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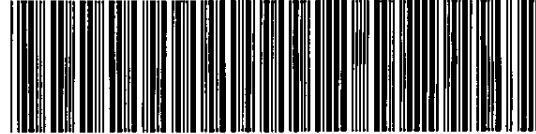
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

The Univesrsity Park Neighborhood

Associaiton, Incorporated

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Requested by: SETH

11/29/16

Name

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF**

THE UNIVERSITY PARK NEIGHBORHOOD ASSOCIATION, INCORPORATED

Pursuant to the provisions of Section 617.1007 of the Florida Not For Profit Corporation Act, the undersigned Corporation, pursuant to a resolution duly adopted by its Board of Directors, hereby adopts the following Amended and Restated Articles of Incorporation.

ARTICLE I — NAME

The name of the Corporation is THE UNIVERSITY PARK NEIGHBORHOOD ASSOCIATION, INCORPORATED. The mailing address is 2106 N.W. 4th Place, Gainesville, Florida 32603.

ARTICLE II — POWERS

The powers of this Corporation are:

- A. To solicit and receive funds, gifts, endowments, donations, devises and bequests.
- B. To exercise all the powers enumerated in Section 617.021, Florida Statutes, as it now exists or is subsequently amended or superseded, and to so perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers herein enumerated which are not in derogation of the laws of Florida.

ARTICLE III — PURPOSES

The purposes for which this Corporation is organized are as follows:

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TALLAHASSEE, FLORIDA

A. The purpose for which the corporation is organized is exclusively educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

B. This Corporation is organized exclusively for public purpose as a not-for-profit corporation, and its activities shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any member, director, officer or individual. In addition, the Corporation shall be authorized to exercise the powers permitted non-profit corporations under Chapter 617, Florida Statutes; provided, however, that the Corporation in exercising any one or more powers shall do so in furtherance of the exempt purpose for which it has been organized as described in Section 501(c)(3) of the Internal Revenue Code or any amendments or additions thereto.

C. To encourage an appreciation by residents of the neighborhood bounded by N.W. 13th Street on the east, N.W. 27th and S.W. 27th Street on the west, N.W. 16th Avenue and Hogtown Creek on the north, and S.W. Second Avenue and West University Avenue on the south (hereinafter "neighborhood"), which is one of the older and more stable in Gainesville, Florida.

D. To promote the maintenance and improvement of neighborhood amenities and services in the neighborhood.

E. To stimulate public interest and motivate community action by carrying out programs and activities to accomplish the foregoing purposes.

ARTICLE IV — MEMBERSHIP

To qualify for membership in The University Park Neighborhood Association, Incorporated an applicant must be interested in promoting the goals and objectives of the corporation. The manner of admission is to submit an application for admission.

ARTICLE V — TERM

The term for which this Corporation is to exist is perpetual.

ARTICLE VI — SUBSCRIBERS

The names and residences of the subscribers to these Articles of Incorporation are:

Lydia Deakin	1014 N.W. 17 th Street, Gainesville, FL 32605
Pat Pfaff	1624 N.W. 7 th Place, Gainesville, FL 32603
Thomas D. Rider	415 N.W. 19 th Street, Gainesville, FL 32603
Francis R. Sussky	1734 N.W. 7 th Place, Gainesville, FL 32603

ARTICLE VII — DIRECTORS

The business affairs and property of the Corporation shall be managed by a Board of Directors consisting of not less than three directors who shall be members of the Corporation and shall be elected at the annual meeting of the members, as provided in the Bylaws. Vacancies shall be filled in accordance with the Bylaws.

Subscribers in Article VI shall constitute the initial Board of Directors until their successors are elected at the first annual meeting of the members of the Corporation.

ARTICLE VIII — OFFICERS

The officers of the Corporation shall consist of a President, a Vice-President, a Secretary, a Treasurer and such other officers as may be provided by the Bylaws. These officers shall be elected at the annual meeting of the members of the Corporation in accordance with the Bylaws. The officers shall serve as ex-officio members of the Board of Directors.

The names of the initial officers, who are to serve until their successors are elected at the first annual meeting of members of the Corporation are:

President	Pat Pfaff
Vice-President	Thomas D. Rider
Secretary	Lydia Deakin
Treasurer	Francis R. Sussky

ARTICLE IX — BYLAWS

The Board of Directors shall adopt Bylaws for this Corporation, subject to ratification by the members of the Corporation at the next meeting of the members of the Corporation. All amendments to the Bylaws shall be subject to ratification by the members of the Corporation upon ten (10) days written notice.

ARTICLE X — AMENDMENT OF ARTICLES OF INCORPORATION

Amendments to the Articles of Incorporation may be proposed by any member of this Corporation. Such proposed amendment shall be submitted to the Board of Directors in writing. The Board of Directors shall consider the proposed amendment and submit a recommendation regarding adoption or otherwise of the amendment to the members of the Corporation who shall take action at a regular or special meeting of the Corporation upon ten (10) days written notice.

ARTICLE XI — MEETINGS

There shall be an annual meeting of the members of the Corporation. Regular and special meetings may be called as provided in the Bylaws of the Corporation.

ARTICLE XII — LOCATION AND AGENT

The street address in the State of Florida of the initial registered agent of the Corporation is 1734 N.W. Seventh Place, Gainesville, Florida 32601, and the name of the initial "Registered Agent" shall be Francis R. Sussky, whose address is 1807 N.W. 13th Street, Gainesville, Florida 32601.

ARTICLE XIII — LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable 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 above. 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 of 1986 for the corresponding provisions 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 provisions of any future United States Internal Revenue Law).

ARTICLE XIV — DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of its assets exclusively for the purposes of the Corporation, to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine.

ARTICLE XV — PROSCRIBED ACTIVITIES

1. The Corporation is nonprofit and the Corporation shall not have or issue shares of stock or pay dividends.
2. The Corporation is organized and, notwithstanding any other provisions of these Articles of Incorporation, shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, and the regulations thereunder, as the same now exist and may hereafter be amended from time to time.
3. In no event shall any part of the net earnings of the Corporation inure to the benefit of, or be distributable to, its members, Directors or officers or to 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.
4. Except to the extent permitted in that subsection of Section 501 entitled "Expenditures by public charities to influence legislation", without loss of exemption under Section 501(a) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law), and the regulations thereunder, no substantial part of the activities of the Corporation shall be carrying on of propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

5. Notwithstanding any other provision of these Articles of Incorporation, 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, and the regulations thereunder, as the same now exist or may hereafter be amended from time to time (or the corresponding section of any future Internal Revenue law, and the regulations thereunder), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, and the regulations thereunder, as the same now exist or may hereafter be amended from time to time (or the corresponding section of any future Internal Revenue law, and the regulations thereunder).

6. If the Corporation shall be or become a private foundation as such term is defined by Section 509, then the Corporation shall be required to distribute its income for each tax year at such time and in such manner as not to subject the Corporation to the tax imposed by Section 4942, and the Corporation shall be prohibited from engaging in any act of self-dealing (as defined in Section 4941(d)), from retaining any excess business holdings (as defined in Section 4943(c)), from making any investments in such manner as to subject the Corporation to tax under Section 4944, and from making any taxable expenditures (as defined in Section 4945(d)). The statutory references in this Paragraph 6 are to the Internal Revenue Code of 1986, and the regulations thereunder, as the same now exist and may hereafter be amended from time to time (or the corresponding sections of any future Internal Revenue law, and the regulations thereunder).

THE UNIVERSITY PARK NEIGHBORHOOD ASSOCIATION INCORPORATED

Conflict of Interest Policy

Article XVI

1. Purpose

The purpose of the conflict of interest policy is to protect The University Park Neighborhood Association Incorporated's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

2. Definitions

a. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- i. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- ii. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under paragraph 3, Section b, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

3. Procedures

a. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

b. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest

i. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

iii. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

iii. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflict of Interest Policy

i. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

4. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- i. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
 - ii. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.
-

5. Compensation

- i. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
 - ii. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
 - iii. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
 - iv. Physicians who receive compensation from the Organization, whether directly or indirectly or as employees or independent contractors, are precluded from membership on any committee whose jurisdiction includes compensation matters. No physician, either individually or collectively, is prohibited from providing information to any committee regarding physician compensation.
-

6. Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- i. Has received a copy of the conflicts of interest policy,
 - ii. Has read and understands the policy,
 - iii. Has agreed to comply with the policy, and
 - iv. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
-

7. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- i. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
 - ii. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.
-

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage

in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- i. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- ii. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

8. Use of Outside Experts

When conducting the periodic reviews as provided for in paragraph 7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

The following states have adopted legislation satisfying the requirements of section 508(e) relating to private foundation governing instruments. Information derived from Revenue Ruling 75-38, 1975-1 C.B. 161.

FLORIDA — except for such trusts which file a proper election not to be subject to the applicable provisions of Florida law and for such corporations as to which a court of competent jurisdiction has otherwise determined.

Adapted from:

<http://www.irs.gov/instructions/i1023/ar03.html>

Date: November 6, 2016

The officers of the Corporation are duly authorized to transmit these Amended and Restated Articles of Incorporation to the Secretary of State of Florida for filing.


Dated this 6th day of November, 2016.



Katherine E. Macdonald
Recording Secretary

ARTICLE XV — CERTIFICATION

These Amended and Restated Articles of Incorporation were adopted and restated in full on November 6, 2016 at the annual meeting of the membership of the Corporation.

 (SEAL)

Katherine E. Macdonald
Recording Secretary