

768324

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(City/State/Zip/Phone #)

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(Business Entity Name)

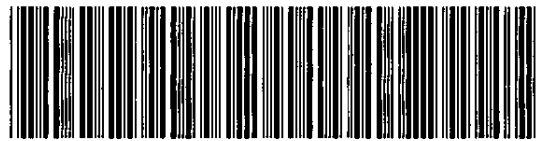
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EXAMINER



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 26, 2010

REEVES & DAVIS
JAMES J. REEVES
730 BAYFRONT PKWY., STE 4 B
PENSACOLA, FL 32502

SUBJECT: GULF BREEZE ROTARY, INC.
Ref. Number: 768324

We have received your document for GULF BREEZE ROTARY, INC. and your check(s) totaling \$52.50. However, the document has not been filed and is being retained in this office for the following:

Per phone call to your office, we need the manner of adoption to say that no member vote was needed if done by the board of directors and also the date of adoption.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Regulatory Specialist II

Letter Number: 610A00004850

Reeves & Davis
Attorneys At Law



February 22, 2010

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Amended and Restated Articles of Incorporation
Gulf Breeze Rotary, Inc.
A Corporation Not For Profit
Document No.: 768324

To Whom It May Concern:

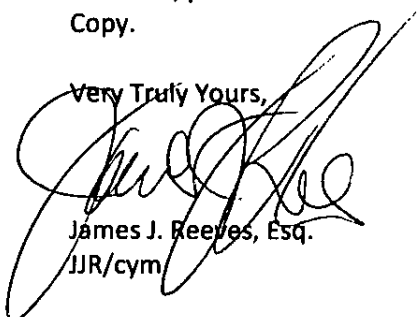
Enclosed, please find one (1) original and one (1) copy of the Amended and Restated Articles of Incorporation for Gulf Breeze Rotary, Inc. submitted for filing. Please return all correspondence regarding this matter to:

James J. Reeves, Esq.
730 Bayfront Pkwy, Suite 4 B
Pensacola, FL 32502

For further information concerning this matter, please call:
James J. Reeves, Esq. (850) 438-4400

Enclosed, please find a check for \$52.50 representing the Filing Fee, Certificate of Status and a Certified Copy.

Very Truly Yours,


James J. Reeves, Esq.
JJR/cym

Reeves & Davis
Attorneys At Law



March 3, 2010

ATTN: CHERYL COULLETTE
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Gulf Breeze Rotary, Inc.
Certification of Adoption of Amended and Restated Articles of Incorporation

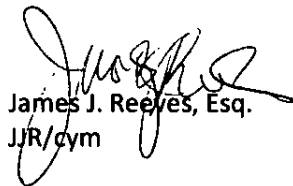
Dear Cheryl,

Per your conversation with my assistant, Cara Morris, on February 25th, 2010 at 1pm I am herewith enclosing the Certification of Adoption of Amended and Restated Articles of Incorporation for Gulf Breeze Rotary, Inc. signed by Nathan Ford who is the Secretary of the corporation.

Please contact me with any questions you might have. My telephone number is (850) 438-4400, my fax number is (850) 434-3690 and my email address is jireeves@bellsouth.net.

I appreciate your assistance with this matter.

Very Truly Yours,


James J. Reeves, Esq.
JJR/cym

RECEIVED
2010 MAR -9 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended and Restated
ARTICLES OF INCORPORATION OF
GULF BREEZE ROTARY, INC.
A CORPORATION NOT FOR PROFIT

The undersigned individual, desiring to form a corporation not for profit under the provisions of Chapter 617, Florida Statutes hereby subscribes to the following Articles Incorporation:

ARTICLE I -- NAME

The name of the corporation is GULF BREEZE ROTARY, INC.

ARTICLE II -- PURPOSE

The purpose for which the corporation is organized shall be as follows:

(a) The encourage and foster the ideal of service as a basis of worthy enterprise through application of the precepts of Rotary;

(b) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable or 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 1954 and its regulations as they now exist or may hereafter be amended.

(c) 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 in effecting one or more of its purposes), and 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. No substantial part of the activities of the corporation shall be carrying on of the propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of the candidate for public office.

(d) 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

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4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(e) The corporation shall not engage in any act of self-dealing, as defined in Section 4941 (d) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.

(f) The corporation shall not retain any excess business holdings, as defined in Section 4943 (c) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.

(g) 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 1954 or corresponding provisions of any subsequent federal tax laws.

(h) The corporation shall not make any taxable expenditures, as defined in Section 4945 (d) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.

(i) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c) (3) of the Internal Revenue Code of 1954 and its regulations as they now exist or may be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.

ARTICLE III – MEMBERSHIP

Any person who is a member of the GULF BREEZE ROTARY shall be a member of this corporation.

The membership of the corporation shall consist at all times of the members of the Board of Directors of GULF BREEZE ROTARY, INC. as provided for herein, then in office, and their successors. Additional persons shall be qualified to become members as shall be approved by a majority vote of the Board of Directors, and admission to membership shall be by such majority vote.

ARTICLE IV – TERM OF EXISTENCE

The corporation shall have perpetual existence.

(ARTICLE V – SUBSCRIBERS)

ARTICLE V – SUBSCRIBERS AND DIRECTORS

The name and residence of the subscriber to these Articles of Incorporation is as follows:

Gerald L. Brown
30 S. Spring Street
Pensacola, Florida 32502

ARTICLE VI – OFFICERS

The corporation shall have officers consisting of a President, Vice President, President-Elect, Immediate Past President, Secretary, Treasurers, paying and receiving, and Sergeant at Arms, and such other officers as the Board of Directors of the corporation shall in its discretion determine necessary or appropriate for accomplishing the objectives of the corporation. SUCH OTHER OFFICERS SHALL BE DEFINED BY THE CLUB BY-LAWS OF THE CORPORATION. The officers shall be elected by the membership at a regular meeting at least annually as determined by the Board of Directors OR AS DEFINED IN THE CLUB BY-LAWS OF THE CORPORATION.

The names of the current officers are:

President:	Pamela E. Langham
Vice President:	Mark DeNunzio
President Elect:	Robert J. Harriman
Immediate Past President:	Charles Dana Morris
Secretary:	Nathan Ford
Treasurer (Paying):	Gary Tringas
Treasurer (Receiving):	Richard C. Fulford
Sergeant At Arms:	Gregory A. Smith

ARTICLE VII – BOARD OF DIRECTORS

The affairs of this corporation not for profit shall be managed by a Board of Directors. The directors shall be elected at the annual meeting of the corporation. All elected officers of the corporation shall be directors. The directors shall have full power to elect directors to fill vacancies in office, or to fill the office of any director who may resign, die, become disabled, or

refuse to act. The majority vote of the directors in office shall be sufficient for the taking of any action within the power of the corporation.

This corporation shall have seven (7) directors at large and eight (8) officers as directors presently. The number of directors may be either increased or diminished from time to time by the Board of Directors AS DEFINED IN THE CLUB BY-LAWS but shall never be less than three (3). The names and addresses of the current directors of this corporation are:

Pamela E. Langham
1101 Gulf Breeze Parkway, Ste. 118
Gulf Breeze, Florida 32561

Mark DeNunzio
5435 Dynasty Drive
Pensacola, Florida 32504

Robert J. Harriman
254 Sabine Drive
Pensacola Beach, Florida 32561

Charles Dana Morris
217 Pinetree Drive
Gulf Breeze, Florida 32561

Nathan Ford
106 Fairpoint Drive
Gulf Breeze, Florida 32561

Gary Tringas
1273 Greenview Lane
Gulf Breeze, Florida 32563

Richard C. Fulford
402 Bear Drive
Gulf Breeze, Florida 32561

Gregory A. Smith
1026 Great Oak Drive
Gulf Breeze, Florida 32563

Kerry Anne Schultz
3869 Paradise Bay Drive
Gulf Breeze, Florida 32563

Jeff Haul
1398 Calcutta Drive
Gulf Breeze, Florida 32563

Cherry Fitch
4127 Oak Pointe Drive
Gulf Breeze, Florida 32563

Leonard Marks
408 Canterbury Lane
Gulf Breeze, Florida 32561

Stephen Pitre
P.O. Box 607
Gulf Breeze, Florida 32562

Lynn Erickson
3309 Edgewater Drive
Gulf Breeze, Florida 32563

Dale Duce
3868 Bay Wind Drive
Gulf Breeze, Florida 32563

ARTICLE VIII – AMENDMENT

The Articles of Incorporation of this corporation may be amended or rescinded by a two-thirds (2/3) majority of the votes cast at any regular meeting of the membership of the corporation, after at least five (5) days written notice of the action proposed to be taken and mailed or emailed to each member.

ARTICLE IX – BYLAWS

The bylaws of the corporation are to be made, altered, or rescinded by a majority vote of the members of this corporation present and voting at a regular or special meeting of the corporation, after at least five (5) days written notice of the action proposed to be taken and mailed or emailed to each member.

ARTICLE X – DISTRIBUTION ON DISSOLUTION

Upon dissolution of the corporation, or the winding up of its affairs, the assets of the corporation shall be distributed to charitable or educational organizations which would then

qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.

No member, director or officer of the corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

ARTICLE XI -- REGISTERED OFFICE AND AGENT

The address of the registered office of this corporation shall be 30 S. Spring Street, Pensacola, Florida 32502, and the name of the registered agent of this corporation at that address shall be Gerald L. Brown.


IN WITNESS WHEREOF, the undersigned, subscribing incorporator of GULF BREEZE ROTARY, INC., has hereunto set his hand and seal on the date hereinafter set forth for the purpose of forming this corporation not for profit under the laws of the State of Florida.

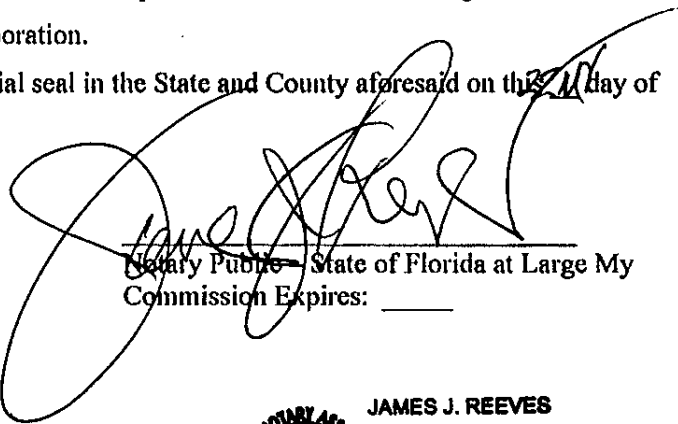
Date:

2/22/10
STATE OF FLORIDA
COUNTY OF ESCAMBIA

 (Seal)
GERALD L. BROWN

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County aforesaid to take acknowledgements, personally appeared GERALD L. BROWN, to me known to be the person described as a subscriber in and who executed the foregoing amended and restated Articles of Incorporation, and he acknowledged before me that he subscribed to the Articles of Incorporation.

 WITNESS my hand and official seal in the State and County aforesaid on this 22nd day of Feb., 2010.


Notary Public - State of Florida at Large My
Commission Expires: _____



JAMES J. REEVES
NOTARY PUBLIC
STATE OF FLORIDA
Comm# DD0933802
Expires 10/19/2013

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

THE NAME AND THE FLORIDA STREET ADDRESS OF THE REGISTERED AGENT ARE:

GERALD L. BROWN
30 S. SPRING STREET
PENSACOLA, FL 32502

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT AS PROVIDED FOR IN CHAPTER 608, FLORIDA STATUTES.

BY


Gerald L. Brown

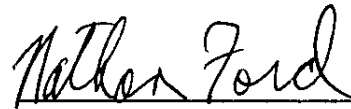
STATE OF FLORIDA

COUNTY OF SANTA ROSA

Certification of the Adoption of the Amended and Restated
Articles of Incorporation of Gulf Breeze Rotary, Inc.

I, as duly elected Secretary of the Gulf Breeze Rotary, Inc. hereby certify that the membership of said corporation at a meeting called for the purpose of adopting the Amended and Restated Articles of Incorporation, a quorum being present and proper notice having been given adopted same on February 9th, 2010 and directed Legal Counsel and Resident Agent, Gerald Brown, to sign same and to have them filed with the Secretary of State of the State of Florida.

Dated the 3rd day of March, 2010.

A handwritten signature in black ink, reading "Nathan Ford", is written over a horizontal line.

Nathan Ford

Secretary