

730441

(Requestor's Name)

**United  
Way**



United Way  
of Escambia County

1301 West Government St.  
Pensacola, FL 32502

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

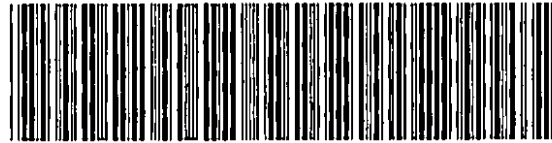
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Amended  
&  
Restated

2022 OCT 25 4:10:41



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 2, 2020

UNITED WAY OF ESCAMBIA COUNTY  
1301 WEST GOVERNMENT STREET  
PENSACOLA, FL 32502

SUBJECT: UNITED WAY OF WEST FLORIDA, INC.  
Ref. Number: 730441

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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 date of adoption of each amendment must be included in the document.

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.

Susan Tallent  
Regulatory Specialist II

Letter Number: 620A00019039

RECEIVED

OCT 26 2020

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
UNITED WAY OF WEST FLORIDA, INC.,  
A NOT FOR PROFIT CORPORATION**

2021 OCT 25 AM 10:41

The Directors of the United Way of West Florida, Inc. have adopted the following Amended and Restated Articles of Incorporation for the Corporation in accordance with the Florida Not For Profit Corporation Act, Fla. Stat. § 617.01011, et seq. As amended and restated, the Articles of Incorporation shall read as follows:

**ARTICLE I – NAME**

The name of the Corporation is United Way of West Florida, Inc. (the "Corporation")

**ARTICLE II – PRINCIPAL OFFICE**

The principal street and mailing address of the Corporation shall be 1301 West Government Street, Pensacola, Florida 32502.

**ARTICLE III – PURPOSES**

This Corporation is organized exclusively for charitable and educational purposes, 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. The Corporation may also make distributions to other types of charitable and non-profit organizations, provided, however, that the Corporation shall make no distribution that threatens its tax-exempt status or violates any federal or state statute, regulation, judicial decision or administrative decision that (A) applies to the Corporation; and, (B) limits or restricts the types of organizations to which the Corporation may make distributions.

**ARTICLE IV – POWERS**

The Corporation shall have and exercise all the powers authorized or permitted under the Florida Not For Profit Corporation Act as it now exists or is hereafter amended.

**ARTICE V – NO PRIVATE INUREMENT**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its trustees, directors, officers, or other private persons, except that the Corporation 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 these Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation 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. Notwithstanding any other provision of these articles, the Corporation 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.

## **ARTICLE VI – DISSOLUTION OR LIQUIDATION**

Upon the dissolution of the Corporation, 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 the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE VII – REGISTERED AGENT AND ADDRESS**

The name of the registered agent of the Corporation is Tom Hilton. The address of the registered agent is 1301 West Government Street, Pensacola, Florida 32502. The registered office and registered agent provided for herein may be changed from time to time in the manner provided by law.

## **ARTICLE VIII – DIRECTORS**

The business and affairs of this Corporation shall be managed and conducted by its Board of Directors. The number, qualifications, selection, and terms of office of the Directors shall be as set forth in the Bylaws of the Corporation. The current Directors are:

Marla Purvis  
1301 West Government Street  
Pensacola, Florida 32502

Cathy England  
1301 West Government Street  
Pensacola, Florida 32502

Cedric Durre  
1301 West Government Street  
Pensacola, Florida 32502

Louis "Trip" Maygarden  
1301 West Government Street  
Pensacola, Florida 32502

Yvette McLellan  
1301 West Government Street

Pensacola, Florida 32502

KC Gartman  
1301 West Government Street  
Pensacola, Florida 32502

Jack Lowrey  
1301 West Government Street  
Pensacola, Florida 32502

Chris Scales  
1301 West Government Street  
Pensacola, Florida 32502

Daniel Joyner  
1301 West Government Street  
Pensacola, Florida 32502

Wes Hudgens  
1301 West Government Street  
Pensacola, Florida 32502

Amy Miller  
1301 West Government Street  
Pensacola, Florida 32502

Tim Stronko  
1301 West Government Street  
Pensacola, Florida 32502

John Floyd  
1301 West Government Street  
Pensacola, Florida 32502

Todd Phillips  
1301 West Government Street  
Pensacola, Florida 32502

Donna Edwards  
1301 West Government Street  
Pensacola, Florida 32502

Clare Haenszel  
1301 West Government Street  
Pensacola, Florida 32502

Meri Asmar  
1301 West Government Street  
Pensacola, Florida 32502

Brian Wyer

1301 West Government Street  
Pensacola, Florida 32502

Susan Peaden  
1301 West Government Street  
Pensacola, Florida 32502

Tammy Davies  
1301 West Government Street  
Pensacola, Florida 32502

Peter Dyson  
1301 West Government Street  
Pensacola, Florida 32502

Barbara MacNeil  
1301 West Government Street  
Pensacola, Florida 32502

Chris McFarland  
1301 West Government Street  
Pensacola, Florida 32502

Denise Seabert  
1301 West Government Street  
Pensacola, Florida 32502

Patrice Whitten  
1301 West Government Street  
Pensacola, Florida 32502

#### **ARTICLE IX – BYLAWS**

The Board of Directors shall adopt the Bylaws of the Corporation in the manner provided by the Florida Not For Profit Corporation Act. Any provision of the Bylaws may thereafter be amended, altered, restated, or repealed by a two-thirds vote of Directors present at any meeting of the Board of Directors, but only if at least twenty-five (25) days written notice setting forth the text of the amendment has been given in writing by mail, hand delivery, or e-mail to all Directors. The Bylaws may require that all proposed changes to the Bylaws originate in or require the approval of a committee comprised of Directors and/or Officers of the Corporation.

#### **ARTICLE X – TERM OF CORPORATION**

This Corporation shall have perpetual existence unless it is dissolved pursuant to the laws of the State of Florida.

#### **ARTICLE XI – AMENDMENTS TO ARTICLES OF INCORPORATION**

This Corporation may amend, alter, or repeal any provision of these Amended and Restated Articles of Incorporation by a two-thirds vote of Directors present at any meeting of the Board of Directors, but only if at least twenty-five (25) days written notice setting forth the text of the amendment has been given in writing by mail, hand delivery, or e-mail to all Directors.

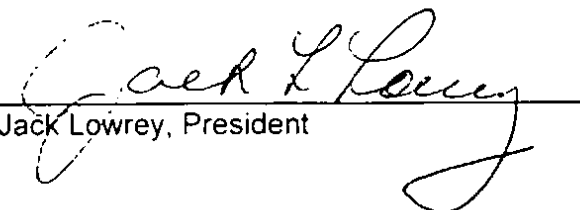
#### **ARTICLE XII – COMPLIANCE WITH AMENDMENT/RESTATEMENT PROCEDURES**

The Corporation certifies as follows: (A) there are no members entitled to vote on these Amended and Restated Articles of Incorporation; (B) these Amended and Restated Articles of Incorporation were adopted by a majority vote of the Corporation's Board of Directors on June 25, 2020, at a duly noticed meeting at which a quorum was present; (C) these Amended and Restates Articles of Incorporation supersede and replace the original Articles of Incorporation and all amendments to them.

#### **ARTICLE XIII – EFFECTIVE DATE**

These amendments set forth herein shall be effective on the date of filing.

IN WITNESS WHEREOF, United Way of West Florida, Inc., acting through its Board Directors, has adopted and caused these Amended and Restated Articles of Incorporation to be signed in the Corporation's name by the Chairman of the Corporation's Board of Directors on this 25<sup>th</sup> day of June, 2020.

  
\_\_\_\_\_  
Jack Lowrey, President

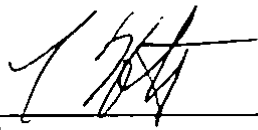
Attest:

  
\_\_\_\_\_  
Marla Purvis, Secretary

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT OF**  
**UNITED WAY OF WEST FLORIDA, INC.**

By signing below, I do hereby (1) accept appointment as registered agent of United Way of West Florida, Inc. and agree to act in such capacity; (2) agree to comply with the provisions of all statutes relating to the property and complete performance of his or her duties; and, (3) acknowledge that I am familiar with and accept the obligations of my position as registered agent.

Dated this 30 day of June, 2020.

  
\_\_\_\_\_  
Tom Hilton



**United Way of West Florida**

100 W. Government Street  
Tallahassee, FL 32302  
Phone: (850) 434-3157  
(850) 444-7117



United Way  
of West Florida

www.uwwf.org

**BOARD OFFICERS**  
Lowrey, Jr

October 23, 2020

Miller  
Elect

Purvis  
Secretary

England  
Treasurer

McLellan  
Chair

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

**BOARD MEMBERS**

Asmar  
Dykes  
Durre  
Dyson  
Edwards  
Floyd  
Gartman  
Haenszel  
Larriss  
Hudgens  
Joyner  
MacNeil  
McFarland  
Maygarden  
Peadar  
Phillips  
Purvis  
Scales  
Seabert  
Stronko  
Whitten  
Wyer

Re: United Way of West Florida Restated Articles of Incorporation

On June 25, 2020, the United Way of West Florida Board of Directors held a board meeting with a number of directors constituting a quorum, at which the board adopted the enclosed amended and restated articles of incorporation unanimously. The restated articles of incorporation do not contain any amendments requiring member approval.

Sincerely,

Laura Gilliam  
President/CEO  
United Way of West Florida

**UNITED WAY  
OFFICE LEADERSHIP**  
Gilliam  
President/CEO

Hilton  
Financial Officer

**DIRECTORS**  
Hudson  
Director of Development

Potrzeba  
Director of Marketing

Lewis  
Director of Operations

Martin  
Director of 2-1-1



CH746 A COPY OF THE OFFICIAL REGISTRATION AND FINANCIAL INFORMATION OF UNITED WAY OF WEST FLORIDA, PRINCIPALLY LOCATED IN FLORIDA, MAY BE OBTAINED FROM THE DIVISION OF CONSUMER SERVICES BY CALLING TOLL-FREE, 1-800-435-7352. REGISTRATION DOES NOT IMPLY ENDORSEMENT, APPROVAL, OR RECOMMENDATION BY THE STATE.

