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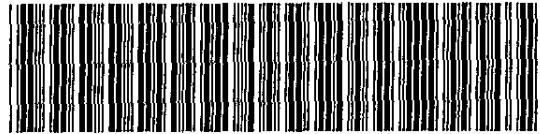
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05 AUG - 8 AM 9:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: GFNC SANTA ROSA WOMAN'S CLUB, INC.

DOCUMENT NUMBER: \_\_\_\_\_

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

Please return all correspondence concerning this matter to the following:

SHIRLEY W. GADDIS

(Name of Contact Person)

\_\_\_\_\_  
(Firm/ Company)

3014 RANCHETTE SQUARE

(Address)

GULF BREEZE, FL 32563

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

MARION L. GINN

(Name of Contact Person)

at ( 850 ) 916-4376

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>is enclosed) |
|--|--|---|---|

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
GFWC SANTA ROSA WOMAN'S CLUB, INC.

FILED  
05 AUG -8 AM 9:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The GFWC Santa Rosa Woman's Club, Inc., a not-for-profit corporation, organized and existing under the laws of the State of Florida, DOES HEREBY CERTIFY that at a meeting of the membership of the GFWC Santa Rosa Woman's Club, Inc. duly called and held on April 5, 2005, the following resolution was unanimously adopted:

RESOLVED, that the Articles of Incorporation of this corporation be amended and restated as follows:

ARTICLE I

The name of the corporation shall be GFWC SANTA ROSA WOMAN'S CLUB, INC., a corporation not-for-profit.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The corporation shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and shall otherwise comply with any requirements for classification as an exempt organization under such section.

ARTICLE IV

The names and residences of the subscribers to these articles of incorporation are as in the original charter filed September 14, 1977 with the Florida Secretary of State.

ARTICLE V

The membership of the corporation shall represent a cross section of adult women who reside in or have community interests in Santa Rosa County, and who have demonstrated exemplary discharge of civic obligations according to the objectives of the Club.

ARTICLE VI

The affairs of the corporation shall be managed by an executive board comprised of the officers of the corporation, who shall be elected by the membership. The immediate past-president shall be an ex officio member. The executive board shall be empowered to transact business of the corporation between Club meetings and shall make recommendations to the Club membership. The names and addresses of the current executive board are attached and made a part hereof.

#### ARTICLE VII

The officers of the corporation shall be composed of a president, a president-elect, one or more vice presidents, a secretary, and a treasurer and such other officers as may be provided for in the bylaws. Present officers are:

President, Barbara Oliver  
President Elect, Shirley Gaddis  
First Vice President, Marion Ginn  
Second Vice President, Rita Forbess  
Recording Secretary, Donna Giddis  
Corresponding Secretary, Rose Jenkins  
Treasurer, Anna Campbell

#### ARTICLE VIII

These articles of incorporation or bylaws of this corporation may be made, amended, or rescinded by affirmative vote of a two-thirds majority of the members present at any regularly scheduled meeting, provided a description of proposed changes were published at a previous regularly scheduled meeting and that all members were notified of the changes and time of voting on same.

#### ARTICLE IX

(1) No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its members, 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 Article III hereof.

(2) 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(3) Notwithstanding any other provisions of the 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or

(b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(4) Notwithstanding any other provisions of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE X

In the event of dissolution, the corporation, after paying or making provisions for the payment of all the liabilities of the corporation, shall dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at any time qualify as an exempt organization, or organizations under Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any United States Internal Revenue Law), as the executive committee shall determine.

Deleted Articles: ARTICLE XI XII XIII

Unanimously adopted by the GFWC Santa Rosa Woman's Club, Inc. this 5<sup>th</sup> day of April, 2005.

GFWC SANTA ROSA WOMAN'S CLUB, INC.

Barbara Oliver  
Barbara Oliver, President

ATTEST:

Donna M. Giddis  
Donna Giddis, Recording Secretary

GWFC SANTA ROSA WOMAN'S CLUB EXECUTIVE BOARD:

President: Barbara Oliver  
4639 Smokey Road  
Gulf Breeze, FL 32563

President-elect: Shirley Gaddis  
3014 Ranchette Square  
Gulf Breeze, FL 32563

1st Vice President: Marion Ginn  
1607 Guam Lane  
Gulf Breeze, FL 32563

2nd Vice President: Rita Forbess  
1446 El Rito Drive  
Gulf Breeze, FL 32563

Recording Secretary: Donna Giddis  
1129 Nestling Court  
Gulf Breeze, FL 32563

Corresponding Sect.: Rose Jenkins  
109 Nandina Road  
Gulf Breeze, FL 32561

Treasurer: Anna Campbell  
200 Laura Lane  
Gulf Breeze, FL 32561

April 5, 2005

The date of adoption of the amendment(s) was: APRIL 5, 2005

Effective date if applicable: AUGUST 1, 2005  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signed this 1 day of AUGUST, 2005.

Signature Shirley W. Gaddis  
(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.)

Shirley W. Gaddis  
(Typed or printed name of person signing)

President  
(Title of person signing)

**FILING FEE: \$35**