name of this corporation shall be Florida Institute of Certified Public Accountants and Florida Institute of Accountants, Inc.

**ARTICLE II: Purposes**

This corporation shall be operated as a corporation described in s. 501(c)(6) of the Internal Revenue Code and its purposes shall be:

- (a) To foster ethical conduct and promote standards of independence, integrity, and objectivity in the profession.
- (b) To promote the establishment and maintenance of high educational and professional requirements for persons in the profession.
- (c) To monitor and actively participate in public policy-making processes which impact the profession.
- (d) To collect, analyze and interpret data on changing market, economic, governmental, and technological conditions affecting the profession.
- (e) To encourage the analysis, discussion, and understanding of issues and trends in the profession.
- (f) To expand the public's knowledge and understanding of the profession.

- (g) To maintain relationships and activities with other organizations in the pursuit of the Institute's mission.
- (h) To provide an organizational structure which efficiently utilizes volunteer leader and professional staff resources for the continuing development of programs which effectively address the expectations of all members as defined by the Bylaws.

### **ARTICLE III: Powers**

This corporation may do any and all other things which corporations not for profit are authorized to do under the laws of the State of Florida as the same now exist or may hereafter be amended.

### **ARTICLE IV: Term**

This corporation shall have perpetual existence.

### **ARTICLE V: Subscribers**

The name and residences of the initial subscribers of this corporation were:

Harold E. Walker	Miami, Florida
Donald P. Zima	Daytona Beach, Florida
Patrick J. Knipe	Orlando, Florida
George L. Patterson	St. Petersburg, Florida
Morton L. Weinberger	Miami, Florida
Charles H. Fairchild	Pensacola, Florida
Lloyd A. Turman	Gainesville, Florida

### **ARTICLE VI: Council – Board of Directors – Officers**

**Section 1.** The Council of this corporation shall consist of not less than twenty-one (21) members. The Council shall establish the Bylaws and policies of this corporation. Eligibility and membership on the Council shall be determined by the Bylaws of this corporation and/or by policy established by the Council.

**Section 2.** The volunteer officers of this corporation shall be a Chair, Chair-Elect, and such Directors as determined by the Bylaws of this corporation. The President/CEO shall be the chief executive officer of the corporation. The President/CEO shall report to the Board of Directors and shall be a position filled by professional paid staff.

**Section 3.** The management of the affairs of this corporation shall be determined by the Bylaws of this corporation established by the Council and/or by policy established by the Council and/or Board of Directors.

## **ARTICLE VII: Membership**

This corporation shall have voting members, non-voting members and honorary members with such classifications, qualifications, rights and privileges of membership as set forth in the Bylaws of this corporation and/or by policy established by the Council.

## **ARTICLE VIII: Notice to Members**

Unless otherwise provided in the Articles or Bylaws, notification to members shall be provided in a manner authorized by Florida law.

## **ARTICLE IX: Bylaws**

**Section 1.** Provided a quorum is present, the Bylaws of this corporation shall be made, altered, or rescinded by a vote of two-thirds (2/3) of the members of the Council who are eligible to vote as defined by the Bylaws (*Article XV*), at any regular or special meeting of the Council. The Bylaws of this corporation may also be made, altered, or rescinded by consent of two-thirds (2/3) of ballots cast by members of the Council who are eligible to vote as defined by the Bylaws (*Article XV*). At least fifty percent (50%) of the Council eligible to vote must cast a ballot for the vote to be valid. Any change of the Bylaws at a meeting of the Council must be preceded by notice at least fifteen (15) days prior to the meeting stating the proposed amendment and the reasons therefore, except for the following provision. Provided a quorum is present, the Council may waive the fifteen (15) day notice requirement by an affirmative vote of three-quarters (3/4) of the members of the Council who are eligible to vote as defined by the Bylaws (*Article XV*), at any regular or special meeting of the Council.

**Section 2.** Except as otherwise provided, a proposal to amend the Bylaws may be made by a petition of not less than ten percent (10%) of the Voting members. The proposal shall be submitted to the Council for consideration as provided by Section 1 above. If rejected, the proposed amendment shall be submitted to all Voting members of the corporation for a vote by mail or electronically transmitted ballot. If at least two-thirds (2/3) of those voting approve such a proposal, it shall become effective as an amendment to the Bylaws.

On any mail or electronically transmitted vote, no less than ten percent (10%) of all Voting members shall cast a ballot to constitute a valid action. Mail and electronically transmitted ballots shall be considered valid and counted only if received in the corporation principal office within sixty (60) days from the date of sending the ballot to the members. Any mail or electronically transmitted ballot must be preceded by notice at least thirty (30) days prior to the ballot stating the proposed amendment, the reasons thereof and Council and/or Board of Directors recommendation(s).

## **ARTICLE X: Amendment**

Amendments to these Articles of Incorporation may be made by an affirmative vote of three-quarters (3/4) of the members of the Council, who are eligible to vote as defined by the Bylaws (*Article XV*) present and voting at any regular or special meeting of the Board, provided that in any instance notice of any such amendment shall be provided to each Voting member of the corporation at least fifteen (15) days prior to any such meeting.

Pursuant to Section 617.1002 and 617.1007, Florida Statutes, and the Articles of Incorporation of the Corporation, there are no members entitled to vote on proposed amendments to the Articles of Incorporation. The Council authorized and consented to the filing of the Corporation's Restated Articles of Incorporation.

In Witness Whereof, these Restated Articles of Incorporation shall be effective as of the date filed with the Secretary of State of the State of Florida.

*I submit this document and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in Section 817.155, F.S.*

Dated: January 25, 2021

FLORIDA INSTITUTE OF CERTIFIED PUBLIC  
ACCOUNTANTS AND FLORIDA INSTITUTE OF  
ACCOUNTANTS, INC.



By: \_\_\_\_\_  
Donna Son, Secretary/Treasurer

☒ 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 Nov. 12, 2020

Signature DSon  
(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)

Donna Son

(Typed or printed name of person signing)

Secretary / Treasurer

(Title of person signing)