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Buchanan Ingersoll & Rooney PC 4125621

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN**  
**THE MANATEE COUNTY HUNDRED CLUB, INC.**

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FLORIDA DEPARTMENT OF STATE  
 DIVISION OF CORPORATIONS  
 TALLAHASSEE, FLORIDA

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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
THE MANATEE COUNTY HUNDRED CLUB, INC.

THE MANATEE COUNTY HUNDRED CLUB, INC., a Florida not for profit corporation (the "Corporation"), desiring to amend and restate its Articles of Incorporation, hereby certifies that the Members of the Corporation voted to approve all amendments contained herein at a meeting held on May 19, 2016, and as follows:

ARTICLE I

Name and Address

- (a) The name of the Corporation is The Manatee County Hundred Club, Inc.
- (b) The principal office and mailing address of the Corporation is 4501 Manatee Avenue West, No. 132, Bradenton, Florida 34209.

ARTICLE II

Commencement and Term of Existence

The corporation was first incorporated on December 24, 1980 and shall have perpetual existence.

ARTICLE III

Purposes; Restrictions

The purposes for which the corporation is organized are (1) to operate a private social club in Florida, as such term is defined in section 501(c)(7) of the Internal Revenue Code of 1986, as amended (the "Code"), all exclusively for the recreation, pleasure and benefit of its members, (2) to provide support, guidance and financial assistance to the families of law enforcement personnel, whether employed by a municipality, county or state office, located in the County of Manatee, State of Florida, or the Federal Government, working in the County of Manatee, who is killed in the line of duty, (3) to receive and administer real and personal property and to apply such property, as well as the income it produces, exclusively for non-profit purposes, and (4) to do and perform all such other acts and things as are allowed by the laws of the State of Florida with respect to corporations not for profit, unless otherwise restricted by these Articles and the Bylaws.

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#### ARTICLE IV

##### 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 V

##### Members

The corporation shall have members, the number, classes, and rights of which shall be as defined in the Bylaws of the corporation.

#### ARTICLE VI

##### Bylaws

The Bylaws of this Corporation shall be made, altered, amended or rescinded by a vote as provided by in the Bylaws.

#### ARTICLE VII

##### Directors

(a) The business of the corporation shall be managed and its corporate power exercised by its Board of Directors, which shall consist of not less than three members unless a larger number is prescribed by the Bylaws.

(b) The membership shall hold an annual meeting on the third Thursday of May each year if said day is not a legal holiday; if a legal holiday, on the next business day.

#### ARTICLE VIII

##### Amendment of Articles of Incorporation

These Articles of Incorporation may be amended in the following manner:

(a) Amendments may be proposed by any member and may be considered at the annual or any regular meeting of the membership, provided that written notice of any such amendment or amendments shall be given in writing to all members at least two weeks prior to the meeting at which such amendment or amendments is or are to be considered.

(b) An amendment shall be adopted by a two-thirds vote of the members voting, a quorum being present.

## ARTICLE IX

### Dissolution

Upon the dissolution of the corporation or the winding up of its affairs, the remaining assets of the corporation may be turned over to one or more organizations which are exempt as organizations described in Section 501(c)(3) of the Code, or may be distributed among its members in accordance with agreement of the members.

## ARTICLE X

### Registered Office and Registered Agent

(a) The street address of the Corporation's registered office is 4501 Manatee Avenue West, No. 132, Bradenton, Florida 34209.

(b) The name of the corporation's initial registered agent at that address is Robert M. Ricciardo.

## ARTICLE XI

### Prohibition

The Board of Directors shall not engage, participate, or intervene in any activity or transaction which would result in the loss by the Corporation of its status as an exempt organization under Section 501(c)(7) of the Code or any corresponding provision hereafter in effect; and the use, directly or indirectly, of any part of the Corporation's assets in any such activity or transaction is hereby expressly prohibited.

## ARTICLE XII

### Indemnification

No director of the Corporation shall be personally liable to the Corporation or its members for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Not For Profit Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Not For Profit Corporation Act is amended after the filing of these Articles of Incorporation of which this Article XII is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the

Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Not For Profit Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the members of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

IN WITNESS WHEREOF, I have executed these Amended and Restated Articles of Incorporation on May 19, 2016.

Robert M. Ricciardi

Name: Robert M Ricciardi  
Title: President

Buchanan Ingersoll + Rooney 4125621041

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 617.0503, Florida Statutes.

A handwritten signature in dark ink, appearing to read "Robt M. Ricciardo", written over a horizontal line.

Robert M. Ricciardo

Registered Agent