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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
GOODLAND CIVIC ASSOCIATION, INC.

Certificate of Status	0
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Amended  
Restated

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COVER LETTER

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Goodland Civic Association, Inc.

DOCUMENT NUMBER: 743184

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

Please return all correspondence concerning this matter to the following:

Gretchen Nine-Bunnell

(Name of Contact Person)

Hahn Loeser & Parks LLP

(Firm/ Company)

200 Public Square, Suite 2800

(Address)

Cleveland, OH 44114

(City/ State and Zip Code)

gnb@hahnlaw.com

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

For further information concerning this matter, please call:

Gretchen Nine-Bunnell

216

274-2217

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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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

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2019 DEC -6  
Fri 9:04

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**GOODLAND CIVIC ASSOCIATION, INC.**  
(A Corporation Not-For-Profit)

Goodland Civic Association, Inc., a Florida corporation not-for profit (the "Corporation"), hereby certifies pursuant to and in accordance with Section 617.1007 of the Florida Not For Profit Corporation Act (the "Act") for the purpose of filing Amended and Restated Articles of Incorporation that:

1. The Corporation filed original Articles of Incorporation on June 9, 1978.
2. The Corporation, in accordance with Sections 617.1002 and 617.1007 of the Act and pursuant to a resolution duly adopted by its Board of Directors adopted and approved the following Amended and Restated Articles of Incorporation which were then approved by the members entitled to vote thereon.  
The date of adoption is November 15, 2019.
3. The Amended and Restated Articles of Incorporation supersedes the original Articles of Incorporation and any amendments thereto.

**ARTICLE I**  
**NAME AND ADDRESS**

The name of the corporation is GOODLAND CIVIC ASSOCIATION, INC. (the "Corporation"). The principal office or mailing address of the Corporation is 417 Mango Avenue, Goodland, Collier County, Florida 34140.

**ARTICLE II**  
**PURPOSE**

(A) The Corporation is organized and shall at all times be operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). In furtherance thereof, the Corporation is organized:

(1) For the promotion of social welfare among the residents of Goodland, Florida by engaging in projects and activities that:

(a) preserve, promote and advance the culture of Goodland through art displays, historical activities and education;

(b) educate the residents on protection of the sensitive environmental areas unique to Goodland and engage in environmental clean up programs of Goodland's waterways and natural areas;

(c) eliminate prejudice and discrimination by promoting fair dealing, harmonious relationships and understanding among all residents;

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(d) combat community deterioration and juvenile delinquency through youth oriented activities; and (((H19000344771 3)))

(e) lessen the burdens of government by (i) providing aid and logistical support during times of natural disasters, (ii) maintaining historical buildings, (iii) improving street signs for safety, (iv) organizing and coordinating with law enforcement to establish a community watch program, (v) creating shaded areas in public parks to improve use of public parks in the summer season, and (vi) providing public park benches and a sheltered bus stop for school children.

(2) To do any and all things necessary or incident to the foregoing.

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida on not-for-profit corporations.

(B) Notwithstanding anything contained in these Articles to the contrary, in carrying out the purposes of the Corporation, all rights and powers shall be limited as follows:

(1) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's 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 this Article II hereof. 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.

(2) The Corporation shall not engage in or carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code. It is intended that the Corporation shall have and continue to have the status of an organization which is exempt from federal income tax under Section 501(c)(3) of the Code contributions to which are deductible as an organization described in Code Sections 170(b)(1)(A), 170(c), 2055(a) and 2522(a) and which is described in Section 509(a)(1), (2) or (3) of the Code and these Articles shall be construed accordingly and all powers and activities shall be limited accordingly.

(C) In the event that at any time the Corporation is not described in Section 509(a)(1), (2) or (3) of the Code, then, in further limitation of the rights and powers of the Corporation in carrying out its purposes:

(1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to a tax on undistributed income imposed by Section 4942 of the Code.

(2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(4) The Corporation shall not retain or make any investments that jeopardize the charitable purpose of the Corporation or which would subject the Corporation to tax under Section 4944 of the Code.

(5) The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Code.

### ARTICLE III MEMBERS

The members of the Corporation and the qualifications and rights of members shall be set forth in the Bylaws of the Corporation.

### ARTICLE IV

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The number of directors constituting the Board of Directors of the Corporation and the manner in which the Directors are to be elected or appointed shall be as stated in the Bylaws.

**ARTICLE V  
REGISTERED AGENT**

The name and address of the registered agent of the Corporation is: HL Statutory Agent, Inc., 5811 Pelican Bay Boulevard, Suite 650, Naples, Florida 34108.

**ARTICLE VI  
AMENDMENTS**

These Articles may be amended as provided in the Bylaws.

**ARTICLE VII  
DISTRIBUTION UPON DISSOLUTION**

In the event of the dissolution of the Corporation, the directors shall, after paying or making provision of the payment of all liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for the purposes of the Corporation as set forth in Article II hereof in such manner and amount to such qualified organizations as the directors shall determine. An organization is a "qualified organization" only if at the time of receiving such assets it is operated exclusively for the purposes described in Section 170(c)(2)(B) of the Code and is described in Section 509(a)(1), (2) or (3) of the Code. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the President and Secretary of the Corporation hereunto affixed their signatures on this 16 day of November, 2019.

Witnesses:

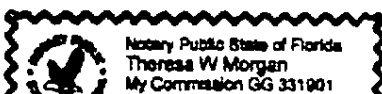
Goodland Civic Association, Inc.

Print Name: Gregory D Bello By: Gregory D Bello, President

Print Name: Pamela DeSmet By: Pamela DeSmet, Secretary

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 16 day of November, 2019 by Gregory D. Bello, President and Pamela DeSmet, Secretary of Goodland Civic Association, Inc. They [✓] are personally known to me or [ ] produced Florida drivers' licenses as identification.



Theresa W. Morgan

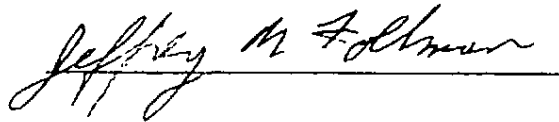
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**GOODLAND CIVIC ASSOCIATION, INC.  
CHANGE AND ACCEPTANCE OF REGISTERED AGENT**

The Corporation hereby changes the name and address of its current registered agent, Jim Inglis, 502 Coconut Avenue, Goodland, Florida 34140, to HL Statutory Agent, Inc., 5811 Pelican Bay Boulevard, Suite 650, Naples, Florida 34108, as the registered agent of the not-for-profit corporation, and HL Statutory Agent, Inc. hereby consents to accept service of process for the not-for-profit corporation at the address set forth above, and accepts the appointment as registered agent and agrees to act in this capacity. By its authorized signature below, the registered agent agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties. By its authorized signature below, the registered agent signifies that it is familiar with and accepts the obligations of the position of registered agent as provided under Florida law.

HL STATUTORY AGENT, INC.,  
Registered Agent

By:

Date: November 20, 2019

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