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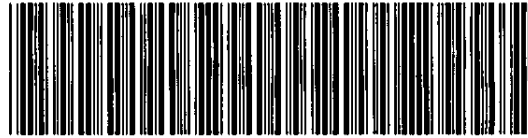
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*Amended  
&  
restated  
Art.  
1-9-15  
DC*



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 11, 2014

NANCYLEE HURLBERT  
THE DEMOCRATIC WOMEN'S CLUB OF FLORIDA  
35624 CYPRESS CT.  
LEESBURG, FL 34788

SUBJECT: THE DEMOCRATIC WOMEN'S CLUB OF FLORIDA, INC.  
Ref. Number: 722880

We have received your document for THE DEMOCRATIC WOMEN'S CLUB OF FLORIDA, INC. and check(s) totaling \$43.75. However, your check(s) and document are being returned for the following:

We do not accept documents with print on both sides of the page. Please correct your document by making sure that all print is on one side of the page only.

Please entitle your document Amended and Restated Articles of Incorporation.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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.

Darlene Connell  
Regulatory Specialist III

Letter Number: 514A00026157



Ms. Darlene Connell, Regulatory Specialist III  
Florida Department of State  
Division of Corporations  
Amendment Section  
PO Box 6327  
Tallahassee, FL 32314

December 29, 2014

Dear Ms. Connell:

**Amended and Restated Articles of Incorporation - Ref. No. 722880**

Enclosed is our revised request to "amend and restate" our Articles of Incorporation for the DEMOCRATIC WOMEN'S CLUB OF FLORIDA, INC. The requested revision - to provide all documents on single-sided paper - have been accommodated and enclosed herewith. It should be noted that we have never amended the Articles since incorporating in 1972, so there are numerous changes that need to be incorporated that have been approved by the membership over the decades.

Enclosed are the following:

- Cover Letter Form previously submitted, signed by DWCF President, Dr. Maureen McKenna
- Certificate of Restated Articles
- A check in the amount of \$43.75 for the Filing Fee (\$35), plus a Certified Copy (\$8.75)
- A copy of our original 1972 Articles
- A copy annotated in red of the changes made to the Articles...too numerous to include of the Form "specifically"
- Two (2) copies of the Amended Articles (one to be returned as a certified copy)

Should you have any questions, please contact me:

Nancy Hurlbert, DWCF 1st Vice President/Bylaws Chair  
35624 Cypress Ct. Leesburg, FL 34788  
tnhurlbert@aol.com  
352-483-4962 (H); 954-254-1000 (c)

Sincerely,

Nancy Lee Hurlbert

cc: Dr. Maureen McKenna, DWCF President  
Carol Flaumenhaft-King, DWCF Treasurer



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## CERTIFICATE OF RESTATED ARTICLES OF INCORPORATION

The enclosed restated Articles of Incorporation required member adoption of the various amendments. Members adopted these amendments at the annual Democratic Women's Club of Florida, Inc.'s State Convention on September 20, 2014. As required by DWCF's Bylaws, amendments were adopted by a two-thirds (2/3) vote of the membership.

Certified By:

Nancy Lee Hurlbert  
DWCF 1st Vice President  
Bylaws Chair

12-29-14

Date

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**OF**

**THE DEMOCRATIC WOMEN'S CLUB OF FLORIDA, INC.**

(A CORPORATION NOT FOR PROFIT)

We, the undersigned, with other persons being desirous of forming a corporation for civic purposes, under the provisions of Ch. 617 of the Florida Statutes, do agree to the following:

**ARTICLE I. NAME**

The name of this corporation is THE DEMOCRATIC WOMEN'S CLUB OF FLORIDA, INC.

**ARTICLE II. PURPOSES**

The general nature of the objects and purposes of this corporation shall be:

- a) To promote the values of the Democratic Party.
- b) To cooperate in the establishment of the Democratic Women's Clubs throughout Florida, and to encourage Democrats to become club members.
- c) To bring together in common purpose all local Democratic Women's Clubs of the 67 counties of Florida; to stimulate an active interest in governmental affairs and legislative advocacy among Democrats of Florida and to provide a forum for the discussion of public matters; to promote Democratic values; to work with the State Officers of the Florida Democratic Party to support only Democratic candidates for public office and to actively encourage qualified Democratic women to seek elective office; and, to seek increased Democratic voter registration and participation.
- d) To urge every Democrat to vote.
- e) To be a prominent advocate for legislation that furthers democratic values.

**ARTICLE III. QUALIFICATION OF MEMBERS**

Section 1. Membership in this organization shall be Active Member, Associate Member, Life Member, Honorary Member and Student Member. All members must be registered Democrats. All members, *except* Honorary and Associate Members, may hold elective office and may vote.

**Section 2. Admission of member clubs:**

- a) Application for membership in the Democratic Women's Club of Florida, Inc. by a women's Democratic group shall be made in writing to the Regional Chair of the Region in which the group is located and the State DWCF President. Any Regional Chair receiving any application for membership for a new club shall provide the group with an official application form which, when completed, shall be presented to the Board of Directors for approval.
- b) Organizing groups will sign all forms and applications for membership furnished by the State Organization, and affix the names and addresses of their charter member, and date, to the forms supplied by the Regional Chair.
- c) Clubs applying for charter must send copies of their proposed bylaws to the State Bylaws Chair and the Regional Chair for evaluation.; they will be considered for membership only when all forms are completed.
- d) The Regional Chair shall request charter approval by the Board of Directions, after the charter application and bylaws have been approved; acceptance for charter shall be by a majority vote of the Board of Directors.

**Section 3. Each local Democratic Women's Club, regardless of location or date of formation, shall have equal status in the State Club.**

**Section 4. Newly-organized clubs may adopt such bylaws as best fit their local needs, providing they do not conflict with this constitution or other rules of this organization and:**

- a) Such bylaws contain an article on State Affiliation approved by the Bylaws Chair and the Board of Directors.
- b) All members are registered Democrats.
- c) All members are classified as "active", "associate", "life", "honorary" or "student".

**Section 5. Members may belong to more than one club provided each complies with the following classification:**

Active Membership shall be those members whose dues are current in a duly chartered Democratic Women's Club in good standing and in the DWCF, Inc. Proof of Democratic registration shall be presented. Active members shall hold active membership in only one club. Active members may be accepted from areas with no local clubs. These members will pay

local Club dues and may be counted with the membership used as a basis for computation of delegates to the State Convention. The local Clubs are responsible for paying State and Regional dues for Active Members.

Associate Membership is restricted to those members who also hold Active Membership in another local club. Associate members shall be accorded all rights and privileges in the club *except* the holding of elective office and voting. Associate members shall pay local Club dues for Associate membership, however may not be counted with the membership used as a basis for computation of delegates to the State Convention. The local Club is not required to pay State dues for Associate members.

Student Membership shall be a student member who is a registered voter (i.e., 18 years of age) and shall be attending an accredited college, university or high school, with a valid student I.D. Student members shall hold membership in only one club and may be accepted from areas with no local clubs. Local Clubs shall pay State dues of \$4 and Region dues of \$1 for each Student Member. Each local Club shall determine how much, if any, local dues a Student member shall pay. Student members may be counted with the membership used as a basis for computation of delegates to the State Convention.

Life Membership may be bestowed upon any member of the DWCF, Inc. in good standing, who by virtue of statewide leadership and capability has proven dedication to the principles and aims of the DWCF, Inc. They shall have voting rights and can be counted with the membership used as a basis for computation of delegates to the State Convention. Life members can be bestowed at the County and State levels of DWCF, Inc. The local clubs are responsible for paying State and Regional dues for Life Members.

Honorary Membership may be bestowed upon any Democrat for distinguished, extraordinary or any other unusual or meritorious service or attainment given in the service of the community, state and nation. Honorary Members have no voting rights, cannot serve as an officer and may not be counted with the membership used as a basis for computation of delegates to the State Convention. Honorary members can be bestowed at the County and State levels of DWCF, Inc. No State or Region dues are paid for Honorary Members.

Section 6. Member Clubs shall:

- a) Hold elections for officers at least biennially.
- b) Hold at least four business meetings a year.
- c) Pay State and Region dues.

- d) Report to their Regional Chair quarterly, completing the official form.
- e) Complete bylaw information form annually and update their bylaws as amended at the Annual State Convention.

Section 7. Member club which have lost active status by not complying with the above, as determined by the Board of Directors, or upon written request from the club, may be reinstated by:

- a) Submitting a signed statement by the elected officers that the club is now meeting at least quarterly.
- b) Payment of current State and Region dues to the State and Region treasurers.
- c) Notification to the Region Chair and the State President.

Member clubs who fail to submit quarterly reports to their Regional Chair, or fail to conform to the Bylaws of The Democratic Women's Club of Florida, Inc., shall be notified of pending loss of status as an Active member Club by the Board of Directors.

#### **ARTICLE IV. TERM OF EXISTENCE**

This corporation is to exist perpetually.

#### **ARTICLE V. SUBSCRIBERS**

The subscribers to these articles shall be the current elected Officers of the DWCF, Inc., specifically the President, 1st and 2nd Vice Presidents, Secretary and Treasurer.

#### **ARTICLE VI. OFFICERS**

Section 1. The officers of the corporation shall be:

- a) An elected President.
- b) An elected First Vice President and Second Vice President to serve statewide.
- c) One chair for each Region.
- d) An elected Treasurer.
- e) An elected Recording Secretary.
- f) A Parliamentarian appointed by the President.



g) A Corresponding Secretary appointed by the State President.

Section 2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

<u>OFFICE</u>	<u>NAME</u>	<u>RESIDENCE</u>
President	Margaret Cobbe	901 62 Street, South Gulfport, Florida 33707
Vice-President	Ann Meyerhoff	6329 Cheryl Street Orlando, Florida
Vice-President	Molly Brilliant	5835 S.W. 50 Terrace Miami, Florida 33155
Secretary	Mary Jim Everidge	506 East DeVane Street Plant City, Florida
Treasurer	Mercedes DiMaio	1912 Aileen Street Tampa, Florida 33607

Section 3. The term of officers shall be for two years, and they shall take office as the final order of business at the close of convention. They shall serve until their successors are elected or appointed. Officers shall be nominated in general assembly and elected by a majority vote every odd-numbered year.

#### **ARTICLE VII. BOARD OF DIRECTORS**

Section 1. There shall be a Board of Directors composed of the elected and appointed Officers, Region Chairs and the Standing and Special Committee Chairs.

Section 2. The names and addresses of the persons who are to serve as directors of the first Board of Directors for the ensuing year, or until the first annual meeting of the corporation, are:

<u>NAME</u>	<u>ADDRESS</u>
Margaret Cobbe	901 62 Street, South Gulfport, Florida 33707
Ann Meyerhoff	6329 Cheryl Street Orlando, Florida
Molly Brilliant	5835 S.W. 50 Terrace

Miami, Florida 33155

**ARTICLE VIII. BYLAWS**

- Section 1. The Bylaws of the Democratic Women's Club of Florida, Inc., may be amended at the annual convention of the club by a 2/3 vote of those present, providing a 30-day notice has been given. Local Clubs shall update their bylaws in accordance with State Bylaw changes.
- Section 2. Within 30 days' notice, the Bylaws may be amended at any annual convention by a unanimous vote of those present.

**ARTICLE IX. AMENDMENTS**

- Section 1. These Articles of Incorporation may be amended at the annual meeting of the membership by a two-thirds vote of those present.

**ARTICLE X. LOCATION**

The location of this corporation shall be in the State of Florida.

**ARTICLE XI. NON-PROFIT STATUS**

No part of the net earnings of the corporation shall inure to the benefit of any individual or member. The corporation may pay compensation in a reasonable amount to its members directors, and officers for services rendered but no dividend shall be paid or distributed to its members, directors or officers.

**ARTICLE XII. DISTRIBUTION OF ASSETS UPON DISSOLUTION**

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation and upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to the National Federation of Democratic Women (NFDW), and none of the assets will be distributed to any member, officer or trustee of this corporation.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal, this 14<sup>th</sup> day of Feb, 1972, for the purpose of forming this corporation not for profit under laws of the State of Florida.

Margaret Cobbe  
Margaret Cobbe

STATE OF FLORIDA  
COUNTY OF PINELLAS

Before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared Margaret Cobbe, to me known to be the person described as a subscriber in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed and subscribed to these Articles of Incorporation.

Witness my hand and official seal in the county and state named above this 14<sup>th</sup> day of Feb, 1972.

Ralph J. Vancotter  
Notary Public, State of Florida at  
Largo  
My commission expires:

NOTARY PUBLIC, STATE OF FLORIDA at LARGO  
MY COMMISSION EXPIRES AUG. 9, 1974  
RICHARD W. ... FIELD NO. DISTRICT FOREST

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have herunto set my hand and seal, this 9th day of March, 1972, for the purpose of forming this corporation not for profit under laws of the State of Florida.

Ann Meyerhoff  
Ann Meyerhoff

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have herunto set my hand and seal, this 9th day of March, 1972, for the purpose of forming this corporation not for profit under laws of the State of Florida.

Ann Meyerhoff  
Ann Meyerhoff