

1749696

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

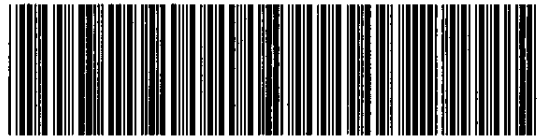
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900162621999

11/23/09 --01013 -009 **43.75

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
09 NOV 23 PM 4:55

Amended Name
Restated/CHS
@ 12/2/09



ROBERT B. BENNETT
WARREN K. SPONSLER
GWEN G. JACOBS
DAVID W. ADAMS

JAN S. STOUT
ADMINISTRATOR

JOHN F. WENDEL
MANAGING ATTORNEY
LAKELAND OFFICE

MICHAEL L. CANTRELL
LISA S. DELVECCHIO
BRIAN R. EVANS
KAREN E. FERGUSON
KATHERINE M. GAVAGAN
ZACHARY J. GLASER
VANESSA H. HALL
KEVIN M. HAMMER
LISA GRIFFIN HODGDON
JANELLE G. KOREN
KARI SWANSON LENNON
MORGAN P. LYNCH
JEFFREY C. MARTY
SHAWN ANTHONY MESA
BRIAN A. OLTCHICK

November 20, 2009

Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, Florida 32314

RE: Fin & Feather Club of International, Inc.
Document Number: 749696
SBJA File No.: 2009-07360

Ladies and Gentlemen:

Enclosed please find the following documents:

1. Original Amended and Restated Articles of Incorporation of Fin & Feather Club of International, Inc., and
2. A check for \$43.75 payable to "Division of Corporations".

Please do the following:

1. File the original Amended and Restated Articles of Incorporation, prepare a certified copy of same, and send the certified copy to the undersigned by regular mail in the enclosed self-addressed, stamped envelope provided for that purpose, and
2. If you have any questions or further requirements with respect to these enclosures, please retain them pending your immediate telephonic contact with the undersigned.

Thank you for your attention to this matter.

Sincerely,

Sponsler Bennett Jacobs & Adams, P.A.

John F. Wendel

JFW/jad 080218162833.DOC

enclosures

cc: Ronald L. Crow (w/enclosures)

REPLY TO: Lakeland

TAMPA POST OFFICE BOX 3300 • TAMPA, FLORIDA 33601 • PHONE: 813 272 1400 • FAX: 813 272.1401

LAKELAND 336 WEST HIGHLAND DRIVE • SUITE 336 • LAKELAND, FLORIDA 33813 • PHONE: 863 644.9911 • FAX: 863 644 9904

FORT MYERS 13180 NORTH CLEVELAND AVENUE, SUITE 321 • NORTH FORT MYERS, FLORIDA 33903 • PHONE: 239 656 8617 • FAX: 239 656.8618

www.sponslerbennett.com

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FIN & FEATHER CLUB OF INTERNATIONAL, INC.**

FIN & FEATHER CLUB OF INTERNATIONAL, INC., a Florida corporation not for profit, pursuant to Section 617.1007(3), *Florida Statutes*, certifies that its Articles of Incorporation have been amended and restated in their entirety to read as follows:

**ARTICLE I.
NAME**

The name of the corporation is FIN & FEATHER CLUB, INC.

**ARTICLE II.
PRINCIPAL OFFICE**

The street address of the principal office of the corporation is Suite D, 4204 South Florida Avenue, Lakeland, Florida 33813, and the mailing address of the corporation is Post Office Box 2557, Bartow, Florida 33831.

**ARTICLE III.
PURPOSES**

The corporation is organized and shall operate for the pleasure, recreation, and other similar nonprofitable purposes of its members, and substantially all of its activities shall be for these purposes which are purposes permitted by Section 501(c)(7) of the Internal Revenue Code of 1986 or corresponding sections or provisions of any prior or future Internal Revenue Code. In a manner consistent with the foregoing, the purposes of the corporation shall include:

- a. The promotion of the common benefit, pleasure, recreation, and other non-profitable activities and interests of the members of the corporation.
- b. The promotion of personal contact, co-mingling, and face-to-face fellowship between and among the members of the corporation.
- c. The encouragement of members to share interests and to have a common goal directed toward pleasure, recreation, and other non-profitable purposes such that fellowship is a material part in the life of the corporation.
- d. The encouragement of an interest in preserving, protecting, and conserving, for the benefit of present and future generations, forests, wild animals, birds, and fish.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
09 NOV 23 PM 4:55

- e. The support and fostering of the free exchange of experience, information, and knowledge, pertaining to the great outdoors between and among the members of the corporation.
- f. The bringing together of its members who are fisherman or lovers of the great outdoors.
- g. The promotion of good sportsmanship and fellowship among members of the corporation.
- h. The leasing and operation of forests, lakes and water reservoirs, and wildlife reservations to ensure to future generations the advantages, benefits, and pleasures of fishing and life in the great outdoors.

ARTICLE IV. MEMBERS

Any person who has attained the age of eighteen (18) years who is an employee of Mosaic Fertilizer, LLC, and those former employees who have retired from Mosaic Fertilizer, LLC or its predecessor entities or those entities which have merged with or which have been acquired by Mosaic Fertilizer, LLC or those corporations which are related to Mosaic Fertilizer, LLC as such are determined by Mosaic Fertilizer, LLC shall be eligible for membership in the corporation. Notwithstanding the foregoing, there shall be no policy whatsoever providing for any form of discrimination against any person based on race, color, or religion.

ARTICLE V. BOARD OF DIRECTORS

The business and property of the corporation shall be managed by a board of directors which shall have full control over the affairs of the corporation and shall be authorized to exercise all of its corporate powers. The board of directors shall carry out the purposes of the corporation in compliance with the Articles of Incorporation and the bylaws of the corporation. There shall be five (5) members of the board of directors of the corporation and such number of directors shall neither be increased nor decreased unless these Amended and Restated Articles of Incorporation are amended to permit any such increase or decrease. It is specifically provided, however, that the number of directors shall never be less than three (3). Further, the board of directors shall be comprised of three (3) classes which three (3) classes shall be designated Class I, Class II, and Class III, respectively, whose respective terms shall expire at the first, second, and third next following annual meetings of the board of directors of the corporation. Class I shall consist of two (2) members. Class II shall consist of two (2) members. Class III shall consist of one (1) member. All directors shall be elected by the board of directors of the corporation from the membership of the corporation. Upon the expiration of the term of each member of the board of directors, the board of directors of the corporation shall elect a successor director. Each successor director and all subsequent directors shall serve for a term of three (3) years and shall hold office until his or her successor shall have been elected and qualified. The board of

directors of the corporation shall elect directors whose terms have expired and shall fill any vacancies caused by a director's death, resignation, or removal from office. Each director elected to fill any vacancies caused by a director's death, resignation, or removal shall serve for the balance of the term of the director replaced. Directors shall not be compensated for the performance of their duties as directors, but may be reimbursed for expenses incurred in the performance of their duties as directors in accordance with the bylaws of the corporation. The board of directors of the corporation shall have the right to remove, with or without cause, any director and to replace any director so removed by a majority vote of those directors present at a meeting of the board of directors at which a quorum is present.

ARTICLE VI. OFFICERS

The officers of the corporation shall consist of a president, a first vice president, a second vice president, a third vice president, a fourth vice president, and a secretary-treasurer. Any two (2) or more offices may be held by the same person. All officers shall be members of the board of directors of the corporation. All of such officers shall be elected by the board of directors of the corporation annually at the annual meeting of the board of directors of the corporation. Officers (including any officer who is also a director) may be compensated for the performance of their duties as officers as determined by the board of directors of the corporation. Officers may be reimbursed for expenses incurred in the performance of their duties as officers as determined by the board of directors of the corporation. The board of directors of the corporation shall have the right to remove, with or without cause, any officer and to replace any officer so removed by a majority vote of those directors present at the meeting of the board of directors at which a quorum is present.

ARTICLE VII. LIMITATIONS AND PROHIBITED ACTIVITIES

A. No part of the net earnings of the corporation shall inure to the benefit of any member, director, or officer of the corporation, nor to the benefit of any private individual or entity.

B. The corporation shall have no power to engage in any act or activity prohibited to corporations which are exempt from federal income taxation under Section 501(c)(7) of the Internal Revenue Code of 1986 or corresponding Section of any prior or future Internal Revenue Code.

C. In the event of the dissolution of the corporation, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c) of the Internal Revenue Code of 1986 or corresponding Sections of any prior or future Internal Revenue Code, or to the federal or to a state or local government for public purposes exclusively.

**ARTICLE VIII.
INDEMNITY OF DIRECTORS AND OFFICERS**

The corporation shall indemnify any director or any officer for any acts or alleged acts committed or allegedly committed by such director or officer while serving in his or her capacity as a director or as an officer of the corporation. This indemnification provision shall apply only to directors or officers of the corporation who serve the corporation as a director or as an officer on, from, or after the effective date of these Amended and Restated Articles of Incorporation.

**ARTICLE IX.
AMENDMENTS TO ARTICLES OF INCORPORATION**

These Amended and Restated Articles of Incorporation may be amended or restated only by a majority vote of those directors present at a meeting of the board of directors of the corporation at which a quorum is present.

**ARTICLE X.
BYLAWS**

The bylaws of the corporation shall be adopted, altered, amended, repealed, or revised only by a majority vote of those directors present at a meeting of the board of directors of the corporation at which a quorum is present.

The corporation does further certify that:

1. The Amended and Restated Articles of Incorporation do not contain any amendment to the Articles of Incorporation requiring member approval; and
2. The board of directors of the corporation approved, authorized, and adopted the Amended and Restated Articles of Incorporation on November 6, 2009.

DATED this 16th day of November, 2009.

FIN & FEATHER CLUB OF
INTERNATIONAL, INC.

BY: Ronald L. Crow
Ronald L. Crow, President

CERTIFICATE OF ADOPTION

I, Ronnie R. Jones, Sr., the duly elected and qualified First Vice President of FIN & FEATHER CLUB OF INTERNATIONAL, INC., a Florida corporation not for profit, do hereby certify that the above and foregoing Amended and Restated Articles of Incorporation of FIN & FEATHER CLUB OF INTERNATIONAL, INC., were approved, authorized, and adopted by the board of directors of FIN & FEATHER CLUB OF INTERNATIONAL, INC., a Florida corporation not for profit, pursuant to Article XI of the Certificate of Reincorporation (the Articles of Incorporation pursuant to Section 617.0901(2), *Florida Statutes*), on November 6, 2009, at a meeting of the board of directors, by a majority vote of the directors then in office, and that there are no members of the corporation entitled to vote on proposed amendments to the articles of incorporation of the corporation and, therefore, the Amended and Restated Articles of Incorporation of FIN & FEATHER CLUB OF INTERNATIONAL, INC., contain no amendments to the Articles of Incorporation requiring member approval.

DATED this 16th day of November, 2009.



Ronnie R. Jones, Sr. as First Vice President
of FIN & FEATHER CLUB OF
INTERNATIONAL, INC., a Florida
corporation not for profit