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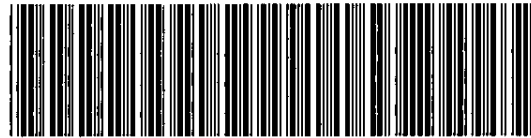
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 DEC 16 AM 10:10

Amended / cc
Restated
10 12/16/11

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Florida's Great Northwest, Inc.

DOCUMENT NUMBER: N00000007656

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Brian Crumbaker

(Name of Contact Person)

Hopping Green & Sams, P.A.

(Firm/ Company)

119 South Monroe Street, Suite 300

(Address)

Tallahassee, Florida 32301

(City/ State and Zip Code)

Brianc@hgsllaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Brian Crumbaker

(Name of Contact Person)

at (850) 222-7500

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
enclosed) |
|--|--|--|--|

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FLORIDA'S GREAT NORTHWEST, INC.**

A FLORIDA NOT FOR PROFIT CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 DEC 16 AM 10:16

The undersigned adopt the following Amended and Restated Articles of Incorporation for the Corporation:

Article I

Name

The name of the Corporation is Florida's Great Northwest, Inc.

The principal address of the Corporation is 4471 Legendary Drive, Suite 100, Destin, Florida 32541.

Article II

Duration

The duration of this Corporation is perpetual unless dissolved according to law.

Article III

Purpose

(a) The specific and primary purpose for which this Corporation is organized is to enrich economic life in Northwest Florida in the Counties of Escambia, Santa Rosa, Okaloosa, Walton, Holmes, Washington, Bay, Jackson, Calhoun, Gulf, Gadsden, Liberty, Franklin, Leon, Wakulla and Jefferson through efforts that encourage new and expanding quality growth by recruiting new business while fostering expansion of existing tourism, business and industrial bases.

(b) This Corporation shall have and exercise all powers conferred on corporations not for profit under the laws of the State of Florida generally, and specifically as provided in the Florida Not for Profit Corporation Act, provided, however, that this Corporation has no power to engage in any activity that in itself is not in furtherance of its purposes as set forth in paragraph (a) of this Article III.

Article IV

Qualifications and Admission of Members

The authorized number, qualifications, and manner of admission of members of this Corporation, the different classes of membership, the property, voting, and other rights and privileges of members, the liability of members for dues and/or assessments and the method of collection, and the termination and transfer of membership shall be as set forth in the Bylaws of this Corporation.

Article V

Registered Office and Registered Agent

The street address of the Corporation's registered office shall be 119 South Monroe Street, Suite 300, City of Tallahassee, County of Leon, Florida 32301, and the name of the Corporation's registered agent at that address shall be Brian Crumbaker.

Article VI

Board of Directors

The current Board of Directors exists pursuant to and is governed by the Bylaws of the Corporation.

Article VII

Basis Under Which Corporation Organized

The Corporation is a Corporation Not for Profit as defined by the Florida Not for Profit Corporation Act, section 617.01401, Florida Statutes. As such, it is not organized for the pecuniary gain or profit of, and neither the net earnings nor any part thereof is distributable to, its members, Directors, Officers, or other private persons except as specifically permitted under the provisions of the Florida Not for Profit Corporation Act.

Article VIII

Tax Exempt

It is intended that the Corporation shall have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986 (the "Code") and an organization described in Section 501(c)(6) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. All references in these Articles to sections of the Internal Revenue Code or Code shall be considered references to the Internal Revenue Code of

1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

Article IX

Management of Corporate Affairs

(a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of not less than three (3) Directors. The number of Directors provided for in these Articles of Incorporation may be changed by a Bylaw adopted by the Board of Directors entitled to vote.

(b) Election of Directors. The method of electing Directors shall be as set forth in the Bylaws.

(c) Elective Officers. The Officers of this Corporation shall be a Chair, a Vice-Chair, a Secretary, and a Treasurer. Other offices and Officers may be established or appointed by the members of this Corporation at any regular Annual Meeting or any Special Meeting of members called for such a purpose. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing Officers shall be as set forth in the Bylaws.

Article X

Bylaws

The Bylaws of this Corporation may be amended or repealed, in whole or in part, by the Directors in the manner provided in the Bylaws. Any amendments to the Bylaws shall be binding on all members of this Corporation.

Article XI

Amendment of Articles

Amendments to these Amended and Restated Articles of Incorporation may be proposed by a Resolution adopted by the Board of Directors and presented to a quorum of the voting members for their vote. Amendments may be adopted by a vote of at least a majority of a quorum of the members of the Corporation.

Article XII

Distribution on Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the authorized purpose of the Corporation as the Board

of Directors shall determine, and any of such assets not so distributed shall be distributed exclusively for such purpose by the Circuit Court of the county in which the principal office of the Corporation is located. None of such assets shall be diverted to any other purpose.

Article XIII

Nonstock Basis

The Corporation is formed on a nonstock basis and shall not issue shares of stock.

Article XIV

Indemnification

The Corporation shall indemnify each Director and Officer, including former Directors and Officers to the fullest extent allowed by law.

IN WITNESS, the undersigned has executed these Amended and Restated Articles of Incorporation on the 6th day of December, 2011.

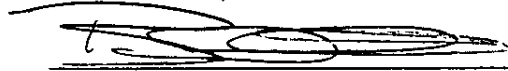


Jeff Helms

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Florida's Great Northwest, Inc. at the place designated in the Amended and Restated Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Chapter 617 of the Florida Statutes.

Date: 14 December 2011

A handwritten signature in black ink, appearing to read 'Brian Crumbaker', written over a horizontal line.

Brian Crumbaker

Articles of Amendment
to
Articles of Incorporation
of

Florida's Great Northwest, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N00000007656

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or " Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: Brian Crumbaker

119 South Monroe Street, Suite 300

(Florida street address)

New Registered Office Address:

Tallahassee


(City)

, Florida 32301

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.


Signature of New Registered Agent, if changing

If AMENDING the Officers and/or Directors, please list all officers/directors of the corporation as you now want the record to be. Please indicate the title(s), name and address for each officer/director.

(Our database can index up to 6 officers/directors. If you have more than 6 officers/directors, please list them on an additional sheet.)

<u>Title(s)</u>	<u>Name</u>	<u>Address</u>
1) _____	_____	_____ _____ _____
2) _____	_____	_____ _____ _____
3) _____	_____	_____ _____ _____
4) _____	_____	_____ _____ _____
5) _____	_____	_____ _____ _____
6) _____	_____	_____ _____ _____

If REMOVING an officer and/or director, please list the title(s) and name of the officer/director to be removed:

<u>Title(s)</u>	<u>Name</u>	<u>Title(s)</u>	<u>Name</u>
1) _____	_____	4) _____	_____
2) _____	_____	5) _____	_____
3) _____	_____	6) _____	_____

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

See attached Amended and Restated Articles of Incorporation of
Florida's Great Northwest, Inc., A Florida Not-for-Profit Corporation

The date of each amendment(s) adoption: December 2, 2011

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

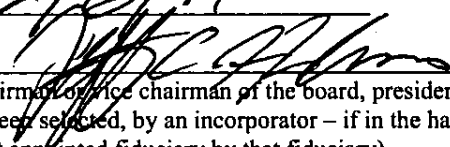
☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated

12/6/11

Signature



(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Jeff Helms

(Typed or printed name of person signing)

Chairman

(Title of person signing)