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AUG 14 2020

ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: College Park Main Street, Inc. _____

DOCUMENT NUMBER: 717085 _____

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

Please return all correspondence concerning this matter to the following:

Amelia Harrison

(Name of Contact Person)

College Park Main Street, Inc.

(Firm/ Company)

648 Dartmouth Street

(Address)

Orlando, FL 32804

(City/ State and Zip Code)

director@collegeparkmainstreet.com

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

For further information concerning this matter, please call:

Amelia Harrison 407 392-1717

(Name of Contact Person) at (Area Code) (Daytime Telephone Number)

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

College Park Main Street, Inc.

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

717085

(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:

N/A

*(Principal office address **MUST BE A STREET ADDRESS**)*

C. Enter new mailing address, if applicable:

N/A

*(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: N/A

New Registered Office Address:

N/A

(Florida street address)

(City)

Florida N/A

(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	_____	_____	_____ _____ _____

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

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

See attached Amended Articles of Incorporation

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

ORIGINALLY REGISTERED OCTOBER 27, 2017
AS AMENDED FEBRUARY 12, 2018; DECEMBER 18, 2018; AND MARCH 9, 2020.

COLLEGE PARK MAIN STREET, INC.

ARTICLE 1
Name, Principal Office, Address

Section 1: Name.

The name of the corporation shall be College Park Main Street, Inc. ("CPMS").

Section 2: Office.

The principal office of CPMS is located at 648 Dartmouth Street, Orlando, Florida 32804.

Section 3: Mailing address.

The mailing address of CPMS is Post Office Box 547744, Orlando, FL 32854.

ARTICLE 2
Purpose

Section 1: Purpose.

The purpose of CPMS is to maintain, improve and enhance the vitality of College Park's central business district (the "Neighborhood Business District"), consisting of the geographic area indicated on the map attached as Exhibit A.

Section 2: Means.

The purpose specified in Section 1 of this Article 2, subject to the provisions of Article 3 below, may be achieved by projects and programs intended to: build a unique sense of place and create a positive image of College Park and the Neighborhood Business District; promote College Park as a good place to live, work, shop and invest; and improve the infrastructure, appearance and safety of College Park.

ARTICLE 3
Not-For-Profit Status

Section 1: Not-for-profit status.

CPMS is a not-for-profit corporation and is organized exclusively for purposes permitted for corporations exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ORIGINALLY REGISTERED OCTOBER 27, 2017
AS AMENDED FEBRUARY 12, 2018; DECEMBER 18, 2018; AND MARCH 9, 2020.

Section 2: No distributions to members; no political activity.

No part of the net earnings of CPMS shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that CPMS shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article 2. No substantial part of the activities of CPMS shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and CPMS shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 3: Permitted activities.

Notwithstanding any other provision of these articles, CPMS shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 4: Distribution of assets upon dissolution.

Upon the dissolution of CPMS, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of CPMS is then located, exclusively for such purposes or to such organization or organizations, as that court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 4
Membership

Section 1: Eligibility for membership.

Any business, organization or individual supporting the purpose of CPMS is eligible to become a Member upon submission of an application in the form prescribed by the Board of Directors. An applicant for membership shall become a Member upon the affirmative vote of the Board of Directors and full payment of annual dues.

Section 2: Authorized Representatives.

Each Member which is not an individual shall designate in writing an individual entitled to act on behalf of the Member as its Authorized Representative. Only individuals who are either Members or the Authorized Representatives of Members are: (i) entitled to vote, (ii) counted for quorum requirements, and (iii) eligible for election to the Board of Directors.

ORIGINALLY REGISTERED OCTOBER 27, 2017
AS AMENDED FEBRUARY 12, 2018; DECEMBER 18, 2018; AND MARCH 9, 2020.

Section 3: Voting rights.

Each Member shall be entitled to one vote.

Section 4: Classes of Members.

The Board of Directors shall determine the classes of membership and the annual dues for each class of membership.

Section 5: Withdrawal.

Any Member may withdraw from membership upon written notice to the Secretary. A Member withdrawing from membership shall not be entitled to any refund of dues paid.

ARTICLE 5
Meetings of the Members

Section 1: Annual Meetings of Members.

An Annual Meeting of Members shall be held no later than December 31 of each calendar year for the purposes of electing Directors, and transacting such other business as may be properly brought before the meeting.

Section 2: Special Meetings of Members.

Special Meetings of Members may be held at any time and place as specified in the notice of the meeting on the initiative of the President or the Board of Directors, or upon written petition by at least ten (10) active members.

Section 3: Notice of Meetings of Members.

Written notice of every meeting of the Members, stating the place, date and hour of the meeting, shall be given either personally, by mail, or email to each Member not less than fifteen (15) nor more than fifty (50) days before the date of the meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail with postage thereon prepaid, addressed to the members at their addresses as they appear in CPMS's membership rolls. Attendance of a Member at a Meeting of the Members shall constitute a waiver of notice of such meeting, or manner in which it has been called or convened, except when a Member attends a meeting solely for the purpose of stating, at the beginning of the meeting, any such objection to the transaction of any business. Other interested parties shall be given such notice of meetings, as the Board of Directors shall deem appropriate.

Section 4: Quorum for Meetings of Members.

Ten percent (10%) of the Members, present in person or represented by proxy, shall constitute a quorum for the transaction of business at all Meetings of Members, except as otherwise provided by statute or by these Articles of Incorporation. If a quorum is not present or represented at any Meeting of Members, a majority of the Members entitled to vote, present in

ORIGINALLY REGISTERED OCTOBER 27, 2017

AS AMENDED FEBRUARY 12, 2018; DECEMBER 18, 2018; AND MARCH 9, 2020.

person may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. If the adjournment is for more than 30 days, a notice of the adjourned meeting shall be given to each Member.

Section 5: Voting.

When a quorum is present or represented by proxy at any Meeting of Members, the vote of a majority of the Members present in person or represented by proxy shall decide any questions brought before such meetings, unless these Articles of Incorporation require a different vote, in which case such express provisions shall govern.

Section 6: Meeting procedures.

Roberts Rules of Order Newly Revised shall govern the parliamentary procedures of CPMS when not in conflict with these Articles of Incorporation. The order of business may be altered or suspended at any meeting by a majority vote of the Members present.

ARTICLE 6
Board of Directors

Section 1: Composition of Board.

CPMS shall be governed by a Board of Directors consisting of not less than fifteen (15) Directors.

Section 2: City of Orlando representative.

The City of Orlando may designate an employee of the City to serve as a non-voting, *ex officio* member of the Board of Directors.

Section 3: Eligibility.

Any individual Member or Authorized Representative of a Member in good standing is eligible to serve as a Director, PROVIDED the individual Member or Authorized Representative is not the spouse or an immediate family member of a current Director.

Section 4: Election of Directors.

Directors shall be elected by the Members eligible to vote at the Annual Meeting of Members.

Section 5: Staggered Board; term of Directors; transitional rules.

The Directors shall be divided into three groups: Group A, Group B and Group C. The number of Directors in each group shall be as nearly equal as possible. The Directors in Group A shall be elected for a term expiring at the 2019 Annual Meeting of Members; the Directors in Group B shall be elected for a term expiring at the 2020 Annual Meeting of Members; and the Directors in Group C shall be elected for a term expiring at the 2021 Annual Meeting of Members.

ORIGINALLY REGISTERED OCTOBER 27, 2017

AS AMENDED FEBRUARY 12, 2018; DECEMBER 18, 2018; AND MARCH 9, 2020.

At each Annual Meeting of Members, commencing with the 2019 Annual Meeting of Members, Directors elected to succeed those Directors whose terms then expire shall be elected for a term of office to expire at the conclusion of the third succeeding Annual Meeting of Members after their election.

Section 5.1: Term limits for Directors.

No Director shall serve no more than two consecutive, three-year terms, unless such Director holds the office of President, President-Elect or Immediate Past President, in which case, the Director may serve up to three consecutive, three-year terms. Directors may serve an unlimited number of non-consecutive terms.

Section 6: Interim vacancies.

Any vacancy occurring in the Board of Directors (other than a vacancy resulting from the normal expiration of a term of office) may be filled by the affirmative vote of a majority of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 7: Resignation of Directors.

Any Director may resign by submission of written notice of resignation to the Secretary.

Section 8: Removal of Directors.

Any Director may be removed from office at any time, with or without cause, by the affirmative vote of two-thirds of the Directors.

Section 9: Removal of Directors for unjustified absence.

Any member of the Board of Directors who is absent from two consecutive regularly scheduled meetings of the Board of Directors without just cause, as determined by the Executive Committee, may be removed as a member of the Board of Directors by majority vote of the Board of Directors.

Section 10: Meetings of the Board of Directors.

The Board of Directors may hold regular and special meetings. Regular meetings shall be held not less than ten (10) times each year. Special meetings of the Board may be called by the President, or by the Executive Committee, or by four or more Directors.

Section 11: Notice of Meetings.

Written notice of the time, place, and agenda for both regular and special meetings of the Board of Directors shall be given to each Director by personal delivery, mail, email, telephone or facsimile at least five (5) days before the meeting.

ORIGINALLY REGISTERED OCTOBER 27, 2017
AS AMENDED FEBRUARY 12, 2018; DECEMBER 18, 2018; AND MARCH 9, 2020.

Section 12: Quorum for Board of Director meetings.

At all meetings of the Board of Directors, a majority of the then-current Directors shall constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting of the Board, the Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 13: Voting.

Unless otherwise provided in these Articles of Incorporation, all decisions by the Board of Directors shall be by majority vote of the Directors present. Except for resolutions adopted by unanimous consent, voting by proxy at meetings of the Board of Directors is not permitted.

Section 14: Supermajority consent in lieu of meeting.

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting with the unanimous written consent of two-thirds of all Directors setting forth the action taken; the written consents shall be filed with the minutes of the proceedings. Such consent shall have the same force and effect as a duly-adopted resolution of the Board of Directors.

Section 15: Board member orientation.

All new members of the Board of Directors shall participate in an orientation program to familiarize them with CPMS' goals, objectives and programming and with their responsibilities as members of the Board of Directors.

ARTICLE 7
Officers

Section 1: Officers.

The Officers shall consist of a President, President-Elect, Secretary, Treasurer, Immediate Past President, and such other officers and assistant officers as may be established by the Board of Directors.

Section 2: Election of Officers.

Upon adjournment of the Annual Meeting of Members held in odd-numbered years, the President-Elect shall become President and immediately convene a meeting of the new Board of Directors to elect new Officers, other than the President and Immediate Past President. No additional notice of this meeting of the new Board of Directors shall be required. New Officers shall be elected by majority vote of the Board of Directors; the President shall not be entitled vote for any Officer other than in the event of a tie vote, in which case the President shall cast the deciding vote.

ORIGINALLY REGISTERED OCTOBER 27, 2017
AS AMENDED FEBRUARY 12, 2018; DECEMBER 18, 2018; AND MARCH 9, 2020.

Section 3: Term of Officers.

Officers are elected for a two-year term until the conclusion of the second Annual Meeting of Members following their election.

Section 3.1: Mid-term confidence vote.

All Officers shall be subject to a mid-term vote of confidence at the meeting of the Board of Directors convened immediately following the Annual Meeting of Members in even-numbered years. If an Officer fails to obtain an affirmative vote of a majority of the Board members present, that Officer shall be deemed removed from office. In such case, for all offices other than the office of President, the Nominations Committee shall, within two weeks, nominate a replacement officer; the Board of Directors shall then vote on the replacement nominee at the following meeting of the Board of Directors. In the event of removal of the President, the President-Elect shall become President. Officers elected pursuant to this section shall serve until the end of the next following Annual Meeting of Members.

Section 4: Duties of Officers.

Except as hereinafter provided, Officers shall each have such powers and duties as generally pertains to their respective offices, as well as those that from time to time may be conferred by the Annual Meeting of Members or the Board of Directors.

- President. The President shall (i) preside at all business meetings, but may at his or her discretion or at the suggestion of the Directors arrange for another officer to preside at other meetings; (ii) appoint Committee chairpersons, and (iii) perform such duties as may be directed by these Articles or by resolution of the Board of Directors.
- President-Elect. The President-Elect shall have such duties and responsibilities as the President or Board of Directors may from time to time prescribe; upon the expiration of the President's term of office, the President-Elect shall automatically become President.
- Secretary. The Secretary shall record and maintain in good order minutes of all meetings and all records and correspondence of CPMS, and shall mail copies of the minutes of each Meeting of Members to all Members within 60 days from the conclusion of each Meeting of Members. The Secretary shall also have such other duties as may be assigned by the Board of Directors.
- Treasurer. The Treasurer shall maintain in good order all financial records of CPMS. The Treasurer shall also have such other duties as may be assigned by the Board of Directors.
- Immediate Past President. The Immediate Past President shall serve as a voting, *ex officio* member of the Board of Directors and the Executive Committee, and shall act in an advisory capacity to the President and the Board of Directors.
- Temporary Officers. In case of the absence or disability of any officer and of any person authorized to act in his or her place during such periods of absence or disability, the

ORIGINALLY REGISTERED OCTOBER 27, 2017

AS AMENDED FEBRUARY 12, 2018; DECEMBER 18, 2018; AND MARCH 9, 2020.

President may from time to time delegate the powers and duties of such officer to any other officer or any other member.

ARTICLE 8

Standing and *Ad Hoc* Committees

Section 1: Standing committees.

CPMS shall maintain the following standing committees:

- Executive Committee: This committee shall: (i) act on behalf of the Board of Directors between Board meetings, (ii) oversee the development and implementation of strategy, (iii) coordinate the activities of the other committees, (iii) develop the agenda for Board meetings, (iv) handle workplace and employment issues requiring executive oversight, (v) set annual key performance indicators (KPIs) for the Executive Director and conduct performance reviews of the Executive Director at least annually, (vi) submit an annual budget for consideration by the Board of Directors, and (vii) oversee CPMS's daily operations on behalf of the Board of Directors. Any Executive Committee act taken on behalf of the Board of Directors between Board meetings shall be presented for ratification to the Board at its next meeting.
- Economic Vitality: This committee works to improve the underlying economic vitality of the Neighborhood Business District, leveraging College Park's unique sense of place and existing historic assets, harnessing local economic opportunity, and creating a supportive business environment for small business owners, entrepreneurs, innovators, and localists. Supporting housing is also a key element of building economic vitality.
- Design: This committee supports College Park's transformation by enhancing the physical elements of the Neighborhood Business District while capitalizing on the unique assets that set it apart, with attention to public space through the creation of pedestrian- and bicycle-friendly streets, public art in unexpected areas, visual merchandising, adaptive reuse of older and historic buildings, more efficiently-designed buildings, transit-oriented development, and improved bicycle and trail linkages to other parts of Orlando.
- Promotion: This committee works to position the Neighborhood Business District as the center of the community and hub of economic activity, while creating a positive image that showcases a community's unique characteristics through celebrating and preserving important architecture and history, encouraging local businesses to market cooperatively, offering coordinated specials and sales, and hosting special events aimed at changing perceptions of the district and communicating to residents, investors, businesses, and property-owners that this place is special.
- Organization: This committee ensures that: (i) all organizational resources (partners, funding, volunteers, etc.) are mobilized to effectively implement CPMS's mission, and (ii) with the direction of the Executive Committee and appropriate input from other committees, develops and implements an overall marketing strategy.

ORIGINALLY REGISTERED OCTOBER 27, 2017

AS AMENDED FEBRUARY 12, 2018; DECEMBER 18, 2018; AND MARCH 9, 2020.

- Nominations: This committee identifies and nominates appropriate, eligible candidates for Director, both for election at the Annual Meeting of Members and to fill vacancies between Annual Meetings.

Section 2: Ad hoc committees.

The Board of Directors may, by resolution, establish *ad hoc* committees in addition to the standing committees.

Section 3: Committee composition.

The Executive Committee shall consist of the President, President-Elect, Secretary, Treasurer, Immediate Past President, and two (2) or more at-large members from among the Directors who have been nominated by the President and approved by the Board of Directors. The Economic Vitality, Design and Promotion committees shall consist of not less than five (5) members each; the Organization and Nominations committees shall consist of not less than three (3) members each.

Section 4: Committee chairpersons.

The chairperson of each committee shall be a member of the Board of Directors and shall be responsible for directing and coordinating the affairs of the committee; the President shall be the chairperson of the Executive Committee.

Section 5: Terms.

The terms of the committees shall end at the conclusion of the next following Annual Meeting of Members.

Section 6: Special rules for Nominations Committee.

The President shall appoint the members of the Nominations Committee not later than two months following the Annual Meeting of Members. The Nominations Committee shall report to the Board of Directors in writing on its nominations for Directors to be presented for election at the Annual Meeting of Members at least one month prior to the Annual Meeting. The list of nominations shall be sent to all Members at least ten (10) days prior to the Annual Meeting of Members.

ORIGINALLY REGISTERED OCTOBER 27, 2017
AS AMENDED FEBRUARY 12, 2018; DECEMBER 18, 2018; AND MARCH 9, 2020.

ARTICLE 9

Executive Director

Section 1: Duties.

The Executive Director shall manage the daily operations of CPMS, and shall be responsible for coordinating the implementation of CPMS's policies and projects and such other duties as the Board of Directors and Executive Committee may require.

Section 2: Reporting.

The Executive Director shall report directly to the Executive Committee.

Section 2: Compensation.

The Executive Director shall receive compensation as determined by the Board of Directors.

Section 3: Attendance at Board meetings.

The Executive Director shall be present at all meetings of the Board of Directors, except when the Board of Directors meets in executive session.

Section 4: Non-discrimination.

CPMS shall employ its staff, including the Executive Director, without regard to race, color, creed, sex, age, national origin, disability, sexual orientation, or marital status and in compliance with Chapter 57 of the Code of the City of Orlando, Title VII of the Civil Rights Act of 1964 as amended, and all applicable federal, state, or local laws, rules or regulations, whether presently existing or hereafter promulgated.

ARTICLE 10

Finances

Section 1: Fiscal year.

Until January 1, 2019, the fiscal year of CPMS shall begin on April 1 each year and end on March 31 of the following year. Effective January 1, 2019, and for each year thereafter, the fiscal year of CPMS shall begin on January 1 of each year and end on December 31 of that same year.

Section 2: Budget approval.

Within 60 days of the election of the Board of Directors each year, the Board shall approve a budget for the fiscal year. The approved budget may be reviewed and revised periodically as deemed necessary by the Board of Directors.

Section 3: Fiscal year-end accounting.

Not later than three months after the close of each fiscal year, CPMS shall prepare:

ORIGINALLY REGISTERED OCTOBER 27, 2017
AS AMENDED FEBRUARY 12, 2018; DECEMBER 18, 2018; AND MARCH 9, 2020.

- A balance sheet showing in reasonable detail the financial condition of CPMS at the close of the fiscal year; and
- A statement of the source and application of funds, showing the results of the operation of CPMS during the fiscal year.

Section 4: Annual audit.

The books of CPMS shall be audited annually by a qualified accountant, to be chosen by the Board of Directors. He or she shall render his or her report at the Annual Meeting of Members. Records shall be available for inspection by any Member at all reasonable times.

Section 5: Authority to accept donations.

CPMS may accept any contribution, gift, bequest, or donation for the general purposes or for any special purpose of CPMS.

Section 6: Obligation to deposit funds.

All CPMS funds shall be deposited to the credit of CPMS in such banks, trust companies or other financial institutions or depositories as the Board of Directors may select.

Section 7: Authority to issue payments.

The Board of Directors may adopt general policies and specific resolutions on the authority to issue checks and other payments orders and instruments, and instruments of transfer of securities. In the absence of such general policies or specific resolution, all checks and other payment orders and instruments, and all instruments of transfer of securities, shall be signed in the name and on behalf of CPMS by two members of the Executive Committee.

Section 8: Authority to maintain reserves.

The Board of Directors may direct that cash reserves be set aside as financial reserves for planned or unplanned future needs. The Board of Directors shall adopt a reserve policy on the use of such reserves.

ARTICLE 11
Insurance

Section 1: Required insurance coverage.

CPMS shall maintain the following insurance coverage:

- General Liability: coverage for all operations including but not limited to Contractual, Products and Completed Operations, and Personal Injury. The limits will not be less than \$500,000 Combined Single Limit (CSL) bodily injury and property damage, or its equivalent.

ORIGINALLY REGISTERED OCTOBER 27, 2017

AS AMENDED FEBRUARY 12, 2018; DECEMBER 18, 2018; AND MARCH 9, 2020.

- Commercial Automobile Liability: If CPMS activities include or require the hiring of a vehicle, CPMS shall provide coverage for all owned, non-owned and hired vehicles utilized in the performance of its activities for limits of not less than \$500,000 Combined Single Limit (CSL) bodily injury and property damage, or its equivalent.
- Workers' Compensation: CPMS shall provide Workers' Compensation coverage for all employees in accordance with the Florida law at the site location and, in case any work is subcontracted, shall require the subcontractor to provide Workers Compensation for all its employees. The limits shall be not less than the statutory requirement for Workers' Compensation and \$500,000 for Employer Liability.
- Employee Honesty Insurance: CPMS shall obtain not less than \$25,000 in coverage.

ARTICLE 12

General Provisions

Section 1: Corporate seal.

The corporate seal shall have inscribed thereon the name of CPMS and the words "Corporate Seal" and "Florida." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise shown. If it is inconvenient to use such a seal at any time, the signature of CPMS followed by the word "Seal" enclosed in parenthesis shall be deemed the seal of CPMS.

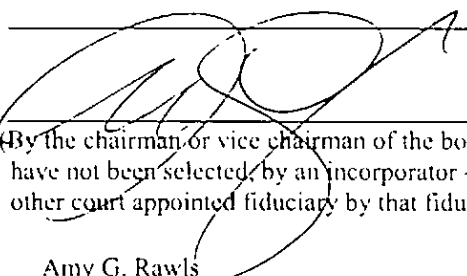
Section 2: Amendments to Articles of Incorporation and Bylaws.

The Board of Directors shall have the power to alter, amend or repeal the Articles of Incorporation and Bylaws, or adopt new Articles of Incorporation and Bylaws, by a two-thirds vote of the Directors present at any duly called meeting of the Board, provided that no such action shall be taken if it would in any way adversely affect CPMS's qualifications under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law.

- ☐ 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 6/29/2020

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)

Amy G. Rawls

(Typed or printed name of person signing)

Treasurer

(Title of person signing)