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THE CITIZENS' IMPROVEMENT LEAGUE OF WIMAUMA, FLORIDA

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE CITIZENS' IMPROVEMENT LEAGUE OF WIMAUMA, FLORIDA,
INC.,**

a Florida Not For Profit Corporation

Pursuant to the provisions of Sections 617.1001, 617.1002, and 617.1007 of the Florida Not For Profit Corporation Act, the undersigned corporation, whose Articles of Incorporation were originally filed with the Florida Department of State on December 9, 1980, hereby approves and adopts the following Amended and Restated Articles of Incorporation.

ARTICLE I

Corporate name and Address

(a) The name of the corporation shall be THE CITIZENS' IMPROVEMENT LEAGUE OF WIMAUMA, FLORIDA, INC. (the "Corporation").

(b) The principal place of business and mailing address of the Corporation shall be Post Office Box 825, Wimauma, Florida 33598.

ARTICLE II

Initial Registered Agent And Street Address

The name and street address of the registered agent of the Corporation is Hazel Jackson, 10311 Summer View Circle, Riverview, Florida 33569.

ARTICLE III

Term of Existence

The corporation shall have perpetual existence.

ARTICLE IV

Purpose; restrictions

(a) Subject to the restrictions set forth in paragraph (b), the purposes for which the corporation is organized are to receive and administer real and personal property and to apply such property, as well as the income it produces, exclusively for charitable, religious, scientific,

Fax Audit No. H07000061034 3
Page 2 of 6

literary and educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and the corresponding provisions of any subsequent Federal tax laws.

(b) Despite any contrary provision of these Articles:

(1) No part of the net earnings of the corporation shall inure to the benefit of any member, director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation, affecting one or more of its purposes).

(2) No member, director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

(3) No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(4) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(5) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(6) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(7) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(8) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(9) The corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

Fax Audit No. H07000061034 3
Page 3 of 6

(10) Despite any other provision of these Articles or Florida law, the corporation shall not carry on any activities not permitted for an organization exempt under Sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent Federal tax laws, or by organizations, contributions to which are deductible under Section 170(c)(2) of such Code.

ARTICLE V

Powers

Subject to the restrictions in these Articles, the corporation shall have all corporate powers authorized by the laws of the State of Florida for corporations not for profit.

ARTICLE VI

Members

- (a) The corporation shall have one class of members.
- (b) The rights of members, and the qualification and designation of members, shall be as set forth in the bylaws of the corporation.

ARTICLE VII

Directors

- (a) All corporate powers shall be exercised by or under the authority of, and the affairs of this corporation shall be managed by, a Board of Directors.
- (b) The manner in which directors are to be elected or appointed shall be as set forth in the bylaws of the corporation. The number of directors may be increased or decreased in the manner provided in the bylaws of the corporation, but the corporation shall always have at least three (3) directors.

Fax Audit No. H07000061034 3
Page 4 of 6

ARTICLE VIII

Bylaws

The initial bylaws of the corporation shall be adopted by the directors of the corporation. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors, except as otherwise provided in the bylaws.

ARTICLE IX

Amendment

The procedure for amending these Articles of Incorporation shall be as prescribed by Florida law.

ARTICLE X

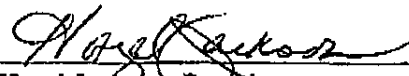
Dissolution

Upon the dissolution of the corporation or the winding up of its affairs, the remaining assets of the corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any subsequent Federal tax laws.

By written consent executed on the 1 day of March, 2007, the Directors unanimously approved and adopted these Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be signed in its name and on its behalf on this 1 day of March, 2007.

**THE CITIZENS' IMPROVEMENT LEAGUE
OF WIMAUMA, FLORIDA, INC.**


Hazel Jackson, President

Fax Audit No. H07000061034 3
Page 5 of 6

THE CITIZENS' IMPROVEMENT LEAGUE OF WIMAUMA, FLORIDA, INC.

CERTIFICATE OF ACCEPTANCE

Having been named registered agent, to accept service of process for the above stated corporation at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity. I am familiar with, and accept, the obligations provided for in Section 617.0502, Florida Statutes.


Hazel Jackson, Registered Agent

Date: March 1, 2007

Fax Audit No. H07000061034 3
Page 6 of 6

THE CITIZENS' IMPROVEMENT LEAGUE OF WIMAUMA, FLORIDA, INC.

Certificate of Adoption of
Amended and Restated of the Articles of Incorporation

- ☐ 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 and restatement was adopted by the Board of Directors.

Signed this 1 day of March, 2007.

Signature:


Hazel Jackson, President

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