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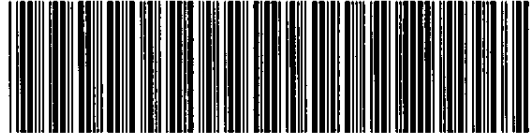
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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE UNIVERSITY CLUB OF WINTER PARK, INC.
(A Corporation Not for Profit)
Document No. 757780**

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Pursuant to the provisions of Section 617.1007 of the Florida Not For Profit Corporation Act, **THE UNIVERSITY CLUB OF WINTER PARK, INC.**, a Florida not for profit corporation (the "Corporation"), hereby adopts the following Amended and Restated Articles of Incorporation.


A. The name of the Corporation is **THE UNIVERSITY CLUB OF WINTER PARK, INC.** The Circuit Court in and for Orange County, Florida, granted a Charter of Incorporation to The University Club of Winter Park, Inc. on April 13, 1937. Thereafter the Articles of Incorporation were amended on seven occasions – 1941, 1945, 1947, twice in 1948, and in 1981 and 1998. The Corporation's document number is 757780.

B. These Amended and Restated Articles of Incorporation reflect amendments to the Articles of Incorporation that were duly adopted by a vote of the Board of Directors at a meeting on December 8, 2014. The number of votes cast in favor of such amendments was sufficient for approval.

C. These Amended and Restated Articles of Incorporation reflect amendments to the Articles of Incorporation that were adopted by a vote of the members of the Corporation at a meeting on March 6, 2015. The number of votes cast in favor of such amendments was sufficient for approval.

D. The Articles of Incorporation of the Corporation are hereby amended in their entirety to read as set forth on Exhibit A attached hereto.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 11 day of May, 2015.



Diana Secor, President

EXHIBIT A

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE UNIVERSITY CLUB OF WINTER PARK, INC.**

1. Name

The name of the corporation is: The University Club of Winter Park, Inc.

2. Duration

The term of existence of the corporation is perpetual.

3. Purpose

The purposes for which the corporation is organized are:

(a) To promote education and engage in literary pursuits, including the conduct of public discussion groups, forums, panels, lectures and similar programs.

(b) To aid worthy students in institutions of higher learning.

(c) To render charitable benefits and assist charitable organizations benefiting the community of Winter Park and the surrounding area.

(d) To own or lease and operate such facilities as may be of aid to the above purposes.

4. Directors

The business affairs of this corporation shall be managed by the Board of Directors. The number of directors shall be fixed in the manner provided by the By-Laws, but shall never be fewer than three.

5. Members

The corporation shall have one or more classes of members. The designation of such class or classes, the qualifications and rights of the members of each class, any quorum and voting requirements for meetings and activities of the members, and notice requirements sufficient to provide notice of meetings and activities of the members shall be set forth in the By-laws.

6. Amendments to Articles

These Articles of Incorporation may be amended by a vote of at least two-thirds (2/3) of the members physically present at a meeting at which at least ten percent (10%) of the members is physically present. Notice setting forth the proposed amendment or a summary of the changes to be effected by the amendment must be given to each member in the manner prescribed in the bylaws at least two weeks prior to the date set for such meeting.

7. Miscellaneous

(a) This corporation is organized exclusively for literary, educational, and charitable purposes, including, for such purposes the making of distributions to organizations that qualify as exempt organizations

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under Sec. 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(b) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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. 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 any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal Income Tax under Sec. 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (2) by a corporation, contributions to which are deductible under Sec. 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(c) Upon the dissolution of the corporation, the Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or literary purposes as shall at the time qualify as an exempt organization under Sec. 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.